



Ref:

Date: *May 25, 2021*

**INDEPENDENT AUDITOR'S REPORT
TO THE BOARD OF DIRECTORS OF
TRIVENI TURBINES EUROPE PRIVATE LIMITED**

Report on the Audit of Financial Statements

I have audited the accompanying financial statements of **TRIVENI TURBINES EUROPE PRIVATE LIMITED**, ("the Company"), which comprise the Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and notes thereon, including a summary of the significant accounting policies and other explanatory information.

In my opinion and to the best of my information and according to the explanations given to me, 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 31st March 2021, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

I conducted my audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. My responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report. I am 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 my audit of the Financial Statements under the provisions of the Act and the Rules thereunder, and I have fulfilled my other ethical responsibilities in accordance with these requirements and the Code of Ethics. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key Audit Matters

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

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Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and my auditor's report thereon.

My opinion on the Financial Statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the Financial Statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or my knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work I have performed, I conclude that there is a material misstatement of this other information, I am required to report that fact. I have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the matters stated in Section 134(5) of the Companies Act 2013 (the "Act") with respect to preparation of these financial statements that give a true and fair view of the state of affairs, profit/loss and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) 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 the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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.

Company's management is also responsible for overseeing the Company's financial reporting process.

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Auditors' Responsibility for the Audit of Financial Statements

My 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 my 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.

As part of an audit in accordance with SAs, I exercise professional judgment and maintain professional skepticism throughout the audit. I 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 my 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.
- 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 I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my 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 Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

I 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 I identify during my audit.

I also provide those charged with governance with a statement that I 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 my independence, and where applicable, related safeguards.

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From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the Financial Statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

(A) As required by Section 143(3) of the Act, I report that:

- a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit.
- b) In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my 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 my opinion, the aforesaid Financial Statements comply with the Ind AS specified under Section 133 of the Act.

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

- i. The Company has disclosed the impact of pending litigations as at 31st March 2021 on its financial position in its Financial Statements.
- ii. The Company did not have any materials long-term contracts including derivative contracts for which there were any material foreseeable losses during the year ended 31st March 2021.

Bangalore

Date: May 25, 2021



Signature:

Name: S.S. Swamy

Membership No. 019990

UDIN: 21019990AAAAGL4572

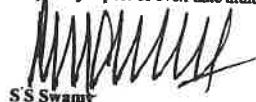
S.S. SWAMY
CHARTERED ACCOUNTANT
16, 1st Stage, Railway Colony
Lottegollahalli, New BEL Road
Bangalore - 560 094
Membership No. 019990

TRIVENI TURBINE EUROPE PRIVATE LIMITED
Balance sheet as at March 31, 2021

	Notes	March 31, 2021 GBP	March 31, 2020 GBP
ASSETS			
Non-current assets			
Investments	2	124,252	124,252
		124,252	124,252
Current Assets			
Financial assets			
(i) Trade receivables	3	-	115,921
(ii) Cash and cash equivalents	4	443,002	508,395
Other current assets	5	16,237	13,035
		459,239	637,351
Total Assets		583,491	761,603
EQUITY AND LIABILITIES			
Equity			
Share capital	6	200,000	200,000
Other equity	7	279,293	327,506
		479,293	527,506
Current liabilities			
Financial liabilities			
(i) Trade payables	8	104,198	130,910
Other current liabilities	9	-	29,447
Income tax liabilities (net)		-	73,740
		104,198	234,097
Total Liabilities		583,491	761,603

The accompanying notes form an integral part of the financial statements.

As per my report of even date attached



S.S. Swamy
Chartered Accountant
Membership No. 019990
Place: Bengaluru
Date : May 25, 2021



For and on Behalf of the Board of
Triveni Turbine Europe Private Limited



Director
Date : May 20, 2021

TRIVENI TURBINE EUROPE PRIVATE LIMITED
Statement of Profit and Loss for the year ended March 31, 2021

	Notes	March 31, 2021 GBP	March 31, 2020 GBP
Income			
Revenue from operations	10	5,251	1,158,397
Other income	11	131	5,595
TOTAL		5,382	1,163,992
Expenses			
Cost of materials	12	146	732,346
Other expenses	13	53,030	41,337
TOTAL		53,176	773,683
Profit/(loss) before tax		(47,794)	390,309
Tax expense		419	74,159
Profit/(loss) for the year		(48,213)	316,150
Other comprehensive income		-	-
Total comprehensive income for the year		(48,213)	316,150

The accompanying notes form an integral part of the financial statements.

