

DHARMESH PARIKH & CO.

CHARTERED ACCOUNTANTS

303/304, "Milestone", Nr. Drive-in-Cinema, Opp.T.VTower, Thaltej,
Ahmedabad-380 054. Phone: 91-79-27474466 Fax: 91-79-27479955

INDEPENDENT AUDITOR'S REPORT

To the Members of ADANI GREEN ENERGY (UP) LIMITED

Report on the Financial Statements

We have audited the accompanying standalone financial statements of Adani Green Energy (UP) Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, and the Statement of Profit and Loss and Cash Flow Statement for the period then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the 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 and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

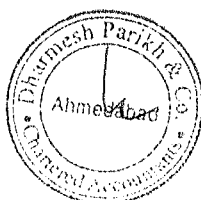
Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.



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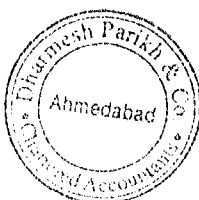
Opinion

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2016 and its loss and its cash flows for the period ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", 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;
 - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement 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 Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) on the basis of the written representations received from the directors as on 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B";
 - g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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.

Place : Ahmedabad
Date : 27th April, 2016



For, **DHARMESH PARIKH & CO.**

Chartered Accountants
Firm Reg. No. 112054W

A handwritten signature in black ink, appearing to read "Kanti Gothi".

Kanti Gothi

Partner

Membership No. 127664

DHARMESH PARIKH & CO.

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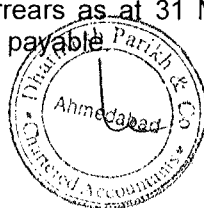
ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT RE: ADANI GREEN ENERGY (UP) LIMITED

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

The Annexure referred to in our Independent Auditor's Report to the members of the Company on the standalone financial statements for the period ended 31 March 2016, we report that:

- (i) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, fixed assets, according to the practice of the Company, are physically verified by the management at reasonable intervals, in a phased verification programme, which, in our opinion, is reasonable, looking to the size of the Company and the nature of its business.
- (c) According to the information and explanations given to us and representations made by the Management, the Company does not have any immovable property. Accordingly the provisions of paragraph 3 (i) (c) of the Order are not applicable.
- (ii) The Company has not carried out any commercial activities during the period ended on 31st March, 2016 and hence it does not carry any Inventory. Accordingly the provisions of paragraph 3 (ii) (a) & (b) of the Order are not applicable.
- (iii) According to the information and explanation given to us and the records produced to us for our verification, the company has not granted loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly the provisions of paragraph 3 (iii) (a) to (c) of the Order are not applicable.
- (iv) 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) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- (vi) The company has not done any commercial activity during the period under review. Accordingly, the maintenance of cost records under section 148(1) of the Act as prescribed by the Central Government is not applicable to the company.
- (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 provident fund, income tax, sales tax, service tax, value added tax, cess and other material statutory dues have been regularly deposited during the by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance, duty of excise and duty of customs,.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, service tax, value added tax, cess and other material statutory dues were in arrears as at 31 March 2016 for a period of more than six months from the date they became payable.



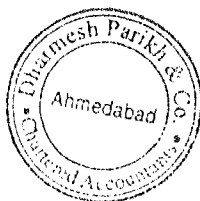
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- (b) According to the records of the Company and representations made by the Management, there are no statutory dues as mentioned in paragraph 3(vii)(a) which have not been deposited on account of any dispute.
- (viii) The Company has not taken any loan either from banks, financial institutions or from the government and has not issued any debentures. Accordingly the provisions of paragraph 3 (viii) of the Order are not applicable.
- (ix) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable.
- (x) 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 fraud on or by the company, noticed or reported during the period, nor have we been informed of any such case by the management.
- (xi) 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 the provisions of Clauses 3(xi) of the Order are not applicable.
- (xii) In our opinion, the Company is not a nidhi Company. Accordingly the provisions of Clauses 3 (xii) of the Order are not applicable.
- (xiii) As per information and explanation given to us and on the basis of our examination of the records of the Company, all the transaction with related parties are in compliance with section 177 and 188 of Companies Act 2013 and all the details have been disclosed in financial statements as required by the applicable Accounting Standards.
- (xiv) 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 debenture during the period under review. Accordingly the provisions of paragraph 3(xiv) of the Order are not applicable.
- (xv) According to the information and explanations given to us and on the basis of our examination of the records, Company has not entered into any non-cash transactions with any director or any person connected with him. Accordingly the provisions of Clauses 3(xv) of the Order are not applicable to the Company.
- (xvi) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3(xvi) of the Order are not applicable.

