

Independent Auditor's Report

To

The Members of

Adani Renewable Energy Fifty Four Limited

Report on the audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of **Adani Renewable Energy Fifty Four Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss (including the statement of Other Comprehensive Income), the Cash Flow Statements and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2025, its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the accompanying standalone financial statements in accordance with the Standards on Auditing as specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone 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 (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the accompanying standalone financial statements.

Independent Auditor's Report

To the Members of Adani Renewable Energy Fifty Four Limited (Continue)

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements for the year ended March 31, 2025. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are **no key audit matters** to communicate in our report for the audit of the standalone financial statements of the Company for the year ended March 31, 2025.

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

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report including Annexure to Board's Report, but does not include the accompanying standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the accompanying standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our 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.

Responsibility of Management and Those Charged With Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the applicable Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

Independent Auditor's Report**To the Members of Adani Renewable Energy Fifty Four Limited (Continue)**

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

In preparing the standalone 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 charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the audit of the Standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone 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.

Independent Auditor's Report

To the Members of Adani Renewable Energy Fifty Four Limited (Continue)

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 financial controls 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 system in place and the operating effectiveness of such controls.
- 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 standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Independent Auditor's Report

To the Members of Adani Renewable Energy Fifty Four Limited (Continue)

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure A" statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for the matters stated in sub-clause (2)(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014;
 - c) The Balance Sheet, the Statement of Profit and Loss including Statement of other comprehensive income, the Statement of Cash Flows and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid Standalone Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - e) To the best of our knowledge and according to the information provided, none of the directors is disqualified as on 31st March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph (b) above on reporting under section 143(3)(b) and in sub-clause (2)(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014;
 - g) With respect to the adequacy of the internal financial controls with reference to this standalone financial statement and the operating effectiveness of such controls, refer to our separate report in 'Annexure B';

Independent Auditor's Report

To the Members of Adani Renewable Energy Fifty Four Limited (Continue)

- h) According to the information and explanations given to us and on the basis of our examination of the records of the Company, managerial remuneration has not been paid/provided. Accordingly, reporting under section 197(16) of the Act is not applicable.
- i) 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 for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The management has represented that, to the best of it's knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), 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;
 - (b) The management of the company has represented that, to the best of it's knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), 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; and
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

Independent Auditor's Report

To the Members of Adani Renewable Energy Fifty Four Limited (Continue)

- v. No dividend has been declared or paid during the year by the company.
- vi. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, except the audit trail feature is enabled, for certain direct changes to database when using certain privileged / administrative access rights which got stabilized and enabled from March 18, 2025, as described in note 21 to the standalone financial statements.

Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect of the accounting software where audit trail was enabled.

Additionally, the audit trail of relevant prior years has been preserved for record retention to the extent it was enabled and recorded in those respective years by the Company as per the statutory requirements for record retention, as described in note 21 to the standalone financial statements.

For SHAH TEELANI & ASSOCIATES

Chartered Accountants

ICAI Firm Registration Number: 0133549W

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Jinesh Shah

Partner

Membership Number: 141079

UDIN: 25141079BMHXQN7806

Place of Signature: Ahmedabad

Date: 21 April 2025

Annexure - A to the Independent Auditor's Report

RE: Adani Renewable Energy Fifty Four Limited

(Referred to in Paragraph 1 of our Report of even date)

The Annexure A referred to in Paragraph 1 of Report on Other Legal and Regulatory Requirements of our report of even date for the year ended 31 March, 2025

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief we state that:

(i) (a) (A) In our opinion and according to the information and explanation given to us and the records produced to us for our verification, the company is not having any Fixed Assets.

(B) In our opinion and according to the information and explanation given to us and the records produced to us for our verification, the company is not having any Intangible assets.

(b) In our opinion and according to the information and explanation given to us and the records produced to us for our verification, the Company is not holding any fixed assets. Accordingly, the provisions of clause 3 (i) (b) of the Order is not applicable

(c) The Company has no immovable properties (Other than properties where the company is the lessee and the lease agreements are duly executed in favor of the lessee). Accordingly, the provisions of clause 3 (i) (c) of the Order is not applicable.

(d) The company is not holding Property, Plant and Equipment (including Right of Use assets) or intangible assets. Accordingly, the provision of clause 3(i)(d) of the Order is not applicable.

(e) According to the information and explanation given to us and the records produced to us for our verification, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) (a) The Company does not carry any inventory, Accordingly, the provision of clause 3(ii)(a) of the Order is not applicable.

(b) According to the information and explanation given to us and the records produced to us for our verification, the company has not been sanctioned working capital limits in excess

Annexure - A to the Independent Auditor's Report

RE: Adani Renewable Energy Fifty Four Limited (Continue)

(Referred to in Paragraph 1 of our Report of even date)

of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. Accordingly, the provision of clause 3(ii)(b) of the Order is not applicable.

- (iii) (a) According to the information and explanation given to us and the records produced to us for our verification, during the year the company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the provisions of paragraph 3 (iii) (a) to (f) of the Order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us and representations made by the Management, the Company has not done any transactions covered under section 185 and 186 in respect of loans, investments, guarantees, and security. Accordingly, the provisions of paragraph 3 (iv) of the Order are not applicable.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of the directives issued by the Reserve Bank of India, provisions of section 73 to 76 of the Act, any other relevant provisions of the Act and the relevant rules framed thereunder. Accordingly, the provisions of clause 3(v) of the Order is not applicable to the Company.
- (vi) According to the information and explanation given to us, the maintenance of cost records under section 148(1) of the Act as prescribed by the Central Government is not applicable to the company for the year under consideration. Accordingly, the provisions of paragraph 3(vi) of the Order is not applicable.
- (vii) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Income-Tax, Provident fund, Employees' State Insurance, Goods and Service Tax and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Income-Tax, Provident fund, Employees' State Insurance, Goods and Service Tax and other material statutory dues were in arrears as at 31st March, 2025, for a period of more than six months from the date they became payable.