As per my report of even date attached

S S Swamy
 S S Swamy
 Chartered Accountant
 Membership No. 019990
 Place: Bengaluru
 Date : May 25, 2021



For and on Behalf of the Board of
 Triveni Turbine Europe Private Limited

[Signature]
 Director


Date : May 20, 2021

TRIVENI TURBINE EUROPE PRIVATE LIMITED
Statement of Cash Flows for the year ended March 31, 2021

	March 31, 2021 GBP	March 31, 2020 GBP
Cash flows from operating activities		
Profit/loss before tax	(47,794)	390,309
Adjustments for		
Interest income	-	(198)
Working capital adjustments :		
Change in trade receivables	115,921	(6,816)
Change in other assets	(3,202)	1,453
Change in other financials assets	-	1,990
Change in trade payables	(26,712)	4
Change in other liabilities	(29,447)	(61,509)
Cash generated from operations	8,766	325,233
Income tax paid	(74,159)	(92,874)
Net cash generated (used in) from operating activities	(65,393)	232,359
Cash flows from investing activities		
Interest received	-	198
Net cash generated rom investing activities	-	198
Cash flows from financing activities		
Dividend paid to company's shareholders	-	(700,000)
Net cash outflow from financing activities	-	(700,000)
Net decrease in cash and cash equivalents	(65,393)	(467,443)
Cash and cash equivalents at the beginning of the year	508,395	975,838
Cash and cash equivalents at the end of the year	443,002	508,395

The accompanying notes form an integral part of the financial statements

As per my report of even date attached


S S Swamy
Chartered Accountant
Membership No. 019990
Place: Bengaluru
Date : May 25, 2021



For and on Behalf of the Board of
Triveni Turbine Europe Private Limited


Director

Date : May 20, 2021

TRIVENI TURBINE EUROPE PRIVATE LIMITED
Statement of Changes in Equity for the year ended March 31, 2021

A. Equity share capital

Equity shares of GBP 1 each issued, subscribed and fully paid up

Amount in GBP

As at April 1, 2019	200,000
Changes in equity share capital during the year	-
As at March 31, 2020	200,000
Changes in equity share capital during the year	-
As at March 31, 2021	200,000

B. Other equity

Amount in GBP

	Retained earnings	Total other equity
Balance as at April 1, 2019	711,356	711,356
Profit/(loss) for the year	316,150	316,150
Other comprehensive income	-	-
Total comprehensive income for the year	316,150	316,150
Transactions with owners in their capacity as owners:		
Dividends paid	(700,000)	(700,000)
Balance as at March 31, 2020	327,506	327,506
Profit/(loss) for the year	(48,213)	(48,213)
Other comprehensive income	-	-
Total comprehensive income for the year	(48,213)	(48,213)
Transactions with owners in their capacity as owners:		
Dividends paid	-	-
Balance as at March 31, 2021	279,293	279,293

The accompanying notes form an integral part of the financial statements

As per my report of even date attached

S S Swamy
Chartered Accountant
Membership No. 019990
Place: Bengaluru
Date : May 25, 2021



For and on Behalf of the Board of
Triveni Turbine Europe Private Limited

Director
Date : May 20, 2021

Triveni Turbines Europe Private Limited
Notes to the financial statements for the year ended March 31, 2021

Company information

Triveni Turbines Europe Private Limited is a private company, limited by shares, registered in England and Wales. The company's registered number is 09365169 (England and Wales) and registered office address is 3rd Floor 11-12 St. James's Square London SW1Y 4LB can be found on the Company Information page.

The presentation currency of the financial statements is the Pound Sterling (£).

Note 1: Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented 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

a) Basis of preparing the financial statements

These financial statements have been prepared for the purpose of consolidation with the financial statements of Triveni Turbine Limited, the holding company, under Companies Act, 2013.

(i) 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.

(ii) Historical cost convention

The financial statements have been prepared under the historical cost convention.

b) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Sale of goods

Revenue from the sale of goods is recognised when all of the following conditions are satisfied:

- (a) the Company has transferred the significant risks and rewards of ownership to the buyer;
- (b) the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- (c) the amount of revenue can be measured reliably;

Triveni Turbines Europe Private Limited
Notes to the financial statements for the year ended March 31, 2021

- (d) it is probable that the Company will receive the consideration due under the transaction;
and
- (e) the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Investments in subsidiaries

Investments in subsidiaries are measured at cost less accumulated impairment.

c) Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, and investments in non-puttable ordinary shares.

Financials Assets

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not measured at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

A financial asset is derecognised 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.

Financial liabilities

At initial recognition, the Company measures a financial liability at its fair value net of, in the case of a financial liability not measured at fair value through profit or loss, transaction costs that are directly attributable to the issue of the financial liability. Transaction costs of financial liability carried at fair value through profit or loss are expensed in profit or loss.

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

d) Foreign currency translation

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in

Triveni Turbines Europe Private Limited
Notes to the financial statements for the year ended March 31, 2021

foreign currencies are recognised in the Profit and Loss Account except when deferred in other comprehensive income as qualifying cash flow hedges.

e) Interest income

Interest income is recognised in the Profit and Loss Account using the effective interest method.

f) Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

g) Employee Benefits

The average number of employees during the year was NIL (2020 – NIL)

h) Income Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

TRIVENI TURBINE EUROPE PRIVATE LIMITED
Notes to Financial Statements for the period ended March 31, 2021

Note 2. Investments

	March 31, 2021 GBP	March 31, 2020 GBP
Long term		
Valued at cost	124,252	124,252
Trade investment in Subsidiary Company-Triveni Turbine DMCC [700,000 fully paid-up ordinary shares of AED 1,000 each]		
	124,252	124,252