Place : Ahmedabad
Date : 27th April 2016



For, **DHARMESH PARIKH & CO.**
Chartered Accountants
Firm Reg. No. 112054W

Kanti Gothi
Partner
Membership No. 127664

DHARMESH PARIKH & CO.

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ANNEXURE-B TO THE INDEPENDENT AUDITOR'S REPORT RE: ADANI GREEN ENERGY (UP) LIMITED

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 Adani Green Energy (UP) Limited (the company) as of 31st March, 2016 in conjunction with our audit of the standalone financial statements of the company for the period 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. 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 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 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 over Financial Reporting

A company's internal financial control over financial reporting 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:



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- (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 over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting 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 financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, 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.

Place : Ahmedabad
Date : 27th April 2016



For, **DHARMESH PARIKH & CO.**
Chartered Accountants
Firm Reg. No. 112054W

A handwritten signature in black ink, appearing to read "Kanti Gothi".

Kanti Gothi
Partner
Membership No. 127664

ADANI GREEN ENERGY (UP) LIMITED
Balance Sheet as at 31st March, 2016

Particulars	Notes	As at 31st March, 2016 (₹ in Lakhs)
I. EQUITY AND LIABILITIES		
a) Shareholders' Funds		
Share Capital	3	5.00
Reserves and Surplus	4	(0.49)
		4.51
b) Non-Current Liabilities		
Long Term Borrowings		-
Deferred Tax Liabilities (Net)		-
Other Long Term Liabilities		-
Long Term Provisions	5	1.09
		1.09
c) Current Liabilities		
Short Term Borrowings	6	
Trade Payables	7	1,962.26
Other Current Liabilities	8	0.15
Short Term Provisions	9	73.50
		0.32
		2,036.23
Total		2,041.83
II. ASSETS		
a) Non-Current Assets		
Fixed Assets		
Tangible Assets	10	1,089.93
Intangible Assets		-
Capital Work-In-Progress	11	176.51
		1,266.44
Non-Current Investments		-
Long Term Loans and Advances	12	610.12
Other Non-Current Assets	13	42.26
		1,918.82
b) Current Assets		
Current Investments	14	100.00
Inventories		-
Trade Receivables		-
Cash and Cash Equivalents	15	18.07
Short Term Loans and Advances	16	4.72
Other Current Assets	17	0.22
		123.01
Total		2,041.83
Summary of significant accounting policies	2	

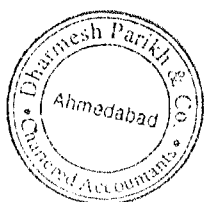
The accompanying notes are an integral part of the financial statements

As per our report of even date
For **Dharmesh Parikh & Co.**
Chartered Accountants
Firm Registration Number : 112054W

