

Reliance New Energy Hydrogen Electrolysis Limited

Financial Statements

**For the period
2 July, 2021 to 31 March, 2022**

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF RELIANCE NEW ENERGY HYDROGEN ELECTROLYSIS LIMITED **Report on Audit of Financial Statements**

Opinion

We have audited the accompanying financial statements of Reliance New Energy Hydrogen Electrolysis Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss including the of Other Comprehensive Income and the Cash Flow Statement, Statement for changes in equity for the period ended 31st March, 2022, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('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 March 31, 2022 ,its Cash Flows and the Statement of Changes in Equity for the period ended on that date.

Basis for Opinion

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

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

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the 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 on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act,

we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards prescribed 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 15th April, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 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 our separate Report in “Annexure A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting with reference to these financial statements;
- g) According to the information and explanations provided to us, the Company has not paid any managerial remuneration during the period.
- h) 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 and as represented by the management:
 - i. The Company has no pending litigations which will have an impact on 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. To the best of its knowledge and belief, and as disclosed in Note No. 14(ii) of the Notes to account, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b. To the best of its knowledge and belief, and as disclosed in Note No. 14(iii) of the Notes to account , 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
 - c. Based on our audit procedure conducted that are considered reasonable and appropriate in the circumstances, nothing has come to our attention that cause us to believe that the representation given by the management under paragraph (1) (h) (iv) (a) & (b) contain any material misstatement.
 - v. The Company has not declared or paid any dividend during the period.

2. As required by Companies (Auditor's Report) Order, 2020, issued by the Central Government in terms of sub-section (11) of Section 143 of the Act (hereinafter referred to as 'Order'), we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Chaturvedi & Shah LLP

Chartered Accountants

Firm Registration No. 101720W/W100355

Sandesh Ladha

Partner

Membership No.: 047841

UDIN: 22047841AIJSCT2364

Place: Mumbai

Date: 20th April, 2022

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT ON THE FINANCIAL STATEMENTS OF RELIANCE NEW ENERGY HYDROGEN ELECTROLYSIS LIMITED

(Referred to in paragraph 1(f), under ‘Report on Other Legal and Regulatory Requirements’ section of our Report of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 Reliance New Energy Hydrogen Electrolysis Limited, (“the Company”) as of 31st March, 2022 in conjunction with our audit of the financial statements of the Company for the period ended on that date.

Management’s Responsibility 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 (the “Guidance Note”) 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.

Auditor’s 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”) issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 judgement, 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 (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls 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, to the best of our information and according to the explanations given to us, 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 31st March, 2022, 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.

For Chaturvedi & Shah LLP

Chartered Accountants

Firm Registration No. 101720W/W100355

Sandesh Ladha

Partner

Membership No.: 047841

UDIN: 22047841AIJSCT2364

Place: Mumbai

Date: 20th April, 2022

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT ON THE FINANCIAL STATEMENTS OF RELIANCE NEW ENERGY HYDROGEN ELECTROLYSIS LIMITED

(Referred to in paragraph 2, under ‘Report on Other Legal and Regulatory Requirements’ section of our Report of even date to the Members of the Company)

- i. According to the information and explanations given to us Company does not have any Property, Plant & Equipment (PPE) and Intangible asset in the current period Therefore, the provisions of Clause (i) (a), (b), (c), (d) of paragraph 3 of the Order is not applicable to the Company.
 - e. According to the information and explanation given to us there has been no proceedings 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) According to the records of the Company and based on the information and explanations given to us Company is not holding any inventory in the current period, therefore, the provisions of Clause (ii) (a) of paragraph 3 of the Order are not applicable to the Company.
 - b) As per the information and explanations provided to us and books of account and records examined by us, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets at any point of time during the period.
- iii. In our opinion and according to the information and explanations given to us, during the period, 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 other parties. Therefore, Clause (iii) (a), (b), (c), (d), (e), (f) of paragraph 3 of the order is not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has not granted any loans, made any investments and provided any guarantees and securities given as covered under Section 185 and 186 of the Act. Therefore, the provisions of the Clause (iv) of the paragraph 3 of the Order is not applicable to the Company.