Annexure - A to the Independent Auditor's Report

RE: Adani Renewable Energy Fifty Four Limited

(Referred to in Paragraph 1 of our Report of even date)

- b) According to the information and explanations given to us, there are no undisputed dues of Income-tax, Goods and Service Tax, and other material statutory dues as at 31st March, 2025, which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) a) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not taken any loans or borrowings during the year, and as such, the question of default in repayment of loans, borrowings, or interest payments does not arise. Therefore, the provisions regarding the repayment of loans, borrowings, or defaults, as specified in paragraph 3(ix)(a) of the Order, are not applicable
- 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 willful defaulter by any bank or financial institution or government or any government authority or any other lender.
- c) In our opinion and according to the information and explanations given to us, the company has not borrowed the money by way of term loans during the year so clause 3(ix)(c) is not applicable.
- 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 the company has no raised funds on short-term basis.
- e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, joint ventures or associates.
- f) According to the information and explanations given to us and procedures performed by us, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

Annexure - A to the Independent Auditor's Report

RE: Adani Renewable Energy Fifty Four Limited

(Referred to in Paragraph 1 of our Report of even date)

- (x) a) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions of clause 3(x)(a) of the Order is not applicable to the Company.
- b) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not made any preferential allotment or private placement or not issued any fully or partly convertible debenture during the year under review. Accordingly, the provisions of paragraph 3(x)(b) of the Order is not applicable.
- (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 practice in India, and according to the information and explanation given to us, we have neither come across any instance of material fraud by the company or on the company by its officers or employees has been noticed or reported during the year.
- b) No report on any matter under sub-section (12) of section 143 of the Companies Act has been filed by us in accordance with Guidance Note on CARO 2020 in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.
- (xii) In our opinion, the Company is not a Nidhi company as per the provisions of the Companies Act 2013. Accordingly, the provisions of Clause 3 (xii) of the Order is not applicable.
- (xiii) There have been no transactions with related parties during the year. Hence, the provisions of Sections 177 and 188 of the Companies Act, 2013 are not applicable. Accordingly, clause 3(xiii) of the Order is not applicable to the Company.
- (xiv) According to the information and explanations given to us and on the basis of our examination of the records the company is not required to have internal audit system as per

Annexure - A to the Independent Auditor's Report

RE: Adani Renewable Energy Fifty Four Limited (Continue)

(Referred to in Paragraph 1 of our Report of even date)

the provisions of The Companies Act, 2013 however the company has an internal control system commensurate with the size and nature of its business.

- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions, within the meaning of Section 192 of the Act, with directors or persons connected with them. Accordingly, clause 3(xv) of the Order is not applicable to the Company.
- (xvi) a) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi) of the Order is not applicable to the Company.
- b) According to the information and explanations given to us and based on our examination of the records of the Company, the company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act 1934.
- c) In our opinion and according to the information and explanations given to us, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the provisions of clause 3(xvi) (c) & (d) of the Order are not applicable to the Company.
- (xvii) The Company has incurred cash losses in the current year amounting to ₹ 0.42 Lakh. In the immediately preceding financial year, the Company had incurred cash losses amounting to ₹ 0.24 Lakh.
- (xviii) According to the information and explanations given to us, there has been no resignation of the Statutory Auditor, therefore, clause 3 (xviii) of the order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and further strengthen by financial support assurance provided by the parent company to meet its liabilities as and

Annexure - A to the Independent Auditor's Report

RE: Adani Renewable Energy Fifty Four Limited (Continue)

(Referred to in Paragraph 1 of our Report of even date)

when they fall due and 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.

- (xx) The provisions of Section 135 of the companies Act 2013 is not applicable to the company, therefore, Paragraph 3(xx) (a & b) of the order is not applicable.
- (xxi) This report deals with Standalone Financial Statement, therefore paragraph 3(xxi) of the order is not applicable.

For SHAH TEELANI & ASSOCIATES

Chartered Accountants

ICAI Firm Registration Number: 0133549W

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Jinesh Shah

Partner

Membership Number: 141079

UDIN: 25141079BMHXQN7806

Place of Signature: Ahmedabad

Date: 21 April 2025

Annexure – B to the Independent Auditor's Report

RE: Adani Renewable Energy Fifty Four Limited

(Referred to in Paragraph 2(f) of our Report of even date)

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of section 143 of the Companies Act 2013 (the act).

We have audited the internal financial controls over financial reporting of the company as of 31st March, 2025 in conjunction with our audit of the Standalone Financial Statements of the company for the year ended on that date.

Management's Responsibilities for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (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 Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the Guidance Note) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, 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 Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness

Annexure – B to the Independent Auditor's Report

RE: Adani Renewable Energy Fifty Four Limited (continue)

(Referred to in Paragraph 2(f) of our Report of even date)

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 judgment, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls With Reference to these Standalone Financial Statements

A company's internal financial control with reference to standalone financial statement is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls With Reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statement including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

Annexure – B to the Independent Auditor's Report

RE: Adani Renewable Energy Fifty Four Limited (continue)

(Referred to in Paragraph 2(f) of our Report of even date)

Also, projections of any evaluation of the internal financial controls with reference to standalone financial statement to future periods are subject to the risk that the internal with reference to standalone financial statement may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over with reference to accompanying standalone financial statement and such internal financial controls with reference to financial statement were operating effectively as at 31st March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