For and on behalf of the board of directors of
ADANI GREEN ENERGY (UP) LIMITED

Kanti Gothi

Kanti Gothi
Partner
Mem. No. 127664



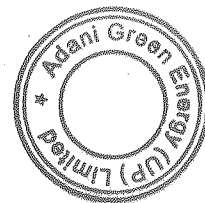
Kandarp Patel

Kandarp Patel
Director
DIN:-02947643

Place : Ahmedabad
Date : 27th April, 2016

Rajiv Rustagi

Rajiv Rustagi
Director
DIN:-07193069



Place : Ahmedabad
Date : 27th April, 2016

ADANI GREEN ENERGY (UP) LIMITED

Statement of Profit and Loss for the period ended 31st March, 2016

Particulars	Notes	For the period from 23rd July, 2015 to 31st March, 2016 (₹ in Lakhs)	
a) Income			-
b) Expenses			
Other Expenses	18		0.49
Total Expenses			0.49
c) Profit / (Loss) Before Tax			(0.49)
d) Tax Expense			
Current Tax			-
Deferred Tax			-
Total Tax Expenses			-
e) Loss For The Period			(0.49)
f) Earning per Equity Share (Face Value of ₹ 10 each)	22		
Basic			(0.98)
Diluted			(0.98)
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements

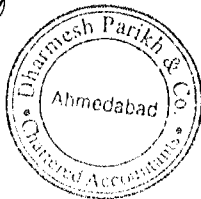
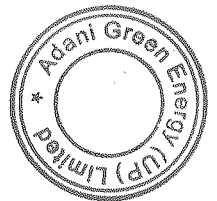
As per our report of even date

For **Dharmesh Parikh & Co.**

Chartered Accountants

Firm Registration Number : 112054W

For and on behalf of the board of directors of

ADANI GREEN ENERGY (UP) LIMITED**Kanti Gothi**
Partner
Mem. No. 127664Place : Ahmedabad
Date : 27th April, 2016**Kandarp Patel**
Director
DIN:-02947643Place : Ahmedabad
Date : 27th April, 2016**Rajiv Rustagi**
Director
DIN:-07193069

ADANI GREEN ENERGY (UP) LIMITED

Cash Flow Statement for the period ended 31st March, 2016

For the period from
23rd July, 2015 to
31st March, 2016
(₹ in Lakhs)

Particulars

I. CASH FLOW FROM OPERATING ACTIVITIES

Loss Before Tax	(0.49)
Adjustment on account of :	
Operating Profit / (Loss) Before Working Capital Changes	(0.49)
Movements in Working Capital :	
Decrease / (Increase) in Operating Assets	
Short Term Loans and Advances	(4.72)
Increase / (Decrease) in Operating Liabilities	
Long Term Provisions	1.09
Trade Payables	0.15
Other Current Liabilities	4.38
Short Term Provisions	0.32
Cash Flow from Operations	0.73
Less : Income Tax Paid	(0.02)
Net Cash Flow From Operating Activities	0.71

II. CASH FLOW FROM INVESTING ACTIVITIES

Tangible Assets	(1,089.93)
Capital Work-In-Progress	(107.61)
Purchase of Current Investments	(100.00)
Deposit in earmarked bank balance	(42.00)
Increase in Capital advances	(610.10)
Fixed Deposit	(0.26)
Net Cash Flow From Investing Activities	(1,949.90)

III. CASH FLOW FROM FINANCING ACTIVITIES

Proceeds From Issuance of Share Capital	5.00
Proceeds From Short Term Borrowings	1,962.26
Net Cash Flow From Financing Activities	1,967.26
Net Increase / (Decrease) in Cash & Cash Equivalents	18.07
Cash and Cash Equivalents at the beginning of the period	-
Cash & Cash Equivalents at the end of the period	18.07

Notes to Cash Flow Statement :

- Reconciliation of Cash and cash equivalents with the Balance Sheet :
Cash and cash equivalents as per Balance Sheet (Refer Note 15) **18.07**
- Cash and cash equivalents including cash and bank balances and deposit with bank (Having Maturity less than 3 Months)
- The Cash Flow Statement has been prepared under the 'Indirect Method' set out in Accounting Standard 3 'Cash Flow Statement'.

