

**Company Registration Number: 10367932**

**Adani Energy Two Holdings Limited (formerly  
known as SB Energy Two Holdings Limited)**

**Annual Report and financial statements**

**For the year ended 31 March 2022**

# **Adani Energy Two Holdings Limited (formerly known as SB Energy Two Holdings Limited)**

## **Annual Report and financial statements for the year ended 31 March 2022**

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# **Adani Energy Two Holdings Limited (formerly known as SB Energy Two Holdings Limited)**

## **Annual Report and financial statements for the year ended 31 March 2022**

### **Corporate information**

#### **Director**

Sanjay Newatia

#### **Auditor**

Crowe U.K. LLP  
55 Ludgate Hill  
London  
EC4M 7JW  
United Kingdom

#### **Bankers**

Mizuho Bank, Limited  
Mizuho House  
30 Old Bailey  
London  
EC4M 7AU  
United Kingdom

#### **Registered office**

10 Queen Street Place,  
London,  
EC4R 1AG  
United Kingdom

# **Adani Energy Two Holdings Limited (formerly known as SB Energy Two Holdings Limited)**

## **Annual Report and financial statements for the year ended 31 March 2022**

### **Strategic Report**

#### **Principal activity**

The principal activity of Adani Energy Two Holdings Limited (formerly known as SB Energy Two Holdings Limited) ('the Company') is to hold investment in business relating to solar power plant development.

#### **Business review**

As set out in the Statement of comprehensive income on page 10, the Company had not earned any profits nor incurred any losses in the year ended 31 March 2022 (for the year ended 31 March 2021: ₹ Nil). Net assets as at 31 March 2022 were ₹ 5,299,620,170 (as at 31 March 2021: ₹ 5,299,620,170).

#### **Key Performance Indicators**

As the Company is not a trading company, there are no KPI's used by management to review its performance.

#### **Future developments**

The director anticipate that the Company will continue to hold investments in the business relating to solar power plant development for the foreseeable future.

#### **Risk management**

The Company actively considers and manages its risks. The Company's activities is to hold investments and not exposed to liquidity risk, however the management periodically reviews business cash flows and where deficits are forecast, the liquidity of the entity and its counterparties have been guaranteed by the Adani Energy Holdings Limited (formerly known as SB Energy Holdings Limited) ("Intermediate Holding Company).

The director does not consider the Company to be materially exposed to cash flow or credit risks.

#### **COVID 19**

In February 2021 the World Health Organisation declared Covid-19 to be a global pandemic. While the full impact of Covid-19 is still difficult to fully understand at this stage, the director does not believe that the longer term wider economic impacts will significantly impact the Company or its operations as the Company is holding investments only which is having no impact due to Covid-19.

#### **Section 172(1) statement**

Director of the Company have performed their duty under Section 172(1) of the Companies Act 2006, they have acted in the way that in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to –

a) the likely consequences of any decision in the long term- the Board considers the likely consequences of all decision in the long-term and identifies stakeholders who may be affected, and carefully considers their interests and any potential impact as part of the decision making process.

b) the interests of the Company's employees – The Company does not have any employees.

c) the need to foster the Company's business relationships with suppliers, customers and others – The Company is an investing company and not have any suppliers or customers.

d) the impact of the Company's operations on the community and the environment – The Company is investing entity and the subsidiary of the Company is engaged in development, generation and sale of solar power in India and helping the community and environment through generation of power by renewable resources.

## **Adani Energy Two Holdings Limited (formerly known as SB Energy Two Holdings Limited)**

### **Annual Report and financial statements for the year ended 31 March 2022**

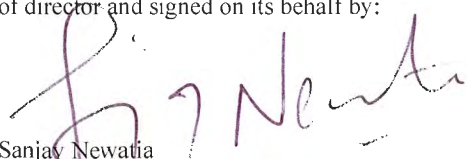
#### **Strategic report (continued)**

##### **Section 172(1) statement (continued)**

e) the desirability of the company maintaining a reputation for high standards of business conduct – At the Holding Company level there are well defined code of conduct policies which are followed by the company and director ensures its full compliance.

f) the need to act fairly as between members of the Company- The Board meets with shareholders at the Annual General Meeting which provides an opportunity to engage directly with the Board and on periodic basis, the company and its subsidiaries performance reports are presented to the members of the company.

of director and signed on its behalf by:



Sanjay Newatia  
Director  
31 May 2022

# **Adani Energy Two Holdings Limited (formerly known as SB Energy Two Holdings Limited)**

## **Annual Report and financial statements for the year ended 31 March 2022**

### **Director's report**

The director presents the Annual Report on the affairs of Adani Energy Two Holdings Limited (formerly known as SB Energy Two Holdings Limited) (the 'Company') together with the audited financial statements for the year ended 31 March 2022.