- v. According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Therefore, the clause (v) of paragraph 3 of the Order is not applicable to the Company.
- vi. To the best of our knowledge and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub section (1) of Section 148 of the Act in respect of the activities undertaken by the Company. Hence the reporting requirement under Clause vi of the Order is not applicable.
- vii. In respect of statutory dues:
- a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues, whichever is applicable have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2022 for a period of more than six months from the date of becoming payable.
- b) According to the information and explanation given to us, there are no statutory dues referred to in sub-clause (a) which have not been deposited as on March 31, 2022 on account of disputes. Therefore, reporting under clause (vii)(b) of Paragraph 3 of the Order is not applicable to the Company.
- viii. In our opinion and as disclosed in Note No. 14 (iv) of the Notes to account, there have been no unrecorded transactions either surrendered or disclosed as income during the period in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix.
- a. In our opinion and according to the information and explanations given to us, the Company does not have any borrowed funds. Therefore, clause (a) of Paragraph 3 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 audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c. According to the information and explanations provided to us, the Company has not raised any term loans, therefore the provisions of Clause (ix)(c) of Paragraph 3 of the Order are not applicable to the Company.
- d. According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

- e. As per the information and explanations provided to us, the Company does not have any subsidiaries, associates or joint ventures. Therefore, provisions under sub-clause (e) of Clause (ix) of paragraph 3 of the Order are not applicable to the Company.
 - f. Based on the information and explanations provided to us, the Company does not have any subsidiaries, associates or joint ventures. Therefore, provisions under sub-clause (f) of Clause (ix) of paragraph 3 of the Order are not applicable to the Company.
- x.
- a. In our opinion and according to the information and explanations given to us, no monies were raised by way of initial public offer or further public offer (including debt instruments) during the period by the Company and therefore reporting under clause (x)(a) of Paragraph 3 of the Order is not applicable to the Company.
 - b. During the period, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence the provisions of section 42 and section 62 of the Act are not applicable.
- xi.
- a. Based on the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period.
 - b. According to the information and explanations given to us, no report under sub-section 12 of section 143 of the Act has been filed by us or by any other auditor in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
 - c. The Company is not required to have Whistle Blower mechanism under applicable rules and regulations. Further, as represented to us by the management, there are no Whistle blower complaints received by the Company during the period.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) (a),(b), (c) of Paragraph 3 of the Order is not applicable.
- xiii. In our opinion the Company is in compliance with Section 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards. The provisions of section 177 of the Act are not applicable to the Company and accordingly reporting under clause 3(xiii) insofar as it relates to section 177 of the Companies Act, 2013 is not applicable to the Company and hence not commented upon.

xiv.

- a. In our opinion and based on our examination, the Company does not have an internal audit system and is not required to have an internal audit system as per provisions of the Act .
- b. The Company did not have an internal audit system for the period under audit.

xv. According to the information and explanations given to us, during the period, the Company has not entered into any non-cash transactions with its directors or directors of its Holding Company or persons connected with them and hence provisions of section 192 of the Act are not applicable to the Company.

xvi.

- a. In our opinion and according to information and explanations provided to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- b. In our opinion and according to information and explanations provided to us, 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 information and explanations provided to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- d. The Group does not have any Core Investment Company (CIC) as per the definition of Group contained in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence the reporting under clause (xvi)(d) of the Order is not applicable.

xvii. In our opinion and according to the information and explanations given to us, the Company has not incurred cash losses in the current financial period.

xviii. There has been no resignation of the statutory auditors during the period. Therefore, the provisions of this clause are not applicable to the Company.

xix. On the basis of the financial ratios disclosed in note 13.1 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to

the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. The Company is not covered under the provisions of Section 135 of the Act as disclosed in the Notes to account under Note No. 7.2. Accordingly, the provisions of clause (xx)(a) and (b) of Paragraph 3 of the Order are not applicable.