Summary of significant accounting policies

2

The accompanying notes are an integral part of the financial statements

As per our report of even date

For **Dharmesh Parikh & Co.**

Chartered Accountants

Firm Registration Number : 112054W

[Signature]

Kanti Gothi

Partner

Mem. No. 127664

Place : Ahmedabad

Date : 27th April, 2016



For and on behalf of the board of directors of
ADANI GREEN ENERGY (UP) LIMITED

[Signature]

Kandarp Patel

Director

DIN:-02947643

Place : Ahmedabad

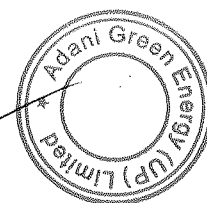
Date : 27th April, 2016

[Signature]

Rajiv Rustagi

Director

DIN:-07193069



1 Corporate information

Adani Green Energy (UP) Limited, "The Company" is a public limited company domiciled in India and incorporated on 23rd July 2015 as a 100 % subsidiary of Adani Green Energy Limited. Adani group having its presence in thermal power generation, ports, mining and agri business, has also forayed into development of solar parks, solar power generation and wind power generation projects. The company is implementing solar power project having capacity of 50 MW in the state of Uttarpradesh. The Company gets synergetic benefit of the integrated value chain of Adani group.

2 Summary of significant accounting policies**a. Basis of Preparation of Financial Statements**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014 and the relevant provisions of the 2013 Act, as applicable. The financial statements have been prepared on accrual basis under historical cost convention and going concern basis.

b. Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

c. Current and Non- Current Classification

All the assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of activities and time between the activities performed and their subsequent realisation in cash or cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current / non-current classification of assets and liabilities.

d. Cash and Cash Equivalents (For Purpose of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

e. Cash Flow Statement

The Cash Flow Statement is prepared in accordance with the format given under Accounting Standard-3 prescribed under The Companies (Accounting Standards) Rules, 2006 (as amended). Cash flows are reported using indirect method, whereby profit/ (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated based on the available information.

f. Tangible Assets

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets comprises of its purchase price, any non-refundable duties and taxes and any attributable cost for bringing the assets ready for their intended use. Borrowing costs directly attributable to qualifying assets / capital projects are capitalized and included in the cost of fixed assets to the extent they relate to the period till such assets are ready for their intended use.

g. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

i) Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

ii) Dividend income is recognised when the Company's right to receive dividend is established by the Balance Sheet date.

h. Capital Work in Progress:

Capital work in progress includes the cost of fixed assets that are not ready to use at the balance sheet date.

i. Project Development Expenditure

Expenditure related to and incurred during implementation of capital projects is included under "Capital Work in Progress" or "Project Development Expenditure" as the case may be. The same is allocated to the respective fixed assets on completion of construction/ erection of the capital project/ fixed assets.

j. Employee Benefits**(I) Short Term Employees Benefits**

Employee benefits payable wholly within twelve months of rendering the service are classified as short term employees benefits and are recognised in the period in which the employee renders the related service.

(II) Post Employees Benefits**(i) Defined Benefits Plans :**

The employees' gratuity scheme is a defined benefit scheme. The present value of the obligation under such defined benefit plan is determined at each Balance Sheet date based on actuarial valuations, carried out by an independent actuary, using the Projected Unit Credit method. Actuarial gains and losses are recognised in the Statement of Profit and Loss.

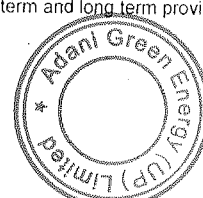
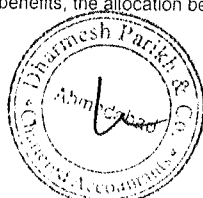
(ii) Defined Contribution Plans :

Contribution to the provident fund scheme which is a defined contribution schemes is charged to the statement of Profit and Loss as the same is incurred

(iii) Long term Employee Benefits :

Long term employee benefits comprise of compensated absences. These are measured based on an actuarial valuation carried out by an independent actuary at each Balance Sheet date. Actuarial gains and losses are recognised in the statement of Profit and Loss.