#### **Director**

The current director is shown on page 1.

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Raman Nanda (resigned on 30 September 2021)  
Shigeki Miwa (resigned on 30 September 2021)  
Alex Clavel (resigned on 30 September 2021)  
Adam Westhead (resigned on 30 September 2021)  
Sanjay Newatia (appointed on 30 September 2021)

#### **Principal activity, future developments and financial risk management and objectives**

Details of the above are included within the strategic report. Refer page 2 of the report.

#### **Dividends**

No dividend has been declared or paid by the Company for the year ended 31 March 2022 (for the year ended 31 March 2021: ₹ Nil).

#### **Going concern**

The Company is profit making and has net assets as at 31 March 2022 amounting to ₹ 5,299,620,170 (as at 31 March 2021 amounting to ₹ 5,299,620,170).

On 30 September 2021 the Company's intermediate parent company, Adani Energy Holdings Limited (formerly known as SB Energy Holdings Limited) (AEH), was acquired by Adani Green Energy Limited (AGEL).

Subsequent to the Sale Transaction, the Company has received letter of support from AGEL confirming that AGEL will provide financial support the Company for a period of at least 12 months from the date of the approval of these financial statements.

The director of the Company has evaluated AGEL's financial position based on publicly available information and has concluded that AGEL has the intention and ability to provide financially support the Company for a period of at least 12 months from date of approval of this financial statement and the Company is expected to continue in operation for the foreseeable future.

The director has considered the impact of the covid-19 pandemic on the Company's ability to continue as a going concern. The company is in a net assets position and has no contractual liabilities. The director has considered the cashflow requirements for the foreseeable future and based on the support received from AGEL have assured themselves that the Company has sufficient resources available in order to meet cashflow requirements for the foreseeable future.

Based on above, the director has concluded that continuing to apply the going concern basis of accounting is appropriate.

## **Adani Energy Two Holdings Limited (formerly known as SB Energy Two Holdings Limited)**

### **Annual Report and financial statements for the year ended 31 March 2022 Director's report (continued)**

#### **Auditor**

Crowe U.K. LLP have expressed their willingness to continue in office as auditor and appropriate arrangements have been put in place for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

#### **Director's statement as to disclosure of information to auditor**

Each of the persons who is a director at the date of approval of this report confirms that

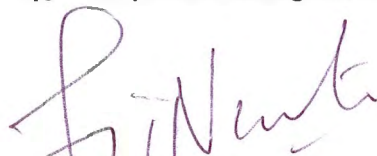
- so far as the director is aware, there is no relevant information of which the Company's auditor is unaware; and
- the director has taken all the steps that they ought to have taken as a director in order to make themselves aware of relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

#### **Events after balance sheet date**

There were no significant events after the end of the financial year which require any adjustment or disclosure in the financial statements.

Approved by director and signed on his behalf by:



Sanjay Newatia  
Director  
31 May 2022

# **Adani Energy Two Holdings Limited (formerly known as SB Energy Two Holdings Limited)**

## **Annual Report and financial statements for the year ended 31 March 2022**

### **Director's responsibilities statement**

The director is responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 "Reduced Disclosure Framework". Under company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The director is responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable him to ensure that the financial statements comply with the Companies Act 2006. He is also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The director is responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of the financial statements may differ from legislation in other jurisdictions.



# **Adani Energy Two Holdings Limited (formerly known as SB Energy Two Holdings Limited)**

## **Independent auditor's report to the members of Adani Energy Two Holdings Limited (formerly known as SB Energy Two Holdings Limited)**

### **Opinion**

We have audited the financial statements of Adani Energy Two Holdings Limited (formerly known as SB Energy Two Holdings Limited) for the year ended 31 March 2022 which comprise statement of comprehensive income, balance sheet, statement of changes in equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. 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 ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Conclusions relating to going concern**

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the director with respect to going concern are described in the relevant sections of this report.