For SHAH TEELANI & ASSOCIATES

Chartered Accountants

ICAI Firm Registration Number: 0133549W

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Jinesh Shah

Partner

Membership Number: 141079

UDIN: 25141079BMHXQN7806

Place of Signature: Ahmedabad

Date: 21 April 2025

Particulars	Notes	As at 31st March, 2025 (₹ in Lakhs)	As at 31st March, 2024 (₹ in Lakhs)
ASSETS			
Non - Current Assets		-	-
Total Non - Current Assets		-	-
Current Assets			
(a) Financial Assets			
(i) Cash and Cash Equivalents	4	1	1
(b) Other Current Assets	5	-	0
Total Current Assets		1	1
Total Assets		1	1
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	6	1	1
(b) Other Equity	7	(0)	(0)
Total Equity		1	1
LIABILITIES			
Non - Current Liabilities		-	-
Total Non - Current Liabilities		-	-
Current Liabilities			
(a) Financial Liabilities			
(i) Trade Payables	8		
- Total outstanding dues of micro enterprises and small enterprises		0	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises		-	0
(b) Other Current Liabilities	9	0	0
Total Current Liabilities		0	0
Total Liabilities		0	0
Total Equity and Liabilities		1	1

The accompanying notes are an integral part of these financial statements.

As per our report of even date
For Shah Teelani & Associates

Chartered Accountants

Firm Registration Number : 0133549W

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Jinesh Shah

Partner

Membership No. 141079

Place : Ahmedabad

Date : 21st April, 2025

For and on behalf of the board of directors of
Adani Renewable Energy Fifty Four Limited

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Date: 2025.04.21
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Manoj Deshmukh

Director

DIN:- 07424238

Rajesh Lakhara

Director

DIN:- 10358329

Place : Ahmedabad

Date : 21st April, 2025

Particulars	Notes	For the year ended 31st March, 2025 (₹ in Lakhs)	For the period from 20th December, 2023 to 31st March, 2024 (₹ in Lakhs)
Income			
Revenue from Operations		-	-
Other Income		-	-
Total Income		-	-
Expenses			
Other Expenses	10	0	0
Total Expenses		0	0
(Loss) before tax		(0)	(0)
Tax Charge/(Credit):			
Current Tax	11	-	-
Deferred Tax/(Credit)		-	-
Total Tax Charge/(Credit)		-	-
(Loss) for the year / period	Total A	(0)	(0)
Other Comprehensive Income			
Items that will not be reclassified to profit or loss in subsequent period		-	-
Items that will be reclassified to profit or loss in subsequent period		-	-
Total Other Comprehensive Income (Net of Tax)	Total B	-	-
Total Comprehensive (Loss) for the year / period (Net of Tax)	Total (A+B)	(0)	(0)
Earnings Per Equity Share (EPS)	15		
(Face Value ₹ 10 Per Share)			
Basic and Diluted EPS (₹)		(4.17)	(2.40)

The accompanying notes are an integral part of these financial statements.

As per our report of even date

For Shah Teelani & Associates

Chartered Accountants

Firm Registration Number : 0133549W

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Jinesh Shah

Partner

Membership No. 141079

Place : Ahmedabad

Date : 21st April, 2025

For and on behalf of the board of directors of
Adani Renewable Energy Fifty Four Limited

MANOJ
RANGRAO
DESHMUKH

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MANOJ RANGRAO
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Date: 2025.04.21
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Manoj Deshmukh

Director

DIN:- 07424238

Place : Ahmedabad

Date : 21st April, 2025

RAJESH
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RAJESH NANDLAL
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Date: 2025.04.21
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Rajesh Lakhara

Director

DIN:- 10358329

(₹ in Lakhs)

Particulars	Equity Share Capital		Reserves & Surplus	Total
	No. of Shares	(₹ in Lakhs)	Retained Earning	
Balance as at 20th December, 2023	-	-	-	-
Shares issued during the period	10,000	1	-	1
(Loss) for the period	-	-	(0)	(0)
Other Comprehensive Income for the period (Net of Tax)	-	-	-	-
Total Comprehensive (Loss) for the period	-	-	(0)	(0)
Balance as at 31st March, 2024	10,000	1	(0)	1
(Loss) for the year	-	-	(0)	(0)
Other Comprehensive Income for the year (Net of Tax)	-	-	-	-
Total Comprehensive (Loss) for the year	-	-	(0)	(0)
Balance as at 31st March, 2025	10,000	1	(0)	1

The accompanying notes are an integral part of these financial statements.

As per our report of even date

For Shah Teelani & Associates

Chartered Accountants

Firm Registration Number : 0133549W

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Date: 2025.04.21 21:43:04 +05'30'

Jinesh Shah

Partner

Membership No. 141079

Place : Ahmedabad

Date : 21st April, 2025

For and on behalf of the board of directors of
Adani Renewable Energy Fifty Four Limited

MANOJ
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Date: 2025.04.21 20:08:28 +05'30'

Manoj Deshmukh

Director

DIN:- 07424238

Place : Ahmedabad

Date : 21st April, 2025

RAJESH
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Date: 2025.04.21 20:11:01 +05'30'

Rajesh Lakhara

Director

DIN:- 10358329

Particulars	For the year ended 31st March, 2025 (₹ in Lakhs)	For the period from 20th December, 2023 to 31st March, 2024 (₹ in Lakhs)
(A) Cash flow from operating activities		
(Loss) before tax	(0)	(0)
Adjustment to reconcile the (Loss) before tax to net cash flows:	-	-
Operating (Loss) before working capital changes	(0)	(0)
Working Capital Changes:		
(Increase) / Decrease in Operating Assets		
Other current assets	0	(0)
Increase / (Decrease) in Operating Liabilities		
Trade Payables	0	0
Other Financial Liabilities	0	0
Net Working Capital Changes	0	0
Cash (used in) operations	(0)	-
Less : Income Tax paid (net)	-	-
Net cash (used in) operating activities (A)	(0)	-
(B) Cash flow from investing activities	-	-
Net cash generated from investing activities (B)	-	-
(C) Cash flow from financing activities		
Proceeds from issuance of Equity Share Capital	-	1
Net cash generated from financing activities (C)	-	1
Net (decrease)/increase in cash and cash equivalents (A)+(B)+(C)	(0)	1
Cash and cash equivalents at the beginning of the year / period	1	-
Cash and cash equivalents at the end of the year	1	1
Reconciliation of Cash and cash equivalents with the Balance Sheet:		
Cash and cash equivalents (refer note 4)		
Balances with banks		
In current accounts	1	1
	1	1

Note:

- 1 The Statement of Cash flow has been prepared under the indirect method as set out in the "Indian Accounting Standard (Ind AS) 7 - Statement of Cash Flows" issued by the Institute of Chartered Accountants of India.