Details of the Company's subsidiaries and joint venture at the end of the reporting period are as follows:

Name of Subsidiaries	Place of incorporation and operation	Proportion of ownership interest and voting power held by the Company	
		March 31, 2021	March 31, 2020
Triveni Turbines DMCC	United Arab Emirates	100%	100%

Note 3. Trade Receivables

	March 31, 2021 GBP	March 31, 2020 GBP
Unsecured, considered good		
Outstanding for a period exceeding		-
Other receivables	-	115,921
	-	115,921

Note 4. Cash and cash equivalents

	March 31, 2021 GBP	March 31, 2020 GBP
Current		
Cash and cash equivalents		
Balances with banks:		
-Current accounts	443,002	508,395
	443,002	508,395

Note 5. Other current assets

	March 31, 2021 GBP	March 31, 2020 GBP
Unsecured, considered good		
Vendor advances	3,000	3,000
Prepaid expenses	9,863	10,035
VAT Receivable	3,374	-
	16,237	13,035

TRIVENI TURBINE EUROPE PRIVATE LIMITED
Notes to Financial Statements for the period ended March 31, 2021

Note 6. Share Capital

	March 31, 2021 GBP	March 31, 2020 GBP
Authorized shares		
5,000,000 (31 March 2020: 5,000,000) ordinary shares of GBP 1 each	5,000,000	5,000,000
Issued, Subscribed and fully Paid-up shares:		
200,000 (31 March 2020: 200,000) ordinary shares of GBP 1 each	200,000	200,000
Total issued, subscribed and fully paid-up share capital	200,000	200,000

Note 7. Other equity

	March 31, 2021 GBP	March 31, 2020 GBP
Surplus in the statement of profit & loss		
Balance as per last financial statements	327,506	711,356
Profit/(loss) for the year	(48,213)	316,150
Less: Interim Dividend to the Holding Company	-	700,000
Net Surplus in the statement of profit and loss	279,293	327,506
Total Reserves and Surplus	279,293	327,506

Note 8. Trade Payables

	March 31, 2021 GBP	March 31, 2020 GBP
Trade Payables		
	104,198	130,910
	104,198	130,910

*** Includes Payable to a related party**

Triveni Turbine Limited	-	17,728
	-	17,728

Note 9. Other Current Liabilities

	March 31, 2021 GBP	March 31, 2020 GBP
Deferred Revenue		
	-	5,250
VAT Payable		
	-	24,197
	-	29,447

TRIVENI TURBINE EUROPE PRIVATE LIMITED
Notes to Financial Statements for the period ended March 31, 2021

Note 10. Revenue from Operations

	March 31, 2021	March 31, 2020
	GBP	GBP
Sale of goods & services	5,251	1,158,397
	<u>5,251</u>	<u>1,158,397</u>

Note 11. Other income

	March 31, 2021	March 31, 2020
	GBP	GBP
Gain on exchange fluctuation	-	5,397
Misc Income	131	
Interest income	-	198
	<u>131</u>	<u>5,595</u>

Note 12. Cost of materials

	March 31, 2021	March 31, 2020
	GBP	GBP
Cost of purchase	146	732,346
	<u>146</u>	<u>732,346</u>

Note 13. Other expenses

	March 31, 2021	March 31, 2020
	GBP	GBP
Legal & Professional charges	47,665	30,375
Insurance	398	2,241
Audit Fees	-	7,850
Telephone Expenses	-	(59)
Miscellaneous Expenses	35	35
Bank charges	791	895
Loss on Exchange Fluctuation	4,141	-
	<u>53,030</u>	<u>41,337</u>

TRIVENI TURBINE EUROPE PRIVATE LIMITED
Notes to Financial Statements for the period ended March 31, 2021

Note 14: Related party transactions

(i) Related parties who control the Company

Triveni Turbine Limited (Holding Company)

(ii) Related parties where control exists

Triveni Turbines DMCC (wholly owned subsidiary)
Triveni Turbines Africa Pty. Ltd. (step-down subsidiary)

(iii) Related parties with whom transactions have taken place during the year :

Related parties who control the Company

a) Triveni Turbine Limited

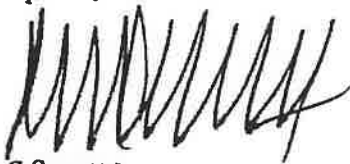
(iv) Details of transactions between the Company and related parties during the year and outstanding balances as on 31 March 2021:

	March 31, 2021 GBP	March 31, 2020 GBP
(a) Triveni Turbine Limited		
Purchase of Services	146	732,346
Outstanding balances	-	17,728

Note 15: Approval of financial Statements

The Standalone financial Statements were approved for issue by the Board of Directors of the Company on May 20, 2021 subject to approval of shareholders.

As per my report of even date attached



S S Swamy
Chartered Accountant
Membership No. 019990
Place: Bengaluru
Date : May 25, 2021



For and on Behalf of the Board of
Triveni Turbine Europe Private Limited



Director

Date : May 20, 2021