### **Other information**

The director is responsible for the other information contained within the annual report. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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

# **Adani Energy Two Holdings Limited (formerly known as SB Energy Two Holdings Limited)**

## **Independent auditor's report to the members of Adani Energy Two Holdings Limited (formerly known as SB Energy Two Holdings Limited) (continued)**

misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. 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.

### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion based on the work undertaken in the course of our audit

- the information given in the director's report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the director's report has been prepared in accordance with applicable legal requirements.

### **Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in director's report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of director remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the director was not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption in preparing the director's report and from the requirement to prepare a strategic report.

### **Responsibilities of director**

As explained more fully in the director's responsibilities statement [set out on page 6], the director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the director determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the director 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 the director either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

# **Adani Energy Two Holdings Limited (formerly known as SB Energy Two Holdings Limited)**

## **Independent auditor's report to the members of Adani Energy Two Holdings Limited (formerly known as SB Energy Two Holdings Limited) (continued)**

### **Auditor's responsibilities for the audit of the financial statements**

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 ISAs (UK) 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

We obtained an understanding of the legal and regulatory frameworks within which the company operates, focusing on those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. The laws and regulations we considered in this context were the Companies Act 2006 and UK taxation legislation

We identified the greatest risk of material impact on the financial statements from irregularities, including fraud, to be the override of controls by management.

Our audit procedures included:

- completing a risk-assessment process during our planning for this audit that specifically considered the risk of fraud;
- enquiry of management about the Company's policies, procedures and related controls regarding compliance with laws and regulations and if there are any known instances of non-compliance;
- examining supporting documents for all material balances, transactions and disclosures;
- review, where applicable, of the Board of director's minutes;
- enquiry of management, about litigations and claims and inspection of relevant correspondence
- analytical procedures to identify any unusual or unexpected relationships;
- specific audit testing on and review of areas that could be subject to management override of controls and potential bias;
- considering management override of controls outside of the normal operating cycles including testing the appropriateness of adjustments made in the preparation of the financial statements including evaluating the business rationale of significant transactions, outside the normal course of business.

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

These inherent limitations are particularly significant in the case of misstatement resulting from fraud as this may involve sophisticated schemes designed to avoid detection, including deliberate failure to record transactions, collusion or the provision of intentional misrepresentations.

A further description of our responsibilities for the audit of the financial statements is located on the

Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

# **Adani Energy Two Holdings Limited (formerly known as SB Energy Two Holdings Limited)**

## **Independent auditor's report to the members of Adani Energy Two Holdings Limited (formerly known as SB Energy Two Holdings Limited) (continued)**

### **Use of our report**

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Stephen Bullock  
Senior Statutory Auditor  
For and on behalf of  
**Crowe U.K. LLP**  
Statutory Auditor  
London  
1 June 2022

# Adani Energy Two Holdings Limited (formerly known as SB Energy Two Holdings Limited)

## Statement of comprehensive income For the year ended 31 March 2022

	Note	For the year ended 31 March 2022	For the year ended 31 March 2021
		₹	₹
Operating result		-	-
Result before taxation		-	-
Tax on result	5	-	-
Result for the year		-	-

There are no recognised gains and losses other than those passing through the profit and loss account. Accordingly, no separate statement of other comprehensive income has been prepared.

All results are derived from continuing operations.

The notes on pages 14 to 22 are an integral part of these financial statements.

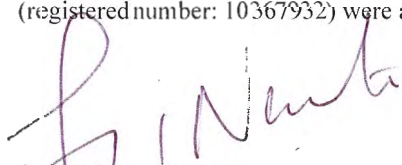
**Adani Energy Two Holdings Limited (formerly known as SB Energy Two Holdings Limited)**

**Balance sheet  
As at 31 March 2022**

	Note	As at 31 March 2022 ₹	As at 31 March 2021 ₹
<b>Non-current assets</b>			
Investments	7	5,299,620,170	5,299,620,170
		<b>5,299,620,170</b>	<b>5,299,620,170</b>
<b>Total assets</b>		<b>5,299,620,170</b>	<b>5,299,620,170</b>
<b>Net current assets</b>		-	-
<b>Total assets less current liabilities</b>		<b>5,299,620,170</b>	<b>5,299,620,170</b>
<b>Net assets</b>		<b>5,299,620,170</b>	<b>5,299,620,170</b>
<b>Equity</b>			
Share capital	8	5,299,708	5,299,708
Share premium account	9	5,294,320,462	5,294,320,462
<b>Equity attributable to owners of the Company</b>		<b>5,299,620,170</b>	<b>5,299,620,170</b>

The notes on pages 14 to 22 are an integral part of these financial statements.