The accompanying notes are an integral part of these financial statements.

As per our report of even date

For Shah Teelani & Associates

Chartered Accountants

Firm Registration Number : 0133549W

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JINESH
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Date: 2025.04.21
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Jinesh Shah

Partner

Membership No. 141079

Place : Ahmedabad

Date : 21st April, 2025

For and on behalf of the board of directors of
Adani Renewable Energy Fifty Four Limited

MANOJ
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MANOJ RANGRAO
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Date: 2025.04.21
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Manoj Deshmukh

Director

DIN:- 07424238

Place : Ahmedabad

Date : 21st April, 2025

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RAJESH NANDLAL
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Date: 2025.04.21
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Rajesh Lakhara

Director

DIN:- 10358329

ADANI RENEWABLE ENERGY FIFTY FOUR LIMITED

Notes to financial statements as at and for the year ended 31st March 2025

1. Corporate Information

Adani Renewable Energy Fifty Four Limited (the Company or ARE54L) is a public company domiciled in India and is incorporated under the provisions of the Companies Act, 2013 having its registered office at "Adani Corporate House", Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad- 382421, Gujarat, India (CIN: U35105GJ2023PLC147063).

2. Basis of Preparation and presentation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) read with section 133 of Companies Act, 2013 and presentation requirements of Division II of schedule III to the Companies Act, 2013 (as amended). The Financial Statements have been prepared on the historical cost basis except for the following assets and liabilities which have been measured at fair value (as explained in the accounting policies below):

- i. Derivative Financial Instruments
- ii. Certain financial assets and liabilities

The Standalone financial statements are presented in INR (₹) (Indian Rupees), which is also Company's functional currency and all values are rounded to the nearest Lakhs, except when otherwise indicated. Amounts less than ₹ 50,000 have been presented as "0".

3. Material accounting policies

a. Financial Instruments

A Financial Instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A financial asset (except for trade receivable) and financial liability is 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 and 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 and loss are recognised immediately in the Statement of Profit and Loss.

Offsetting

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a legally enforceable right (not contingent on future events) to off-set the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

ADANI RENEWABLE ENERGY FIFTY FOUR LIMITED

Notes to financial statements as at and for the year ended 31st March 2025

b. Financial assets

Initial recognition and measurement

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis i.e. the date that the Company commits to purchase or sell the assets. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades).

Subsequent measurement

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of Financial Assets:

Financial assets measured at amortised cost

Financial assets that meet the criteria for subsequent measured at amortised cost using effective interest rate (EIR) method (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

Amortised Cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR.

Financial Assets at Fair Value through Other Comprehensive Income (FVTOCI)

Financial assets that meet the criteria for initial recognition at FVTOCI are remeasured at fair value at the end of each reporting date through other comprehensive income (OCI).

Financial Assets at Fair Value through Profit or Loss (FVTPL)

Financial assets that do not meet the amortised cost criteria or FVTOCI criteria are remeasured at fair value at the end of each reporting date through profit and loss.

Derecognition of financial assets

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in the Statement of Profit and Loss if such gain or loss would have otherwise been recognised in the Statement of Profit and Loss on disposal of that financial asset.

Impairment of Financial assets

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables and other contractual rights to receive cash or other financial asset.

The Company measures the loss allowance for a trade receivable and contract assets by following 'simplified approach' at an amount equal to the lifetime expected credit losses. In the case of other financial assets, 12-month ECL is used to provide for impairment loss and where credit risk has increased, significantly, lifetime ECL is used.

ADANI RENEWABLE ENERGY FIFTY FOUR LIMITED

Notes to financial statements as at and for the year ended 31st March 2025

c. Financial liabilities and equity instruments

Classification as debt or equity

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

Financial liabilities

Initial recognition and measurement

Financial liabilities are recognised initially at fair value and in the case of financial liabilities at amortised cost, net of directly attributable transaction costs.

Subsequent measurement

For the purposes of subsequent measurement, financial liabilities are classified under two categories:

- Financial liabilities at amortised cost
- Financial liabilities at fair value through profit or loss

Classification of Financial liabilities:

Financial liabilities at amortised cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. The EIR amortization expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item in the Statement of Profit and Loss.

Financial liabilities at fair value through profit or loss (FVTPL)

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Financial liabilities are classified as held for trading if these are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company those are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Gains or losses on liabilities held for trading are recognised in the statement of profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. Subsequent changes in fair value of liabilities are recognised in the statement of profit and loss.

Derecognition of financial liabilities

On derecognition, the difference between the carrying amount of the financial liabilities derecognized and the consideration paid / payable is recognised in the statement of profit and loss. In case of derecognition of financial liabilities relating to promoters contribution, the difference between the carrying amount of the financial liability derecognised and the consideration paid / payable is recognised in other equity.

