

GMR Energy (Netherlands) B.V.

Amsterdam, the Netherlands

Annual Report for the year ended 31 December 2021

GMR Energy (Netherlands) B.V.
Coengebouw, Suite 8.04
Kabelweg 37
1014 BA Amsterdam
The Netherlands
Chamber of Commerce: 34219002

GMR Energy (Netherlands) B.V. Amsterdam, the Netherlands

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GMR Energy (Netherlands) B.V., Amsterdam, the Netherlands

Director's report

Management herewith presents to the shareholder the annual report of GMR Energy (Netherlands) B.V. (hereinafter: the "Company") for the financial year ended 31 December 2021.

Overview of activities

During the year under review, activities and results of the Company developed in line with expectations.

Results

The equity of the Company as at 31 December 2021 amounts to USD 22,640,962 (31 December 2020: USD 35,764,787).

The result for the year ended 31 December 2021 amounts to a loss of USD 648,825 (31 December 2020: Profit USD 2,395,428).

Liquidity and capital resources

The Company is in a net current asset position of USD 22,640,962 (31 December 2020: USD 22,469,113).

Financial Instruments

The risks the Company runs in relation to financial instruments are limited to interest rate risk and credit risk. The interest rate risk is partially addressed and mitigated by a fixed positive margin between rates on borrowings and lending. The company is fully exposed to credit risk.

Subsequent events

Management is not aware of any significant events that have occurred since the balance sheet date that were not included in the Financial Statements.

Amsterdam, 8 March 2022



Director
Ocorlan (Netherlands) B.V.



Director
V.L. Tummalapalli Srinivasa Subrahmanya

GMR Energy (Netherlands) B.V., Amsterdam, the Netherlands

Balance sheet as at 31 December 2021

(Before the proposed appropriation of the result and expressed in USD)

	Notes	31 December 2021 USD	31 December 2020 USD
ASSETS			
<u>Fixed assets</u>			
Financial fixed assets	1	-	26,807,414
		-	26,807,414
<u>Current assets</u>			
Amounts owed from group companies	2	22,626,466	22,626,466
Other receivables	7	1,586	1,591
Cash and cash equivalents	3	30,889	12,030
Total current assets		22,658,941	22,640,087
Total assets		22,658,941	49,447,501
SHAREHOLDER'S EQUITY AND LIABILITIES			
<u>Shareholder's equity</u>			
Issued share capital	4	22,178	22,178
Share premium		41,865,886	54,340,886
Accumulated deficit		(18,598,277)	(20,993,705)
Unappropriated results		(648,825)	2,395,428
		22,640,962	35,764,787
<u>Long term liabilities</u>			
Amounts due to group companies	5	-	13,511,740
<u>Current Liabilities</u>			
Amounts due to group companies	6	-	154,884
Creditors and accruals	8	17,979	16,090
		17,979	170,974
Total shareholder's equity and liabilities		22,658,941	49,447,501

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

GMR Energy (Netherlands) B.V., Amsterdam, the Netherlands

Profit and loss account for the year ended 31 December 2021
(Expressed in USD)

	Notes	31 December 2021 USD	31 December 2020 USD
Operating expenses			
Other operating expenses	9	33,569	45,032
<i>Total operating expenses</i>		33,569	45,032
Operating result		(33,569)	(45,032)
Financial income and expenses			
Interest income	10	2,520,388	2,513,797
Interest expenses	11	(66,523)	(71,512)
Currency translation results	12	(1,565)	(1,825)
Loan receivable from PT Duta Sarana			
Internusa written off	1	(3,067,556)	-
<i>Total financial income and expenses</i>		(615,256)	2,440,460
Result before taxation		(648,825)	2,395,428
Corporate income tax		-	-
Net result after taxation		(648,825)	2,395,428

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

GMR Energy (Netherlands) B.V., Amsterdam, the Netherlands

Notes to the financial statements

General

GMR Energy (Netherlands) B.V. (the "Company"), a company with limited liability, was incorporated under the laws of the Netherlands on 5 January 2005. The statutory seat of the Company is in Amsterdam, the Netherlands, the registered office address of the Company is at Coengebouw, Suite 8.04, Kabelweg 37, 1014 BA Amsterdam, the Netherlands.

The principal activity of the Company is to act as a finance company. The Company is registered at the trade register of the Dutch Chamber of Commerce under number 34219002.

Group structure

The Company is part of a group headed by GMR Enterprises Pvt Ltd. incorporated and domiciled in India.