For Chaturvedi & Shah LLP

Chartered Accountants

Firm Registration No. 101720W/W100355

Sandesh Ladha

Partner

Membership No.: 047841

UDIN: 22047841AIJSCT2364

Place: Mumbai

Date: 20th April, 2022

RELIANCE NEW ENERGY HYDROGEN ELECTROLYSIS LIMITED
Balance Sheet as at 31st March, 2022

	Notes	<u>(₹ in Thousands)</u> As at 31 March, 2022
ASSETS		
Non-Current Assets		
(a) Capital Work-in-Progress	1	12
Total Non-Current Assets		12
Current Assets		
(a) Financial Assets		
(i) Cash and Cash Equivalents	2	100
Total Current Assets		100
Total Assets		112
EQUITY AND LIABILITIES		
Equity		
(a) Equity Share Capital	3	100
(b) Other Equity	4	-
Total Equity		100
Current Liabilities		
(a) Financial Liabilities		
(i) Trade Payables	5	-
Micro and Small Enterprises		-
Other than Micro & Small Enterprises		11
(b) Other Current Liabilities	6	1
Total Liabilities		12
Total Equity and Liabilities		112
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RELIANCE NEW ENERGY HYDROGEN ELECTROLYSIS LIMITED

As per our Report of even date

For Chaturvedi & Shah LLP

Chartered Accountants

(Firm Registration No. 101720W/W100355)

Sandesh Ladha

Partner

Membership No. 047841

Place: Mumbai

Date: April 20, 2022

For and on behalf of the Board

N. Shanker

Director

Mohana Venkatachalam

Director

Sujit Argade

Director

RELIANCE NEW ENERGY HYDROGEN ELECTROLYSIS LIMITED

Statement of Profit and Loss For the period 2 July, 2021 to 31 March, 2022

		(₹ in Thousands)
	Notes	For the period 2 July, 2021 to 31 March, 2022
INCOMES		
Income		-
Total Income		-
EXPENSES		
Expenses	7	-
Total Expenses		-
Profit / (Loss) Before Tax		-
Tax Expenses		-
Profit / (Loss) for the period		-
Other Comprehensive Income (OCI)		-
Total Comprehensive Income for the period		-
Earnings per Equity Share of INR 10 each		
Basic (in INR)	8	-
Diluted (in INR)		-
Corporate Information, Significant Accounting Policies and Notes to the Financial Statements	1 - 15	

RELIANCE NEW ENERGY HYDROGEN ELECTROLYSIS LIMITED

As per our Report of even date

For Chaturvedi & Shah LLP

Chartered Accountants

(Firm Registration No. 101720W/W100355)

For and on behalf of the Board

N. Shanker

Director

Sandesh Ladha

Partner

Membership No. 047841

Mohana Venkatachalam

Director

Place: Mumbai

Date: April 20, 2022

Sujit Argade

Director

RELIANCE NEW ENERGY HYDROGEN ELECTROLYSIS LIMITED**Statement of Changes in Equity For the period 2 July, 2021 to 31 March, 2022****A. EQUITY SHARE CAPITAL**

(₹ in Thousands)

Balance as at 2 July, 2021	Changes during the period	Balance as at 31 March, 2022
-	100	100

B. OTHER EQUITY

(₹ in Thousands)

Particulars	Balance as at 2 July, 2021	Total Comprehensive Income for the period	Others	Balance as at 31 March, 2022
Reserves and Surplus				
Retained Earnings	-	-	-	-
Other Comprehensive Income	-	-	-	-
Total	-	-	-	-

RELIANCE NEW ENERGY HYDROGEN ELECTROLYSIS LIMITED

As per our Report of even date

For Chaturvedi & Shah LLP

Chartered Accountants

(Firm Registration No. 101720W/W100355)

Sandesh Ladha

Partner

Membership No. 047841

Place: Mumbai

Date: April 20, 2022

For and on behalf of the Board

N. Shanker

Director

Mohana Venkatachalam

Director

Sujit Argade

Director

RELIANCE NEW ENERGY HYDROGEN ELECTROLYSIS LIMITED
Statement of Cash Flows For the period 2 July, 2021 to 31 March, 2022

	(₹ in Thousands)
	For the period 2 July, 2021 to 31 March, 2022
Cash Flows from Operating Activities	
Profit/(Loss) before Tax as per Statement of Profit and Loss	
Operating Profit before Working Capital Changes	-
Adjusted for:	-
Working Capital Changes	
Cash (Used in) / Generated from Operating Activities	1
	1
Income Taxes Paid (Net)	-
Net Cash Flow (Used in) / Generated from Operating Activities	1
Cash Flows from Investing Activities	
Property Plant and Equipment Expenditure - Project Development	
Net Cash Flow (Used in) / Generated from Investing Activities	(1)
	(1)
Cash Flows from Financing Activities	
Proceeds from Issue of Equity Share Capital	
Net Cash Flow (Used in) / Generated from Financing Activities	100
	100
Net Increase / (Decrease) in Cash and Cash Equivalents	100
Cash and Cash Equivalents at the beginning of the period	-
Cash and Cash Equivalents at the end of the period (Refer Note 2)	100