The financial statements of Adani Energy Two Holdings Limited (formerly known as SB Energy Two Holdings Limited) (registered number: 10367932) were approved by the director and signed on his behalf by:

  
Sanjay Newatia  
Director  
31 May 2022

# Adani Energy Two Holdings Limited (formerly known as SB Energy Two Holdings Limited)

## Statement of changes in equity For the year ended 31 March 2022

	Share capital	Share premium account	Total
	₹	₹	₹
As at 31 March 2020	5,299,708	5,294,320,462	5,299,620,170
Result and total comprehensive result for the year	-	-	-
As at 31 March 2021	5,299,708	5,294,320,462	5,299,620,170
Result and total comprehensive result for the year	-	-	-
As at 31 March 2022	5,299,708	5,294,320,462	5,299,620,170

The notes on pages 14 to 22 are an integral part of these financial statements.

# **Adani Energy Two Holdings Limited (formerly known as SB Energy Two Holdings Limited)**

## **Notes to the financial statements (continued) For the year ended 31 March 2022**

### **1. General information**

Adani Energy Two Holdings Limited (formerly known as SB Energy Two Holdings Limited) (the 'Company') is a private company limited by shares incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales. The address of the Company's registered office is shown on page 1.

The nature of the Company's operations and its principal activities are set out in the strategic report on page 2.

These financial statements are presented in Indian Rupees ('₹'), the Company's functional currency, because that is the currency of the primary economic environment in which the Company operates.

These financial statements are separate financial statements. As permitted by Section 401 of the Companies Act, 2006, the Company is exempt from the preparation and delivery of consolidated financial statements, because it is included in the group financial statements of Adani Green Energy Limited. The group financial statements of Adani Green Energy Limited are available to the public and can be obtained as set out in note 10.

### **2. Significant accounting policies**

#### **Basis of accounting**

The Company meets the definition of a qualifying entity under FRS 100 'Application of Financial Reporting Requirements' issued by the FRC. Accordingly, these financial statements were prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework'.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to financial instruments, fair value measurements, presentation of a cash flow statement, adoption of new and revised standards not yet effective, impairment of assets and related party transactions.

Where relevant, equivalent disclosures are given in the group financial statements of Adani Green Energy Limited (Note 10). Auditors

The financial statements have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for the goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

#### **Going concern**

The Company is profit making and has net assets as at 31 March 2022 amounting to ₹ 5,299,620,170 (as at 31 March 2021 amounting to ₹ 5,299,620,170).

On 30 September 2021 the Company's intermediate parent company, Adani Energy Holdings Limited (formerly known as SB Energy Holdings Limited) (AEH), was acquired by Adani Green Energy Limited (AGEL).

Subsequent to the Sale Transaction, the Company has received letter of support from AGEL confirming that AGEL will provide financial support the Company for a period of at least 12 months from the date of the approval of these financial statements.

The director of the Company has evaluated AGEL's financial position based on publicly available information and has concluded that AGEL has the intention and ability to provide financial support the Company for a period of at least 12 months from date of approval of this financial statement and the Company is expected to continue in operation for the foreseeable future.

The director has considered the impact of the covid-19 pandemic on the Company's ability to continue as a going concern. The company is in a net assets position and has no contractual liabilities. The director has considered the cashflow requirements for the foreseeable future and based on the support received from AGEL



# **Adani Energy Two Holdings Limited (formerly known as SB Energy Two Holdings Limited)**

## **Notes to the financial statements (continued) For the year ended 31 March 2022**

### **2. Significant accounting policies (continued)**

have assured themselves that the Company has sufficient resources available in order to meet cashflow requirements for the foreseeable future. Based on above, the director has concluded that continuing to apply the going concern basis of accounting is appropriate.

#### **New and amended standards adopted by the Company**

There were no new or amended accounting standards applied during the period which had an impact on the financial statements.