Basis of preparation

The financial statements are prepared in accordance with accounting principles generally accepted in the Netherlands and comply with the financial reporting requirements included in part 9 of Book 2 of the Dutch Civil Code. The financial statements are prepared under the historical cost convention and presented in United States dollars (USD).

Income and expenses are accounted for on accrual basis. Profit is only included when realised on balance sheet date. Liabilities and any losses originating before the end of the financial year are taken into account if they have become known before preparation of the financial statements.

Going concern

These financial statements have been prepared on a going concern basis, which basis for valuation and determination of results assumes that the Company will be able to realise its assets and discharge its liabilities in the normal course of business.

The equity of the Company amounts to USD 22,640,962 (31 December 2020: USD 35,764,787) positive. Management has assessed this situation and has a reasonable expectation that the Company has adequate resources to continue in operational existence in the foreseeable future.

It is anticipated that in the future the Company will be wound up but no formal decision has been made by the board at this stage to wind up the Company. Therefore, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Foreign currencies

The functional currency of the Company is USD.

Assets and liabilities denominated in foreign currencies are translated at year end exchange rates. Foreign currency transactions are accounted for at the exchange rates prevailing at the date of the transactions. Gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognised in the profit and loss account. Non-monetary balance sheet items, which are valued at cost and resulting from transactions in foreign currencies, are translated at the rate prevailing on the date of the transaction.

GMR Energy (Netherlands) B.V., Amsterdam, the Netherlands

Notes to the financial statements

Foreign currencies (Continued)

The exchange rates used in the financial statements are:	31 December 2021	31 December 2020
1 USD= EUR	0.88439200	0.81417313

Financial Instruments

Financial instruments include both primary financial instruments, such as receivables and liabilities, and financial derivatives. Reference is made to the recognition per balance sheet item for the principles of primary financial instruments. Financial instruments are valued at amortised cost unless explained otherwise in the notes. Due to the short-term nature of some financial instruments included in these financial statements, the estimated fair value for these financial instruments approximates the book value.

Receivables

Upon initial recognition the receivables are valued at fair value and then valued at amortised cost. Provisions deemed necessary for possible bad debt losses are deducted. These provisions are determined by individual assessment of the receivables.

Long-term and short-term liabilities

Upon initial recognition, loans and liabilities recorded are stated at fair value and then subsequently valued at amortised cost.

Corporate income tax

Corporate income tax is calculated at the applicable rate on the result for the financial year, taking into account permanent differences between profit calculated according to the financial statements and profit calculated for taxation purposes. Temporary differences between the reporting for tax purposes and the financial statements are recognised as deferred taxes based on the current tax rate. Deferred tax assets and liabilities are netted. Net deferred tax assets will be included in the balance sheet if actual realization is assumed probable by the Company's management.

Corporate income tax expense comprises current and deferred tax. Current tax is the expected tax payable on the taxable income for the year and any adjustment to tax payable in respect of previous years. Corporate income tax expense is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity.

Estimates

The preparation of the financial statements requires management to make estimates and assumptions that influence the application of principles and the reported values of assets and liabilities and of income and expenditure. The actual results may differ from these estimates. The estimates and the underlying assumptions are constantly assessed. Revisions of estimates are recognised in the period in which the estimate is revised and in future periods for which the revision has consequences.

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Notes to the financial statements

1. Financial fixed assets

	31 December 2021 USD	31 December 2020 USD
Loans to third parties	<u>-</u>	<u>26,807,414</u>

Movements in the financial fixed assets have been as follows:

Balance as per 1 January	26,807,414	24,293,617
Repayment	(26,260,246)	-
Amount written off	(3,067,556)	-
Effective interest income for the year	<u>2,520,388</u>	<u>2,513,797</u>
Balance as at 31 December	<u>-</u>	<u>26,807,414</u>

Loans to third parties

	31 December 2021 USD	31 December 2020 USD
PT Duta Sarana Internusa	<u>-</u>	<u>26,807,414</u>

A revolving credit line facility was granted to PT Duta Sarana Internusa for a maximum amount of USD 30,000,000. The total amount drawn amounted to USD 29,821,056. The facility used to attract interest at LIBOR+0.5% per annum and the loan was receivable in annual arrears from the drawdown date. On 31 August 2018, the loan agreement was amended and restated. Pursuant to the amended and restated loan agreement, the loan became interest free and the repayment terms were agreed to be made in four instalments on or before 31 January of each year and such repayment will depend on the operation of the direct subsidiary of PT Duta Sarana Internusa. In the event that the direct subsidiary does not generate positive income to serve the payment of the loan facility, the direct subsidiary may postpone such payment on its due date, as agreed between both parties.