RELIANCE NEW ENERGY HYDROGEN ELECTROLYSIS LIMITED

As per our Report of even date
For Chaturvedi & Shah LLP
Chartered Accountants
(Firm Registration No. 101720W/W100355)

Sandesh Ladha
Partner
Membership No. 047841

Place: Mumbai
Date: April 20, 2022

For and on behalf of the Board

N. Shanker
Director

Mohana Venkatachalam
Director

Sujit Argade
Director

RELIANCE NEW ENERGY HYDROGEN ELECTROLYSIS LIMITED
NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31st MARCH 2022

Notes to the Financial Statements for the Period Ended 31st March 2022

A. CORPORATE INFORMATION

Reliance New Energy Hydrogen Electrolysis Limited ['the Company'] is an unlisted entity incorporated in India. The registered office of the Company is located at 9th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai – 400021.

The Company is in the business of designing, manufacturing, testing, buying, selling, exporting, importing, dealing in, assembling, integrating /installing, fit repairing, converting, overhauling, altering, maintaining, and improving all types of electrolyzers and systems for production of Hydrogen and other products for centralised and distributed energy used in or required for clean energy transition, fuel cells electric vehicles, internal combustion engines, turbine generators, refuelling stations, industrial applications, commercial and consumptive purpose, their components, parts, ingredients, substances, systems, controls, consumable accessories, composites and fittings.

B. SIGNIFICANT ACCOUNTING POLICIES:

B.1 BASIS OF PREPARATION AND PRESENTATION

The Company has been incorporated on 2nd July 2021 and hence these financial statements are for the period 2nd July 2021 to 31st March 2022. These being the Company's first financial statements, there are no previous year's figures.

The Financial Statements have been prepared on the historical cost basis except for certain financial assets and liabilities which have been measured at fair value amount.

The Financial Statements of the Company have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013, amended from time to time.

The Company's financial statements are presented in Indian Rupees (₹), which is also its functional currency and all values are rounded to the nearest thousands ('000), except when otherwise indicated.

B.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Current and Non-Current Classification

The company presents assets and liabilities in the Balance Sheet based on Current/ Non-Current classification.

An asset is treated as Current when it is -

- Expected to be realized or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

RELiance NEW ENERGY HYDROGEN ELECTROLYSIS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31st MARCH 2022

A Liability is current when:

- It is expected to be settled in normal operating cycle.
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

(b) Property, Plant and Equipment

Other Indirect Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre-operative expenses and disclosed under Capital Work-in-Progress.

(c) Cash and Cash Equivalents

Cash and cash equivalents comprise of cash on hand, cash at banks, short-term deposits and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(d) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

(e) Tax Expenses

The tax expenses for the period comprises of current tax and deferred income tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the Other Comprehensive Income. In which case, the tax is also recognised in Other Comprehensive Income

i. Current Tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the Income tax authorities, based on tax rates and laws that are enacted at the Balance Sheet date.

ii. Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax assets are recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses can be utilised. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

RELIANCE NEW ENERGY HYDROGEN ELECTROLYSIS LIMITED
NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31st MARCH 2022

The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

(f) Financial Instruments**i. Financial Assets****A. Initial Recognition and Measurement**

All Financial Assets are initially recognised at fair value. Transaction costs that are directly attributable to the acquisition or issue of Financial Assets, which are not at Fair Value Through Profit or Loss, are adjusted to the fair value on initial recognition. Purchase and sale of Financial Assets are recognised using trade date accounting.