#### **Investment in Subsidiaries**

In accordance with FRS 101 regulations the Company measures its investments in subsidiaries at historical cost.

#### ***Impairment of Investment in subsidiaries carried at cost***

After initial recognition, the Company determines whether there is any objective evidence of impairment as a result of one or more events that occurred after the initial recognition of investment in a subsidiary and that event (or events) has (or have) an impact on the estimated future cash flows from the investment that can be reliably estimated. If there exists such objective evidence of impairment, then impairment loss is recognized with respect to the Company's investment in a subsidiary.

When necessary, the cost of the investment is tested for impairment in accordance with IAS 36 'Impairment of Assets' as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount, any impairment loss recognized forms part of the cost of the investment. Any reversal of that impairment loss is recognized in accordance with IAS 36 'Impairment of Assets' to the extent that the recoverable amount of the investment subsequently increases.

On disposal of investment in subsidiary, the difference between net disposal proceeds and the carrying amounts are recognized in profit or loss.

#### **Foreign currencies**

Transactions in currencies other than the Company's functional currency (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in profit or loss in the period in which they arise.

# **Adani Energy Two Holdings Limited (formerly known as SB Energy Two Holdings Limited)**

## **Notes to the financial statements (continued) For the year ended 31 March 2022**

### **2. Significant accounting policies (continued)**

#### **Financial instruments**

Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

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

#### ***Financial assets***

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value. The company does not hold any assets at fair value in either the current or prior year.

#### ***Amortised cost and effective interest method***

A financial asset is subsequently measured at amortized cost using effective interest rate method if it is held within a business model whose objective is to hold the asset to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The effective interest rate method is a method of calculating the amortised cost of financial asset and of allocating interest income over the expected life.

#### ***Impairment of financial assets***

The Company recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost, trade receivables and contract assets. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Company always recognises lifetime ECL for trade receivables and contract assets. The expected credit losses on these financial assets are estimated using a provision matrix based on the Company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Company recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

#### ***Derecognition of financial assets***

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

# **Adani Energy Two Holdings Limited (formerly known as SB Energy Two Holdings Limited)**

## **Notes to the financial statements (continued) For the year ended 31 March 2022**

### **2. Significant accounting policies (continued)**

#### **Financial instruments (continued)**

##### ***Financial liabilities and equity***

##### ***Classification as debt or equity***

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

##### ***Equity instruments***

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

##### ***Financial liabilities***

All financial liabilities are measured subsequently at amortised cost using the effective interest method or at FVTPL. The company does not hold any financial liabilities at fair value in the current or prior year.

##### ***Financial liabilities measured subsequently at amortised cost***

Financial liabilities that are not (i) held-for-trading, or (ii) designated as at FVTPL, are measured subsequently at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

##### ***Derecognition of financial liabilities***

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

##### ***Cash and cash equivalents***

Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

##### ***Taxation***

The tax expense represents the sum of the tax currently payable and deferred tax.

##### ***Current tax***

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

A provision is recognised for those matters for which the tax determination is uncertain but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable. The assessment is based on the judgement of tax professionals within the Company supported by previous experience in respect of such activities and in certain cases based on specialist independent tax advice.

# Adani Energy Two Holdings Limited (formerly known as SB Energy Two Holdings Limited)

## Notes to the financial statements (continued) For the year ended 31 March 2022

### 2. Significant accounting policies (continued)

#### Taxation (continued)

##### *Deferred tax*

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the balance sheet date.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

##### *Current tax and deferred tax for the year*

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

### 3. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 2, the director is required to make judgements, estimates and assumptions about the carrying amounts 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 recognised 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 periods if the revision affects both current and future periods.

The director does not consider there are any critical judgements requiring disclosure beyond the accounting policies listed above.

#### **Key sources of estimation uncertainty**

The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year, are discussed below:

##### **Valuation of investment in subsidiary**

The Company has invested ₹ 5,299,620,170 in Adani Solar Energy AP Six Private Limited (formerly known as SBG Cleantech ProjectCo Private Limited) (through its subsidiary, Adani Energy Cleantech Two Holdings Limited (formerly known as SB Energy Cleantech Two Holdings Limited) as at 31 March 2022. Adani Solar Energy AP Six Private Limited (formerly known as SBG Cleantech ProjectCo Private Limited) ('the Project Company') is a private limited company incorporated in India. The investment is carried at historic cost.