ADANI RENEWABLE ENERGY FIFTY FOUR LIMITED

Notes to financial statements as at and for the year ended 31st March 2025

Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a legally enforceable right (not contingent on future events) to off-set the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

d. Current and non-current classification

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle for determining current and non-current classification of assets and liabilities in the Balance sheet other than deferred tax assets and liabilities which are classified as non-current assets and liabilities respectively.

e. Taxation

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Current income tax relating to items recognised outside the Statement of Profit or Loss is recognised outside the Statement of Profit or Loss (either in other comprehensive income or in equity). Except for the effect of distribution on unsecured perpetual debt credited in statement of profit and loss on other equity current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is recognized for the future tax consequences of deductible temporary differences between the carrying values of assets and liabilities and their respective tax bases at the reporting date. Deferred tax liabilities are generally recognised for all taxable temporary differences except when the deferred tax liability arises at the time of transaction that affects neither the accounting profit or loss nor taxable profit or loss.

Deferred tax assets are generally recognized for all deductible temporary differences, carry forward of unused tax credits and any unused tax losses, to the extent that it is probable that future taxable income will be available against which the deductible temporary differences and carry forward of unused tax credit and unused tax losses can be utilised, except when;

- (a) The deferred tax asset relating to temporary differences arising at the time of transaction that affects neither the accounting profit or loss nor the taxable profit or loss.
- (b) In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint venture entities, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future and,

ADANI RENEWABLE ENERGY FIFTY FOUR LIMITED

Notes to financial statements as at and for the year ended 31st March 2025

When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination.

f. Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) (net off distribution on Unsecured Perpetual Securities whether declared or not) after tax by the weighted average number of equity shares outstanding during the year.

g. Provisions, Contingent Liabilities and Contingent Assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of amount cannot be made. Contingent liabilities may arise from litigation, taxation and other claims against the Company. The contingent liabilities are disclosed where it is management's assessment that the outcome of any litigation and other claims against the Company is uncertain or cannot be reliably quantified, unless the likelihood of an adverse outcome is remote.

h. Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of non-financial assets, assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

The Company bases its impairment calculation on detailed budget and forecast calculations, which are prepared separately for each of the Company's cash-generating unit to which the individual assets are allocated. For longer periods, a long term growth rate is calculated and applied to project future cash flows. To estimate cash flow projections beyond periods covered by the most recent budget / forecasts, the Company estimates cash flow projections based on estimated growth rate.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss.

ADANI RENEWABLE ENERGY FIFTY FOUR LIMITED

Notes to financial statements as at and for the year ended 31st March 2025

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the Statement of Profit or Loss.

Assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss.

Assets (other than goodwill) for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss.

i. **Cash and Cash Equivalents**

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

Cash and cash equivalents for the purpose of Statement of Cash Flow comprise cash and cheques in hand, bank balances, demand deposits with banks where the original maturity is three months or less.

j. **Fair Value Measurement**

The Company measures financial instruments, such as, derivatives and mutual funds at fair value at each balance sheet date.

The Company's management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, based on the lowest level input that is significant to the fair value measurement as a whole.

ADANI RENEWABLE ENERGY FIFTY FOUR LIMITED

Notes to financial statements as at and for the year ended 31st March 2025

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of significant assets, such as unquoted financial assets and financial liabilities and derivatives.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

3.1 Use of estimates and judgements

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures including contingent liabilities. The estimates and associated assumptions are based on experience and other factors that management considers to be relevant. Actual results may significantly differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis by the management of the Company. 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. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Key Sources of Estimation uncertainty:

The key assumptions concerning the future and other key sources of estimation uncertainty and judgements at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. Existing circumstances and assumptions about future developments may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

i. Fair value measurement of financial instruments

In estimating the fair value of financial assets and financial liabilities, the Company uses market observable data to the extent available. Where such Level 1 inputs are not available, the Company establishes appropriate valuation techniques and inputs to the model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

ADANI RENEWABLE ENERGY FIFTY FOUR LIMITED

Notes to financial statements as at and for the year ended 31st March 2025

- 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.

ii. Taxes

Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies and future recoverability of deferred tax assets. The amount of the deferred income tax assets considered realisable could reduce if the estimates of the future taxable income are reduced. In assessing the recoverability of deferred tax assets, the Company relies on the same forecast assumptions used elsewhere in the financial statements.

iii. Impairment of Non-Financial Assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted future cash flows model. The recoverable amount is sensitive to the discount rate used for the discounted future cash flows model as well as the expected future cash-inflows.

iv. Impairment of Financial Assets

The impairment provisions for trade receivables are made considering simplified approach based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation based on the Company's past history and other factors at the end of each reporting period. In case of other financial assets, the Company applies general approach for recognition of impairment losses wherein the Company uses judgement in considering the probability of default upon initial recognition and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

v. Recognition and measurement of provision and contingency

The Company recognises a provision if it is probable that an outflow of cash or other economic resources will be required to settle the provision. If an outflow is not probable, the item is treated as a contingent liability. Risks and uncertainties are taken into account in measuring a provision.

4 Cash and Cash equivalents		As at	As at
		31st March, 2025 (₹ in Lakhs)	31st March, 2024 (₹ in Lakhs)
Balances with banks			
In current accounts		1	1
Total		1	1
5 Other Current Assets		As at	As at
		31st March, 2025 (₹ in Lakhs)	31st March, 2024 (₹ in Lakhs)
Advance for supply of goods and services		-	0
Total		-	0
6 Equity Share Capital		As at	As at
		31st March, 2025 (₹ in Lakhs)	31st March, 2024 (₹ in Lakhs)
Authorised Share Capital			
10,000 (As at 31st March, 2024 - 10,000) equity shares of ₹ 10/- each		1	1
Total		1	1
Issued, Subscribed and fully paid-up Equity Shares			
10,000 (As at 31st March, 2024 - 10,000) equity shares of ₹ 10/- each		1	1
Total		1	1

a. Reconciliation of the shares outstanding at the beginning and at the end of the year / period**Equity Shares**