(iv) For the purpose of presentation of defined benefit plans and other long term benefits, the allocation between short term and long term provisions has been made as determined by an actuary



k. Borrowing costs

Borrowing costs that are attributable to construction / acquisition of qualifying assets are capitalized as part of the cost of such assets up to the date the assets are ready for their intended use. Borrowing costs includes interest on borrowings, amortisation of ancillary costs incurred for borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to interest cost. Such costs to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the borrowings.

l. Related Party transactions

Disclosure of transactions with Related Parties, as required by Accounting Standard 18, "Related Party Disclosures" has been set out in separate note . Related parties as defined under clause 3 of the Accounting Standard-18 have been identified on the basis of representations made by key managerial personnel and information available with the Company.

m. Earning Per Share

In accordance with Accounting Standard 20 "Earning per Share" as prescribed under Companies (Accounting Standards) Rules, 2006 (as amended), Basic earnings per share is computed by dividing the profit / loss after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/(loss) after tax as adjusted for the effects dividend, interest and other charges relating to the dilutive potential equity shares.

n. Taxes on Income**i) Current Tax :**

Tax expense comprises of current tax and deferred tax and includes any adjustments related to past periods in current and / or that may become necessary due to certain developments or reviews during the relevant period. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961.

In absence of taxable income in the current year, provision for taxation has not been made.

ii) Deferred Tax

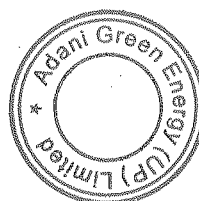
Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

o. Provisions, contingent liabilities and contingent assets

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present values and are determined based on the best estimate required to settle the obligations at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements and are disclosed in the Notes. A Contingent asset is neither recognised nor disclosed in the financial statements.

p. Applicability of other Accounting Standards

Though other Accounting Standards also apply to the company by virtue of the Companies (Accounting Standards) Rules 2006 (as amended), no disclosure for the same is being made as the company has not done any transaction to which the said Accounting Standard apply.



ADANI GREEN ENERGY (UP) LIMITED

Notes to Financial Statements for the period ended 31st March, 2016

3 Share Capital

	As at 31st March, 2016 (₹ in Lakhs)
Authorised share Capital 50,000 Equity shares of ₹ 10/- each	5.00
Issued, subscribed fully paid-up shares 50,000 Equity shares of ₹ 10/- each fully paid	5.00
Total issued, subscribed and fully paid-up share capital	5.00

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

	As at 31st March, 2016 (₹ in Lakhs)	
Equity Shares	Numbers	(₹ in Lakhs)
At the beginning of the period	-	-
Issued during the period	50,000	5.00
Outstanding at the end of the period	50,000	5.00

b. Terms / rights attached to equity shares

The company has only one class of equity shares having a 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 holder of equity share 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 share holders.

c. Shares held by holding company:-

Out of equity shares issued by the company, shares held by its holding company together with its nominees are as below :

	As at 31st March, 2016 (₹ in Lakhs)	
Equity Shares by Holding Company	Numbers	(₹ in Lakhs)
Adani Green Energy Limited (together with its nominees)	50,000	5.00
	50,000	5.00

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

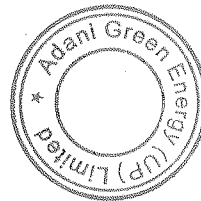
	As at 31st March, 2016 (₹ in Lakhs)	
Equity Shares by Holding Company	Numbers	% holding in the class
Adani Green Energy Limited (together with its nominees)	50,000	100%
	50,000	100%

4 Reserves and Surplus

	As at 31st March, 2016 (₹ in Lakhs)
Surplus / (deficit) in the statement of profit and loss	
Balance as per last financial statements	-
(Loss) for the period	(0.49)
Net surplus / (deficit) in the statement of profit and loss	(0.49)
Total Reserves and Surplus	(0.49)