Effective interest income of USD 2,520,388 was recognised on the interest free loan for the year ended 31 December 2021 (31 December 2020: USD 2,513,797).

On 24 November 2021, the Company entered into a prepayment agreement with PT Duta Sarana Internusa (the 'borrower'). On 29 November 2021, USD26,260,246 was received and was agreed to be the full repayment and settlement of all the borrower's obligations. Accordingly, the remaining amount of USD 3,067,556, after effective interest has been accounted for, was written off to the profit and loss account.

2. Amounts owed from group companies

	31 December 2021 USD	31 December 2020 USD
GMR Coal Resources Pte Ltd.	<u>22,626,466</u>	<u>22,626,466</u>

The loan to GMR Coal resources Pte Ltd attracts no interest and has no fixed repayment term. The maximum loan amount is USD 40,000,000. As the loan is receivable on demand it is shown as short term receivable.

GMR Energy (Netherlands) B.V., Amsterdam, the Netherlands

Notes to the financial statements

3. Cash and cash equivalents

	31 December 2021 USD	31 December 2020 USD
Bank accounts	30,275	8,677
Bank accounts (EUR 543; (31 December 2020: EUR 2,730))	614	3,353
	<u>30,889</u>	<u>12,030</u>

The cash and cash equivalents are freely at the disposal of the Company.

4. Shareholder's equity

	Issued share capital USD	Share premium USD	Accumulated deficit USD
Balance at 1 January 2020	22,178	54,340,886	(22,604,945)
Transfer	-	-	1,611,240
Balance at 31 December 2020	<u>22,178</u>	<u>54,340,886</u>	<u>(20,993,705)</u>
Transfer	-	-	2,395,428
Return of share premium	-	(12,475,000)	-
Balance at 31 December 2021	<u>22,178</u>	<u>41,865,886</u>	<u>(18,598,277)</u>

	Unappropriated results USD
Balance at 1 January 2020	1,611,240
Transfer	(1,611,240)
Result for the period	<u>2,395,428</u>
Balance at 31 December 2020	<u>2,395,428</u>
Transfer	(2,395,428)
Result for the year	<u>(648,825)</u>
Balance at 31 December 2021	<u>(648,825)</u>

Appropriation of the result

According to article 26.1 of the Articles of Association of the Company the General Meeting is authorised to provide for the appropriation of the profit which is determined by adoption of the financial statements, to determine the manner in which a deficit will be incorporated, to determine interim distributions from the profit or distributions from the reserves insofar as the equity exceeds the reserves that are required to be maintained by law.

Issued share capital

The issued share capital of the Company amounts to EUR 18,000, divided into 18,000 ordinary shares of EUR 1.

Share premium

The share premium amounts to USD 41,865,886 (31 December 2020: USD 54,340,886).

On 30 November 2021, the Company made a repayment amounting to USD 12,475,000 out of the share premium reserves to the sole shareholder GMR Infrastructure (Overseas) Ltd.

GMR Energy (Netherlands) B.V., Amsterdam, the Netherlands

Notes to the financial statements

Retained earnings

The retained part of the result for the book year ended 31 December 2021 amounts to a loss of USD 648,825 (31 December 2020: USD 2,395,428). In the annual general meeting of shareholders held on 8 April 2021, it was decided to transfer the profit for the year ended 31 December 2020 to the accumulated deficit.

5. Long term liabilities

	31 December 2021 USD	31 December 2020 USD
The long-term liabilities can be detailed as follows:		
Group loans	<u>-</u>	<u>13,511,740</u>
	31 December 2021 USD	31 December 2020 USD
Group loans:		
GMR Infrastructure (Overseas) Ltd (5(a))	-	13,380,740
GMR Infrastructure (Overseas) Ltd (5(b))	<u>-</u>	<u>131,000</u>
	<u>-</u>	<u>13,511,740</u>

5(a) The loan received from GMR Infrastructure (Overseas) Ltd. in the amount of USD 13,380,740 was assigned from GMR Energy Projects (Mauritius) Ltd. on the first of 17 July 2017. The loan attracted 0.5% interest per year.