# Adani Energy Two Holdings Limited (formerly known as SB Energy Two Holdings Limited)

## Notes to the financial statements (continued) For the year ended 31 March 2022

### 3. Critical accounting judgements and key sources of estimation uncertainty (continued) Valuation of investment in subsidiary (continued)

During the year 2016-17, the Project Company developed the 350 MW Solar Power Project and started generating electricity from 28 February 2017. The Project Company has achieved the Commercial Operation Date (“COD”) as per the Power Purchase Agreement on 21 July 2017. Based on projected future cash flows, the director has concluded that no indication of impairment exists at 31 March 2022.

### 4. Professional expenses

Auditor’s remuneration payable to Crowe U.K. LLP (for the year ended 31 March 2021: Deloitte LLP) for the audit of the Company’s annual financial statements were ₹ 99,455 (£1,000) (excluding VAT) (for the year 31 March ended 2021: ₹ 403,803 (£4,000) (excluding VAT)). The fee payable to Crowe U.K. LLP (for the year ended 31 March 2021: Deloitte LLP) is borne by Adani Energy Holdings Limited (formerly known as SB Energy Holdings Limited).

No non-audit services are provided by the auditors to the Company (for year ended 31 March 2021: None).

### 5. Tax

For the years ended 31 March 2022 and 31 March 2021, the Company has not earned any profits nor incurred any losses. Accordingly, the Company has no tax expense / income during the year.

### 6. Staff costs and Director’s remuneration

The director was paid through other group companies and received no remuneration for their qualifying services to the Company (for the year ended 31 March 2021: ₹ Nil). The Company had no employees during the year ended 31 March 2022 (for the year ended 31 March 2021: None).

### 7. Investments in subsidiary

As at 31 March 2022 the Company holds direct investments in the following subsidiary undertakings:

<u>Name of company and registered office</u>	<u>Nature of business</u>	<u>Holding</u>	<u>Amount</u> ₹
Adani Energy Cleantech Two Holdings Limited (formerly known as SB Energy Cleantech Two Holdings Limited) 10 Queen Street Place, London, EC4R 1AG, United Kingdom	Investment company	100%	5,299,620,170

As at 31 March 2021 the Company holds direct investments in the following subsidiary undertakings:

<u>Name of company and registered office</u>	<u>Nature of business</u>	<u>Holding</u>	<u>Amount</u> ₹
Adani Energy Cleantech Two Holdings Limited (formerly known as SB Energy Cleantech Two Holdings Limited) 10 Queen Street Place, London, EC4R 1AG, United Kingdom	Investment company	100%	5,299,620,170

# Adani Energy Two Holdings Limited (formerly known as SB Energy Two Holdings Limited)

## Notes to the financial statements (continued) For the year ended 31 March 2022

### 7. Investments in subsidiary (continued)

As at 31 March 2022 the Company holds indirect investments in subsidiary undertakings as set out below:

<b>Name of company and registered office</b>	<b>Nature of business</b>	<b>Holding</b>
Adani Cleantech Two Limited (formerly known as SB Cleantech Two Limited) 10 Queen Street Place, London, EC4R 1AG, United Kingdom	Investment company	100%
Adani Cleantech Two Holdings Limited (formerly known as SB Cleantech Two Holdings Limited) 10 Queen Street Place, London, EC4R 1AG, United Kingdom	Investment company	100%
Adani Solar Energy AP Six Private Limited (formerly known as SBG Cleantech ProjectCo Private Limited) C-105, Anand Niketan, New Delhi, 110021	Solar Project company	100%

	<b>₹</b>
<b>Cost</b>	
<b>At 31 March 2020</b>	5,299,620,170
Additions	-
<b>At 31 March 2021</b>	<b>5,299,620,170</b>
Additions	-
<b>At 31 March 2022</b>	<b>5,299,620,170</b>
<b>Carrying amount</b>	
At 31 March 2021	<b>5,299,620,170</b>
At 31 March 2022	

#### Restrictions attached:

Pursuant to execution of Deed of Pledge dated 30 September 2021, the equity shares held by Adani Cleantech Two Holdings Limited (formerly known as SB Cleantech Two Holdings Limited) and Adani Cleantech Two Limited (formerly known as SB Cleantech Two Limited) (wholly owned subsidiaries) in Adani Solar Energy AP Six Private Limited (formerly known as SBG Cleantech ProjectCo Private Limited) are pledged against the borrowings obtained by Adani Solar Energy AP Six Private Limited (formerly known as SBG Cleantech ProjectCo Private Limited), in favour of the IDBI Trusteeship Services Limited, Security Trustee, for the benefit of the lenders.