5 Long Term Provision

	As at 31st March, 2016 (₹ in Lakhs)
Provision for Employee Benefits	1.09
	1.09



ADANI GREEN ENERGY (UP) LIMITED

Notes to Financial Statements for the period ended 31st March, 2016

6 Short Term Borrowing

	As at 31st March, 2016 (₹ in Lakhs)
Unsecured loans - Related Parties	1,962.26
	<u>1,962.26</u>

7 Trade Payables

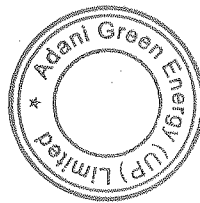
	As at 31st March, 2016 (₹ in Lakhs)
Trade Payables	-
Micro, small and medium enterprise (Refer Note No:-20)	
Others	0.15
	<u>0.15</u>

8 Other Current Liabilities

	As at 31st March, 2016 (₹ in Lakhs)
Statutory liabilities (includes TDS and PF)	4.38
Capital Creditors	69.12
	<u>73.50</u>

9 Short Term Provision

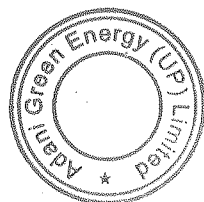
	As at 31st March, 2016 (₹ in Lakhs)
Provision for Employee Benefits	0.32
	<u>0.32</u>



Notes to financial statements for the period ended 31st March, 2016

10 FIXED ASSETS

Particulars	Gross Block (at cost)			Depreciation and Amortisation			Net Block As at 31st March 2016
	As at 1st April 2015	Additions during the year	Deductions during the year	As at 31st March 2016	As at 1st April 2015	For the year	As at 31st March 2016
Tangible Assets							
Freehold Land	-	1,089.93	-	1,089.93	-	-	1,089.93
Total Fixed Assets	-	1,089.93	-	1,089.93	-	-	1,089.93



(₹ in Lakhs)

ADANI GREEN ENERGY (UP) LIMITED

Notes to Financial Statements for the period ended 31st March, 2016

11 Capital Work In Progress

	As at 31st March, 2016 (₹ in Lakhs)
Project Development Expenditure Expenses	
Employee Benefit Expenses	13.86
Finance Cost	145.80
Other Expenses	19.60
	<u>179.26</u>
Less:- Income	
Other Income	(0.25)
Income from Mutual Fund	(2.50)
	<u>(2.75)</u>
Total Project Development Expenditure	<u>176.51</u>
	<u>176.51</u>

12 Long term loans and advances

(Unsecured considered good)

	As at 31st March, 2016 (₹ in Lakhs)
Capital advances	610.10
Advance Income tax	0.02
	<u>610.12</u>

13 Other Non-Current Assets

	As at 31st March, 2016 (₹ in Lakhs)
Fixed Deposits-(Balance with Govt. Authority)	0.26
Margin Money (Against Bank Guarantee)	42.00
	<u>42.26</u>

14 Current Investments

(At lower of Cost or Net Realisable Value)

	As at 31st March, 2016 (₹ in Lakhs)
Investment in Mutual Fund (Unquoted)	
1) 241583.824 units of JM High Liquidity Fund(Direct) of ₹ 10 each	100.00
	<u>100.00</u>
Unquoted Investment	100.00
Net Asset Value (NAV)	100.10

15 Cash and Cash Equivalent

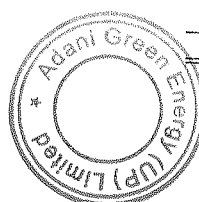
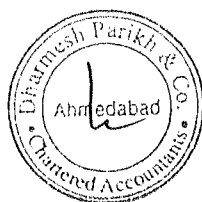
	As at 31st March, 2016 (₹ in Lakhs)
Balance with Bank	
In current accounts	18.07
	<u>18.07</u>