B. Subsequent Measurement**a. Financial Assets measured at Amortized Cost (AC)**

A Financial Asset is measured at Amortised Cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the Financial Asset give rise to cash flows on specified dates that represent solely payments of principal and interest on the principal amount outstanding.

b. Financial Assets measured at Fair Value Through Other Comprehensive Income (FVTOCI)

A Financial Asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling Financial Assets and the contractual terms of the Financial Asset give rise on specified dates to cash flows that represents solely payments of principal and interest on the principal amount outstanding.

c. Financial Assets measured at Fair Value Through Profit or Loss (FVTPL)

A Financial Asset which is not classified in any of the above categories are measured at FVTPL. Financial assets are reclassified subsequent to their recognition, if the Company changes its business model for managing those financial assets. Changes in business model are made and applied prospectively from the reclassification date which is the first day of immediately next reporting period following the changes in business model in accordance with principles laid down under Ind AS 109 – Financial Instruments.

ii. Financial Liabilities**A. Initial Recognition and Measurement**

All Financial Liabilities are recognised at fair value and in case of borrowings, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

RELIANCE NEW ENERGY HYDROGEN ELECTROLYSIS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31st MARCH 2022

B. Subsequent Measurement

Financial Liabilities are carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

(g) Earnings Per Share

Basic earnings per share is calculated by dividing the net profit after tax by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share adjusts the figures used in determination of basic earnings per share to take into account the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as at the beginning of the period unless issued at a later date.

C. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the Company's Financial Statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. 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 next financial years.

a) Provisions

The timing of recognition and quantification of the liability (including litigations) requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

b) Recognition of Deferred Tax Assets and Liabilities

Deferred tax assets and liabilities are recognised for deductible temporary differences and unused tax losses for which there is probability of utilisation against the future taxable profit. The Company uses judgement to determine the amount of deferred tax that can be recognised, based upon the likely timing and the level of future taxable profits and business developments.

c) Fair Value Measurement

For estimates relating to fair value of financial instruments refer note 10 of the financial statements.

d) Global Health Pandemic on COVID-19

The outbreak of corona virus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. The Company has taken in to account the possible impact of COVID-19 in preparation of financial statements, including its assessment of recoverable value of its assets based on internal and external information up to the date of approval of these financial statements and current indicators of future economic conditions.

RELIANCE NEW ENERGY HYDROGEN ELECTROLYSIS LIMITED
Notes to the Financial Statements for the period ended 31st March, 2022

(₹ in Thousands)

	<u>As at 31 March, 2022</u>
1. CAPITAL WORK-IN-PROGRESS	
Capital Work-in-Progress	12
TOTAL	12

1.1 Capital Work-in-Progress comprise of indirect expenses (net of income) on account Project Development Expenditure.

Ageing of Capital Work-in-Progress:

Particulars	As at 31 March, 2022				
	< 1 yr	1-2 years	2-3 years	> 3 yrs	Total
Projects in Progress	12	-	-	-	12
Total	12	-	-	-	12

	<u>As at 31 March, 2022</u>
2. CASH AND CASH EQUIVALENTS	
Balances with Bank:	
In Current Account	100
Cash and cash equivalents as per Balance sheet	100
Cash and cash equivalents as per Cash Flow Statement	100

	<u>As at 31 March, 2022</u>
3. EQUITY SHARE CAPITAL	
Authorised Share Capital	
1,50,000 Equity Shares of Rs 10/- each	1,500
TOTAL	1,500
Issued, Subscribed and Paid up Capital	
10,000 Equity Shares of Rs 10/- each fully paid up *	100
TOTAL	100

* Held by Reliance Projects & Property Management Services Limited along with its nominees.

3.1 Details of shareholders holding more than 5% shares:

	<u>As at 31 March, 2022</u>	
Name of the Shareholder	No. of Shares	% held
Reliance Projects & Property Management Services Limited	10,000	100%
Total	10,000	100%

RELIANCE NEW ENERGY HYDROGEN ELECTROLYSIS LIMITED
Notes to the Financial Statements for the period ended 31st March, 2022

(₹ in Thousands)

3.2 Shareholding of Promoters

Promoter's Name	No. of Shares at the beginning of the period	Changes during the period	No. of Shares at the end of the period	% of total shares	% change during the year
Reliance Projects & Property Management Services Limited	-	10,000	10,000	100%	100%

3.3 Reconciliation of Number of Equity Shares Outstanding:

Particulars	As at 31 March, 2022
	No. of Shares
Equity Shares at the beginning of the period	-
Add: Equity Shares Issued during the period	10,000
Equity Shares at the end of the period	10,000

3.4 Rights, Preferences and Restrictions attached to Equity Shares

The Equity Shareholder is eligible for one vote per share held. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to the number of equity shares held.