Adani Green Energy Limited (ultimate holding company) has acted as a sponsor for the borrowings and will make the payments to lenders in case of payment default of principal and interest by the Investee Company.

# Adani Energy Two Holdings Limited (formerly known as SB Energy Two Holdings Limited)

## Notes to the financial statements (continued) For the year ended 31 March 2022

### 8. Share capital

	As at 31 March 2022	As at 31 March 2021
<b>Authorised:</b>		
1,000,000,000 (As at 31 March 2021: 1,000,000,000) Class A ordinary shares of £ 1 each	£1,000,000,000	£1,000,000,000
1,000,000,000 (As at 31 March 2021: 1,000,000,000) Class B ordinary shares of \$ 1 each	\$1,000,000,000	\$1,000,000,000
1,000,000,000 (As at 31 March 2021: 1,000,000,000) Class C ordinary shares of ¥ 100 each	¥100,000,000,000	¥100,000,000,000
	<b>₹</b>	<b>₹</b>
<b>Called up and fully paid:</b>		
1 (As at 31 March 2021: 1) Class A ordinary shares of £ 1 each	89	89
78,723 (As at 31 March 2021: 78,723) Class B ordinary shares of \$ 1 each	5,299,619	5,299,619
	<b>5,299,708</b>	<b>5,299,708</b>

Each ordinary share has voting rights attached to it. Each ordinary share ranks pari passu in all respects and constitutes a single class of shares for the purposes of any matter which might require separate class consents and references to anything to be done on a pro rata basis shall be construed by reference to the total number of ordinary shares held.

### 9. Share premium account

	Share premium account
	<b>₹</b>
As at 31 March 2018 (Premium arising on issue of 78,723 Class B ordinary shares of \$1 each issued at a premium of \$999 per share)	5,294,320,462
As at 31 March 2021	5,294,320,462
Additions	
<b>As at 31 March 2022</b>	<b>5,294,320,462</b>

### 10. Ultimate parent company and controlling party

The Company's immediate parent company is Adani Energy Holdings Limited (formerly known as SB Energy Holdings Limited) having registered office at 10 Queen Street Place, London, EC4R 1AG, United Kingdom.

The Company's ultimate parent company and ultimate controlling party as at the balance sheet date was Adani Green Energy Limited, a company incorporated in India. On 30 September 2021 Adani Energy Holdings Limited (formerly known as SB Energy Holdings Limited) was sold to Adani Green Energy Limited (AGEL). Consequent to the sale, AGEL is the ultimate parent company and the ultimate controlling party.

Adani Green Energy Limited is the parent undertaking of the smallest and largest group of undertakings to consolidate these financial statements. The consolidated financial statements of Adani Green Energy Limited are available at its registered address, Adani Corporate House, Shantigram Near Vaishno Devi Circle, S. G. Highway, Khodiyar Ahmedabad 382421.

# **Adani Energy Two Holdings Limited (formerly known as SB Energy Two Holdings Limited)**

## **Notes to the financial statements (continued) For the year ended 31 March 2022**

### **11. Related party transactions**

The Company has taken advantage of the exemption given in FRS 101 from the requirement to disclose transactions between two or more members of a group provided that any party to the transaction is wholly owned within that group.

### **12. Commitments**

#### **Sponsor support agreement**

On 11 September 2017, the Company executed a 'Sponsor Support Agreement' with its related parties and Mizuho Bank, Ltd. to provide the Sponsor Support by contributing equity and other financing support undertaking in relation to financing arrangement made for solar power project developed by Adani Solar Energy AP Six Private Limited (formerly known as SBG Cleantech ProjectCo Private Limited) (subsidiary of the Company) to the extent of ₹ 22,688,281,842.

### **13. Events after the balance sheet date**

There were no significant events after the end of the financial year which require any adjustment or disclosure in the financial statements.