**16 Short Term Loans and Advances
(Unsecured considered good)**

	As at 31st March, 2016 (₹ in Lakhs)
Advance to employees	4.72
	<u>4.72</u>

17 Other Current Assets

	As at 31st March, 2016 (₹ in Lakhs)
Interest accrued but not due	0.22
	<u>0.22</u>



ADANI GREEN ENERGY (UP) LIMITED

Notes to Financial Statements for the period ended 31st March, 2016

18 Operating and Other Expense

	For the period from 23rd July, 2015 to 31st March, 2016 (₹ in Lakhs)
Preliminary expenses written off	0.32
Payment to Auditors - Statutory audit	0.17
	0.49

19 Contingent Liabilities & Commitments

	As at 31st March, 2016 (₹ in Lakhs)
Capital Commitments	-
Other Commitments	-

20 Disclosures under MSMED Act

There are no Micro, Small and Medium Enterprises, as defined in the Micro, Small and Medium Enterprises Development Act, 2006 to whom the company owes dues on account of principal amount together with interest and accordingly no additional disclosures have been made. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

21 Related Parties

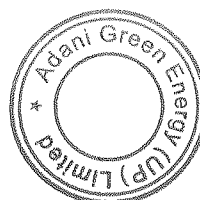
The Management has identified the following entities and individuals as related parties of the Company for the year ended 31st March, 2016 for the purpose of reporting as per AS 18 - Related Party Transactions which are as under:-

Ultimate Controlling Entity	:	S B Adani Family Trust (SBAFT)
Ultimate Holding Company	:	Adani Enterprises Limited
Holding Company	:	Adani Green Energy Limited
Fellow Subsidiary Companies (with whom transactions done)	:	Adani Green Energy (Tamilnadu) Limited Parampujya Solar Energy Private Limited Rosepetal Solar energy Private Limited
Entities under common control (with whom transactions done)	:	Kamuthi Solar Power Limited Prayatna Developers Private Limited Adani Power limited
Key Management Personnel	:	Mr. Manuguri Raghvendra Krishna Rao, Director Mr. Kandarp Patel, Director Mr. Rajiv Rustagi, Director

Aggregate of transactions for the period ended with these parties have been given below.

Information in respect of

Related Parties	As at 31st March, 2016 (₹ in Lakhs)
<u>Share Capital Received</u>	
Holding Company	Adani Green Energy Limited
	5.00
<u>Fund Received</u>	
Holding Company	Adani Enterprise Limited
	2,112.26
<u>Fund Repaid</u>	
Holding Company	Adani Enterprise Limited
	150.00
<u>Interest on loan taken</u>	
Holding Company	Adani Enterprise Limited
	34.03
<u>Land Purchase</u>	
Holding Company	Adani Green Energy Limited
	156.38
Fellow Subsidiary Co.	Adani Green Energy (Tamilnadu) Limited
	122.05
Fellow Subsidiary Co.	Parampujya Solar Energy Private Limited
	156.26
Fellow Subsidiary Co.	Rosepetal Solar energy Private Limited
	137.25
Entities under common control	Kamuthi Solar Power Limited
	59.66
Entities under common control	Prayatna Developers Private Limited
	160.07
<u>Balance Liability Transferred</u>	
Entities under common control	Adani Power Limited
	1.00
<u>Reimbursement of Expenses Paid</u>	
Holding Company	Adani Green Energy Limited
	57.16



ADANI GREEN ENERGY (UP) LIMITED

Notes to Financial Statements for the period ended 31st March, 2016

Balances with Related Parties

Adani Enterprise Limited (Loan)	1,962.26
Adani Green Energy Limited (Receivable for Expense)	57.63
Adani Power Limited (Liability Transfer)	1.00