	As at 31st March, 2025		As at 31st March, 2024	
	No. of Shares	(₹ in Lakhs)	No. of Shares	(₹ in Lakhs)
At the beginning of the year / period	10,000	1	-	-
Issued during the year / period	-	-	10,000	1
Outstanding at the end of the year	10,000	1	10,000	1

b. Terms/rights attached to Equity Shares

The Company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. The dividend proposed by the Board of Directors if any, is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

c. Shares held by Holding Company

Out of equity shares issued by the Company, shares held by its Holding Company is as under:

	As at	As at
	31st March, 2025 (₹ in Lakhs)	31st March, 2024 (₹ in Lakhs)
Adani Saur Urja (KA) Limited (along with its nominees)		
10,000 (As at 31st March, 2024 - 10,000) Fully paid up Equity shares of ₹ 10/- each	1	1

d. Details of shareholders holding more than 5% shares in the Company

	As at 31st March, 2025		As at 31st March, 2024	
	No. of Shares	% holding in the class	No. of Shares	% holding in the class
Equity shares of ₹ 10 each fully paid				
Adani Saur Urja (KA) Limited (along with its nominees)	10,000	100%	10,000	100%
	10,000	100%	10,000	100%

e. Details of shares held by promoters

As this being the first Financial statements prepared by the Company, requirement of disclosure of % change in shares held by promoters is not applicable.

Particulars	As at 31st March, 2025			As at 31st March, 2024		
	No. of Shares	% holding in	% Change	No. of Shares	% holding in	% Change
Adani Saur Urja (KA) Limited (along with its nominees)	10,000	100%	-	10,000	100%	100%
	10,000	100%	-	10000	100%	100%

7 Other Equity		As at	As at
		31st March, 2025 (₹ in Lakhs)	31st March, 2024 (₹ in Lakhs)
Retained earnings (Refer note below)			
Opening Balance		(0)	-
Add. (Loss) for the year / period .		(0)	(0)
Closing Balance		(0)	(0)
Total		(0)	(0)

Note:

Retained earnings represents the amount that can be distributed by the Company as dividends considering the requirements of the Companies' Act, 2013.

8 Trade Payables

Trade Payables

- Total outstanding dues of micro enterprises and small enterprises (refer note 18)
- Total outstanding dues of creditors other than micro enterprises and small enterprises

	As at 31st March, 2025 (₹ in Lakhs)	As at 31st March, 2024 (₹ in Lakhs)
	0	-
	-	0
Total	0	0

Notes:

(i) For balances with related parties, refer note 16.

(ii) Ageing schedule:

Balance As at 31st March, 2025

Sr No	Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payment				Total
				Less than 1 year	1-2 years	2-3 Years	More than 3 years	
1	MSME	0	-	-	-	-	-	0
2	Others	-	-	-	-	-	-	-
3	Disputed dues - MSME	-	-	-	-	-	-	-
4	Disputed dues - Others	-	-	-	-	-	-	-
	Total	0	-	-	-	-	-	0

Balance As at 31st March, 2024

Sr No	Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payment				Total
				Less than 1 year	1-2 years	2-3 Years	More than 3 years	
1	MSME	-	-	-	-	-	-	-
2	Others	-	0	-	-	-	-	0
3	Disputed dues - MSME	-	-	-	-	-	-	-
4	Disputed dues - Others	-	-	-	-	-	-	-
	Total	-	0	-	-	-	-	0

9 Other Current Liabilities

Statutory liabilities

	As at 31st March, 2025 (₹ in Lakhs)	As at 31st March, 2024 (₹ in Lakhs)
	0	0
Total	0	0

10 Other Expenses

- Legal and Professional Expenses
- Payment to Auditors
- Statutory Audit Fees

	For the year ended 31st March, 2025 (₹ in Lakhs)	For the period from 20th December, 2023 to 31st March, 2024 (₹ in Lakhs)
	0	-
	0	0
Total	0	0

11 Income Tax

The major components of income tax expense for the years ended 31st March, 2025 and 31st March, 2024 are :

Income Tax Expense :

Profit and Loss Section

Current Tax:

Current Income Tax Charge

	For the year ended 31st March, 2025 (₹ in Lakhs)	For the period from 20th December, 2023 to 31st March, 2024 (₹ in Lakhs)
	-	-
Total (a)	-	-
	-	-
Total (b)	-	-
Total (a+b)	-	-

Deferred Tax

In respect of current period origination and reversal of temporary differences

The income tax expense for the period can be reconciled to the accounting profit as follows:

	For the year ended 31st March, 2025 (₹ in Lakhs)	For the period from 20th December, 2023 to 31st March, 2024 (₹ in Lakhs)
(Loss) before tax as per Statement of Profit and Loss	(0)	(0)
Income tax using the company's domestic tax rate @ 17.16% (as at 31st March, 2024 @ 17.16%)	(0)	(0)
Tax Effect of :		
i) Income and Expenses not allowed under Income Tax	0	0
Income tax recognised in statement of profit and loss at effective rate	-	-
Total Tax Expense for the year / period	-	-
Net (DTL) / DTA recognised during the year / period	-	-

12 Contingent Liabilities and Commitments (to the extent not provided for) :

(i) Contingent Liabilities :

Based on the information available with the Company, there is no contingent liability as at the period ended 31st March, 2025 and 31st March, 2024.

(ii) Commitments :

Based on the information available with the Company, there is no capital commitment as at the period ended 31st March, 2025 and 31st March, 2024.

13 Financial Instruments and Financial Risk Review

The Company's risk management activities are subject to the management direction and control under the framework of Risk Management Policy as approved by the Board of Directors of the Company. The Management ensures appropriate risk governance framework for the Company through appropriate policies and procedures and these risks are identified, measured and managed in accordance with the Company's policies and risk.