4. OTHER EQUITY

Retained Earnings:

Opening Balance

Profit/(Loss) for the period

Other Comprehensive Income:

Opening Balance

Movement in OCI during the period

TOTAL

As at
31 March, 2022

-	-
-	-
-	-
-	-
-	-
-	-

5. TRADE PAYABLES DUE TO

Micro and Small Enterprise

Other than Micro and Small Enterprise

TOTAL

As at
31 March, 2022

-	11
11	11

Trade Payables Ageing Schedule

Particulars	As at 31 March, 2022						Total
	Outstanding for following periods from due date of payment						
	Unbilled	Not Due	< 1 yr	1-2 years	2-3 years	> 3 yrs	
(i) MSME	-	-	-	-	-	-	-
(ii) Others	-	11	-	-	-	-	11
(iii) Disputed Dues - MSME	-	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-	-
Total	-	11	-	-	-	-	11

There are no overdues to Micro, Small and Medium Enterprises as at March 31, 2022 for which disclosure requirements under Micro, Small and Medium Enterprises Development Act, 2006 are applicable.

RELIANCE NEW ENERGY HYDROGEN ELECTROLYSIS LIMITED
Notes to the Financial Statements for the period ended 31st March, 2022

(₹ in Thousands)

6. OTHER CURRENT LIABILITIES

Other Payables *

TOTAL

* Includes Statutory Dues

As at
31 March, 2022

1

1**7.1 PAYMENT TO AUDITOR AS:**

(a) Fees as auditors

Total

Included under Capital Work-in-Progress

12

12**7.2 CORPORATE SOCIAL RESPONSIBILITY (CSR)**

As per Section 135 of The Companies Act, 2013, the CSR requirements are not applicable to the Company.

8. EARNINGS PER SHARE

For the period
2 July, 2021 to
31 March, 2022

Face Value per Equity Share (Rs.)

10

Basic Earnings per Equity Share (Rs.)

-

Net Profit /(Loss) after tax as per Statement of Profit and Loss (In Rs. Thousands)

-

Weighted Average Number of Equity Shares used as denominator for calculating Basic EPS

10,000

Diluted Earnings per Equity Share (Rs.)

-

Net Profit /(Loss) after tax as per Statement of Profit and Loss (In Rs. Thousands)

-

Weighted Average Number of Equity Shares used as denominator for calculating Diluted EPS

10,000

RELIANCE NEW ENERGY HYDROGEN ELECTROLYSIS LIMITED
Notes to the Financial Statements for the period ended 31st March, 2022

9. RELATED PARTY DISCLOSURES

As per Ind AS 24, List of Related Parties where Control Exists & with whom Transactions have taken place and Relationships are given below:

Name of the Related Party	Relationship
Reliance Industries Limited ^	Ultimate Holding Company
Reliance Projects & Property Management Services Limited^	Holding Company

^ Relationships established during the period

9.1 Transactions during the period 2 July, 2021 to 31 March, 2022 with Related Parties:

(₹ in Thousands)

Nature of Transactions (excluding Reimbursement)	Holding Company	Total
Issue of Equity Shares	100	100

9.2 Disclosure in Respect of Related Party Transactions during the period 2 July, 2021 to 31 March, 2022 :

(₹ in Thousands)

Particulars	Relationship	For the period 2 July, 2021 to 31 March, 2022
1. Issue of Equity Shares		
Reliance Projects & Property Management Services Limited	Holding Company	100

(₹ in Thousands)

Notes

**As at
31 March 2022**

10. CATEGORYWISE CLASSIFICATION OF FINANCIAL INSTRUMENTS

Financial Assets

A. Measured at Amortised Cost (AC)

(i) Cash and Cash Equivalents	2	100
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Financial Liabilities

A. Measured at Amortised Cost (AC)

(i) Trade Payables	5	11
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RELIANCE NEW ENERGY HYDROGEN ELECTROLYSIS LIMITED
Notes to the Financial Statements for the period ended 31st March, 2022

11. Details of Loans Given, Investments Made, Guarantees Given and Securities Provided covered u/s 186(4) of The Companies Act, 2013

A. Loans given as on 31st March 2022 : NIL

B. Investments made by the Company as on 31st March 2022 : NIL

C. Guarantees given and Securities provided by the Company in respect of Loans as on 31st March 2022: NIL

12. OPERATING SEGMENT

The Company is in the business of designing, manufacturing, testing, buying, selling, exporting, importing, dealing in, assembling, integrating /installing, fit repairing, converting, overhauling, altering, maintaining, and improving all types of electrolysers and systems for production of Hydrogen and other products for centralised and distributed energy used in or required for clean energy transition, fuel cells electric vehicles, internal combustion engines, turbine generators, refuelling stations, industrial applications, commercial and consumptive purpose, their components, parts, ingredients, substances, systems, controls, consumable accessories, composites and fittings. The Board (the 'Chief Operating Decision Maker' as defined in Ind AS 108 'Operating Segments'), who is responsible for allocating resources and assessing performance, obtains financial information.