22 Pursuant to the Accounting Standard (AS- 20) – Earning per Share, the disclosure is as under:

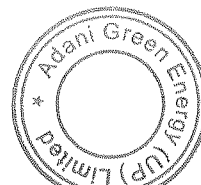
Particulars	For the period from 23rd July, 2015 to 31st March, 2016 (₹ in Lakhs)
Profit / (Loss) for calculation of basic and diluted EPS	(0.49)
Weighted average number of equity shares for calculating Basic EPS	50,000
Weighted average number of equity shares for calculating Diluted EPS	50,000
Face value of equity shares	10
Basic Earning Per Share (in ₹)	(0.98)
Diluted Earning Per Share (in ₹)	(0.98)

- 23 a) The Company operates a defined benefit plan (the Gratuity plan) covering eligible employees, which provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.

The status of gratuity plan as required under AS-15 (revised):

Particular	As at 31st March, 2016 (₹ in Lakhs)
i. Reconciliation of Opening and Closing Balances of defined benefit obligation	
Liability at the beginning of the Year	-
Current Service Cost	0.60
Interest Cost	-
Benefit paid	-
Liability Transferred in	-
Liability Transferred out	-
Net Actuarial losses (gain) Recognised	-
Liability at the end of the Year	0.60
ii. Reconciliation of Opening and Closing Balances of the Fair value of Plan assets	
Plan assets at the beginning of the Year, at Fair value	-
Expected return on plan assets	-
Contributions	-
Benefit paid	-
Actuarial gain/(loss) on plan assets	-
Transfer to other company	-
Plan assets at the end of the Year, at Fair Value	-
iii. Reconciliation of the Present value of defined benefit obligation and Fair value of plan assets	
Obligations at the end of the Year	0.60
Plan assets at the end of the Year, at Fair value	-
Asset/(Liability) recognized in balance sheet as on 31st March 2016	(0.60)
iv. Gratuity Cost for the Year	
Current service cost	0.60
Interest cost	-
Expected return on plan assets	-
Actuarial Gain or (Loss)	-
Past service cost-vested benefit recognised during the year	-
Net Gratuity cost	0.60
v. Actuarial Assumptions	
Discount Rate (per annum)	7.90%
Expected rate of return on plan assets	-
Annual Increase in Salary Cost	10.00%
vi. Experience Adjustment	
On Plan Liability (Gain) / Losses	-
On Plan Asset Gain / (Losses)	-

b) The actuarial Liability for leave encashment and compensated absences (including Sick Leave) as at the year ended 31st March 2016 is ₹ 0.80 Lacs.



ADANI GREEN ENERGY (UP) LIMITED

Notes to Financial Statements for the period ended 31st March, 2016

24 Other Disclosures

- (a) In the opinion of the management and to best of their knowledge and belief the value under the head of Current and Non-current Assets (Other than fixed assets and non-current investments) are approximately of the values stated, if realized in ordinary course of business, except unless stated otherwise. The provision for all known current liabilities is adequate and not in excess of amount considered reasonably necessary.
- (b) Other statutory Disclosure

For the period from
23rd July, 2015 to
31st March, 2016
(₹ in Lakhs)

Value of Imports Calculated on CIF Basis
Expenditure in Foreign Currency
Earnings in Foreign Currency

Nil
Nil
Nil

25 Previous Year Comparatives

As this is the first financials of the company for the period from 23rd July, 2015 to 31st March, 2016, previous year comparatives are not presented in the financial statement.

As per our report of even date
For **Dharmesh Parikh & Co.**
Chartered Accountants
Firm Registration Number : 112054W

Kanti Gothi

Kanti Gothi
Partner
Mem. No. 127664



Place : Ahmedabad
Date : 27th April, 2016

For and on behalf of the board of directors of
ADANI GREEN ENERGY (UP) LIMITED

Kandarp Patel

Kandarp Patel
Director
DIN:-02947643

Place : Ahmedabad
Date : 27th April, 2016

Rajiv Rustagi

Rajiv Rustagi
Director
DIN:-07193069