The Company's financial liabilities comprise mainly of trade and other payables. The Company's financial assets comprise mainly cash and cash equivalents.

The Company has exposure to the following risks arising from financial instruments:

- Market Risk; and
- Liquidity Risk

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises following types of risk: interest rate risk, currency risk.

i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company has no variable rate borrowing outstanding as at 31st March, 2025 and 31st March, 2024 and hence, there is no impact on the Company's (Loss) for the period.

ii) Foreign Currency risk

Foreign Currency risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. There is no foreign currency exposure as at the period ended 31st March, 2025 and 31st March, 2024. Hence, the Company's (Loss) for the period would have no impact.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company monitors its risk of shortage of funds using cash flow forecasting models. These models consider the maturity of its financial investments, committed funding and projected cash flows from operations. The Company's objective is to provide financial resources to meet its business objectives in a timely, cost effective and reliable manner and to manage its capital structure. A balance between continuity of funding and flexibility is maintained through continued support from lenders, trade creditors as well as through issue of equity shares.

Maturity profile of financial liabilities :

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

(₹ in Lakhs)					
As at 31st March, 2025	Note	Less than 1 year	1 to 5 year	More than 5 Years	Total
Trade Payables	8	0	-	-	0

(₹ in Lakhs)					
As at 31st March, 2024	Note	Less than 1 year	1 to 5 year	More than 5 Years	Total
Trade Payables	8	0	-	-	0

Capital Management

The Company's objectives when managing capital is to safeguard continuity and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth.

The Company sets the amount of capital required on the basis of annual business and long-term operating plans which include capital and other strategic investments.

The funding requirements are met through a mixture of equity and internal fund generation. The Company monitors capital on the basis of the net debt to equity ratio.

The Company believes that it will able to meet all its current liabilities and interest obligation on timely manner.

Since the Company is yet to initiate any project and no external borrowings have been obtained, Capital gearing ratio is not presented for the period ended 31st March, 2025 and 31st March, 2024.

14 Fair Value Measurement :

The carrying value of financial instruments by categories As at 31st March, 2025 is as follows:

		(₹ in Lakhs)			
Particulars		FVOCI	FVTPL	Amortised cost	Total
Financial Assets					
Cash and Cash Equivalents		-	-	1	1
	Total	-	-	1	1
Financial Liabilities					
Trade Payables		-	-	0	0
	Total	-	-	0	0

The carrying value of financial instruments by categories As at 31st March, 2024 is as follows:

		(₹ in Lakhs)			
Particulars		FVOCI	FVTPL	Amortised cost	Total
Financial Assets					
Cash and Cash Equivalents		-	-	1	1
	Total	-	-	1	1
Financial Liabilities					
Trade Payables		-	-	0	0
	Total	-	-	0	0

Notes:

(i) Fair value of financial assets and liabilities measured at amortised cost is not materially different from its carrying value. Further, impact of time value of money is not significant for the financial instruments classified as current. Accordingly, the fair value hierarchy has not been disclosed separately

(ii) Since the Company does not have any financial asset or liability measured at carrying value, disclosure of fair value hierarchy and disclosure of category-wise assets and liabilities is not relevant. All financial assets and liabilities of the Company have been valued at amortised cost and their values are not expected to be different than those presented in financial statements.

(iii) Cash and cash equivalents and trade payables : Fair values approximate their carrying amounts largely due to short-term maturities of these instruments.

15 Pursuant to the Indian Accounting Standard 33 – Earning per Share, the disclosure is as under:

	UOM	For the year ended 31st March, 2025	For the period from 20th December, 2023 to 31st March, 2024
Basic and Diluted EPS			
(Loss) attributable to equity shareholders	(₹ in Lakhs)	(0)	(0)
Weighted average number of equity shares outstanding during the period	No	10,000	10,000
Nominal Value of equity share	₹	10	10
Basic and Diluted EPS	₹	(4.17)	(2.40)

16 Related party transactions

a. List of related parties and relationship

The Management has identified the following entities and individuals as related parties of the Company for the period ended 31st March, 2025 and 31st March, 2024 for the purpose of reporting as per Ind AS 24 Related Party Disclosure which are as under:-

Entities with joint control of, or significant influence over, the Ultimate and Immediate Holding Company; :

- S. B. Adani Family Trust (SBFT) (controlling entity)
- Adani Trading Services LLP (entity having significant influence)
- Adani Properties Private Limited (entity having significant influence)

Ultimate Holding Company : Adani Green Energy Limited

Immediate Holding Company : Adani Saur Urja (KA) Limited

Key Management Personnel :

- Rajesh Nandlal Lakhara, Director
- Manoj Rangrao Deshmukh, Director
- Tejas Hasmukhbhai Patel, Director

Terms and conditions of transactions with related parties

Outstanding balances of related parties at the period-end are unsecured. There have been no guarantees received for any related party receivables or payables. Transaction entered into with related party are made on terms equivalent to those that prevail in arm's length transactions.

Notes:

The names of the related parties and nature of the relationships where control exists are disclosed irrespective of whether or not there have been transactions between the related parties. For others, the names and the nature of relationships is disclosed only when the transactions are entered into by the Company with the related parties during the existence of the related party relationship. Transactions in excess of 10% of the total related party transactions for each type has been disclosed in note below.

16

b. Transactions with Related Parties

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2025		For the period from 20th December, 2023 to 31st March, 2024	
	Entities with joint control of, or significant influence over, the Ultimate and Immediate Holding Company	Ultimate Holding Company (including Immediate Holding)	Entities with joint control of, or significant influence over, the Ultimate and Immediate Holding Company	Ultimate Holding Company (including Immediate Holding)
Equity Share Capital	-	-	-	1
Adani Saur Urja (KA) Limited	-	-	-	1

c. Balances with Related Parties

The Company do not have any balances with Related Parties.