13. RATIO ANALYSIS

13.1 Particulars **For the period 2nd July 2021 to 31st March 2022**

Current Ratio	8.33
Debt-Equity Ratio	NIL
Debt Service Coverage Ratio #	NOT APPLICABLE
Return on Equity Ratio	NIL
Inventory Turnover Ratio *	NOT APPLICABLE
Trade Receivables Turnover Ratio *	NOT APPLICABLE
Trade Payables Turnover Ratio	NIL
Net Capital Turnover Ratio	NIL
Net Profit Ratio *	NOT APPLICABLE
Return on Capital Employed	NIL
Return On Investment	NIL

*Not applicable to the Company as there were no sales/purchases during the period.

Not applicable to the Company as the Company has not taken any debt during the period.

RELIANCE NEW ENERGY HYDROGEN ELECTROLYSIS LIMITED
Notes to the Financial Statements for the period ended 31st March, 2022

13.2 Formulae for Computation of Ratios are as follows:

Particulars	Formulae
1. Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$
2. Debt - Equity Ratio	$\frac{\text{Total Debt}}{\text{Equity}}$
3. Debt Service Coverage Ratio	$\frac{\text{Earnings before Interest, Tax and Exceptional Items}}{\text{Interest Expense + Principal Repayments made during the period for long term loans}}$
4. Return on Equity Ratio	$\frac{\text{Profit After Tax (Attributable to Owners)}}{\text{Average Net Worth}}$
5. Inventory Turnover Ratio	$\frac{\text{Cost of Goods Sold}}{\text{Average Inventories of Finished Goods, Stock-in-Process and Stock-in-Trade}}$
6. Trade Receivables Turnover Ratio	$\frac{\text{Value of Sales \& Services}}{\text{Average Trade Receivables}}$
7. Trade Payables Turnover Ratio	$\frac{\text{Cost of Materials Consumed (after adjustment of RM Inventory) + Purchases of Stock-in-Trade + Other Expenses}}{\text{Average Trade Payables}}$
8. Net Capital Turnover Ratio	$\frac{\text{Revenue from Operations (including GST)}}{\text{Average Working Capital}}$
9. Net Profit Ratio %	$\frac{\text{Profit After Tax}}{\text{Value of Sales \& Services}}$
10. Return on Capital Employed (Excluding Working Capital financing)	$\frac{\text{Net Profit After Tax + Deferred Tax Expense/(Income) + Finance Cost (-) Other Income}}{\text{Average Capital Employed}}$
11. Return on Investment	$\frac{\text{Other Income (Excluding Dividend)}}{\text{Average Cash, Cash Equivalents \& Other Marketable Securities}}$

RELIANCE NEW ENERGY HYDROGEN ELECTROLYSIS LIMITED
Notes to the Financial Statements for the period ended 31st March, 2022

14. OTHER STATUTORY INFORMATION

- (i) As per section 248 of the Companies Act, 2013, there are no balances outstanding with struck off companies.
- (ii) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (iii) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iv) The Company does not have any such transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (v) The Company does not have any Capital work-in-progress or intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan

15. The Financial Statements are approved for issue by the Board of Directors on April 20, 2022.

RELIANCE NEW ENERGY HYDROGEN ELECTROLYSIS LIMITED
Notes to the Financial Statements for the period ended 31st March, 2022

As per our Report of even date
For Chaturvedi & Shah LLP
Chartered Accountants
(Firm Registration No. 101720W/W100355)

Sandesh Ladha
Partner
Membership No. 047841

Place: Mumbai
Date: April 20, 2022

For and on behalf of the Board

N. Shanker
Director

Mohana Venkatachalam
Director

Sujit Argade
Director