17 Ratio Analysis

Particulars	UoM	For the year ended 31st March, 2025	For the period from 20th December, 2023 to 31st March, 2024	% Variance	Reason for Variance
i) Current Ratio :					
Current Assets (a)	(₹ in Lakhs)	1	1		
Current Liabilities (b)	(₹ in Lakhs)	0	0		Not Applicable
Current Ratio (a/b)	Times	3.82	3.71	2.89%	
a. Items included in Numerator: All types of financial and non financial current assets					
b. Items included in Denominator: All types of financial and non financial current liabilities					
ii) Debt-Equity Ratio:	Not Applicable				
iii) Debt Service coverage Ratio :	Not Applicable				
iv) Return on Equity Ratio :					
Net Profit after Taxes (a)	(₹ in Lakhs)	(0)	(0)		
Average Equity Shareholder's Fund (b)	(₹ in Lakhs)	1	1		Not Applicable
Return on Equity Ratio (a/b)	%	(35.47%)	(31.58%)	12.32%	
a. Items included in Numerator: Profit after tax					
b. Items included in Denominator: Average of Total Equity					
v) Inventory Turnover Ratio :	Not Applicable				
vi) Trade Receivables turnover Ratio :	Not Applicable				
vii) Trade Payables turnover Ratio :					
Annual Cost of Goods sold & Other expense (a)	(₹ in Lakhs)	0	0		
Average Accounts Payable (b)	(₹ in Lakhs)	0	0		Not Applicable
Trade Payables turnover Ratio (a/b)	Times	1.10	0.92	19.31%	
a. Items included in Numerator: Total Costs of Goods sold + Other expense					
b. Items included in Denominator: Average Trade payables					
viii) Net Capital turnover Ratio :	Not Applicable				
ix) Net Profit Ratio :	Not Applicable				
x) Return on Capital Employed :					
Earnings before Interest and Taxes (a)	(₹ in Lakhs)	(0)	(0)		
Capital Employed (b)	(₹ in Lakhs)	1	1		Not Applicable
Return on Capital Employed (a/b)	%	(35.47%)	(31.58%)	12.32%	
a. Items included in Numerator: Profit before tax					
b. Items included in Denominator: Tangible net worth					
xi) Return on Investment :	Not Applicable				

18 Due to micro, small and medium enterprises

On the basis of the information and records available with management, outstanding dues to the Micro and Small enterprise as defined in the MSMED Act, 2006 are disclosed as below.

Particulars

As at 31st March, 2025 (₹ in Lakhs)	As at 31st March, 2024 (₹ in Lakhs)
---	---

Principal amount remaining unpaid to any supplier as at the period end	0	-
Interest due thereon	-	-
Amount of interest paid by the company in terms of section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting period.	-	-
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under the MSMED.	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting period.	-	-
Amount of further interest remaining due and payable even in succeeding years.	-	-
The disclosure in respect of the amount payable to enterprises which have provided goods and services to the company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006 has been made in the Financial statement as at 31st March, 2025 based on the information received and available with the entities of company. On the basis of such information, no interest is payable to any micro, small and medium enterprises.		

19 Personnel Cost

The Company does not have any employee. The operational management and administrative functions of the company are being managed by Ultimate Holding Company.

20 Recent Pronouncements

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

21 The Company uses an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting software except the audit trail feature is enabled, for certain direct changes to SAP application and its underlying HANA database when using certain privileged / administrative access rights where the process is started during the year, stabilized and enabled from March 18, 2025. Further, there is no instance of audit trail feature being tampered with in respect of the accounting software where such feature is enabled. Additionally, the audit trail of relevant prior years has been preserved for record retention to the extent it was enabled and recorded in those respective years by the Company as per the statutory requirements for record retention.

22 In November 2024, the Company's management became aware of an indictment filed by the United States Department of Justice (US DOJ) in the United States District Court for the Eastern District of New York against two of the executive directors and one of the non-executive director of Adani Green Energy Limited, (the Ultimate Holding Company) and a civil complaint by Securities and Exchange Commission (US SEC) against one executive director and one non-executive director of the Ultimate Holding Company. The Company has not been named in these matters.

Having regard to the status of the above-mentioned matters and the fact that there is no allegations / charge to the Company, there is no impact on these Financial Statements.

23 Events occurring after the Balance sheet Date

The Company evaluates events and transactions that occur subsequent to the balance sheet date but prior to approval of the financial statements to determine the necessity for recognition and/or reporting of any of these events and transactions in the financial statements. As of 21st April, 2025, there are no subsequent events to be recognized or reported.

24 Approval of financial statements

The financial statements were approved for issue by the board of directors on 21st April, 2025.

The accompanying notes are an integral part of these financial statements.

As per our report of even date

For Shah Teelani & Associates

Chartered Accountants

Firm Registration Number : 0133549W

JINESH
NEMISHKU
MAR SHAH
Digitally signed by JINESH NEMISHKUMAR SHAH
Date: 2025.04.21 21:43:55 +05'30'

Jinesh Shah

Partner

Membership No. 141079

Place : Ahmedabad

Date : 21st April, 2025

For and on behalf of the board of directors of
Adani Renewable Energy Fifty Four Limited

MANOJ
RANGRAO
DESHMUKH
Digitally signed by MANOJ RANGRAO DESHMUKH
Date: 2025.04.21 20:09:05 +05'30'

Manoj Deshmukh

Director

DIN:- 07424238

Place : Ahmedabad

Date : 21st April, 2025

RAJESH
NANDLAL
LAKHARA
Digitally signed by RAJESH NANDLAL LAKHARA
Date: 2025.04.21 20:10:14 +05'30'

Rajesh Lakhara

Director

DIN:- 10358329