5(b) The loan received from GMR Infrastructure (Overseas) Ltd. amounting to USD 151,000 (31 December 2020: USD 131,000) was not secured and attracted 3.50% annual interest. The loan was repayable on demand as per the amended loan agreement dated 3 December 2019.

On 29 November 2021, the Company fully settled both loans and the unpaid interest of USD 221,407 to GMR Infrastructure (Overseas) Ltd.

	USD
Balance as per 1 January 2021	13,511,740
Additions	20,000
Repayment	<u>(13,531,740)</u>
Balance as per 31 December 2021	<u>-</u>

6. Amounts due to group companies

	31 December 2021 USD	31 December 2020 USD
Interest payable GMR Infrastructure (Overseas) Ltd	<u>-</u>	<u>154,884</u>

The amount due to group companies relates to interest payable on intragroup loans. These were unsecured and payable on demand.

On 29 November 2021, the Company fully settled the loan facility and the unpaid interest was repaid.

7. Other receivables

	31 December 2021 USD	31 December 2020 USD
VAT receivable	<u>1,586</u>	<u>1,591</u>

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Notes to the financial statements

8. Creditors and accruals

	31 December 2021 USD	31 December 2020 USD
Tax advisory fee payable	9,159	6,633
Audit fee payable	8,820	9,457
	<u>17,979</u>	<u>16,090</u>

9. Other operating expenses

	31 December 2021 USD	31 December 2020 USD
Management and administrative fee	18,640	18,007
Audit fees	8,638	10,573
Tax advice fees	5,580	9,914
Bank charges	711	788
Penalty fees	-	3,119
Legal fees	-	2,631
	<u>33,569</u>	<u>45,032</u>

10. Interest income

	31 December 2021 USD	31 December 2020 USD
Effective interest income on interest free loan to PT Duta Sarana Internusa	<u>2,520,388</u>	<u>2,513,797</u>

11. Interest expenses

	31 December 2021 USD	31 December 2020 USD
Interest expense on loan from GMR Infrastructure (Overseas) Ltd	<u>66,523</u>	<u>71,512</u>

12. Currency translation results

	31 December 2021 USD	31 December 2020 USD
On other items	<u>1,565</u>	<u>1,825</u>

GMR Energy (Netherlands) B.V., Amsterdam, the Netherlands

Notes to the financial statements

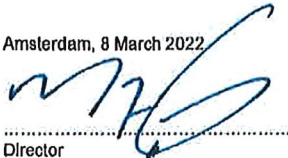
13. Staff numbers

The Company has no employees (previous year: none).

14. Subsequent events

Management is not aware of any significant events that have occurred since the balance sheet date that were not included in the Financial Statements.

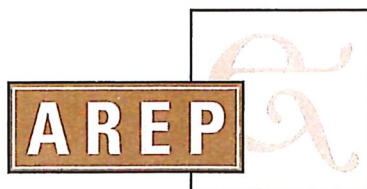
Amsterdam, 8 March 2022



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Director
Ocorlan (Netherlands) B.V.



.....
Director
V.L. Tummalapalli Srinivasa Subrahmanya



Rotterdam B.V.

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To the management board and shareholders of:
GMR Energy (Netherlands) B.V.
Kabelweg 37
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INDEPENDENT AUDITOR'S REPORT

A. Report on the audit of the financial statements for the financial year ending at 31 December 2021 included in the annual report

Our opinion

We have audited the financial statements for the financial year ending at 31 December 2021 of GMR Energy (Netherlands) B.V., based in Amsterdam.

In our opinion the accompanying financial statements give a true and fair view of the financial position of GMR Energy (Netherlands) B.V., for the financial year ending at 31 December 2021, and of its result for the year then ended in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The financial statements comprise:

1. the balance sheet as at 31 December 2021;
2. the profit and loss account for the year then ended; and
3. the notes comprising a summary of the accounting policies and other explanatory information.

Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the 'Our responsibilities for the audit of the financial statements' section of our report.

We are independent of GMR Energy (Netherlands) B.V. in accordance with the Wet toezicht accountantsorganisaties (Wta, Audit firms supervision act), the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA, Dutch Code of Ethics).

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

B. Report on the other information included in the annual report

In addition to the financial statements and our auditor's report thereon, the annual report contains other information that consists of:

- the management report;
- other information as required by Part 9 of Book 2 of the Dutch Civil Code.



Based on the following procedures performed, we conclude that the other information:

- is consistent with the financial statements and does not contain material misstatements;
- contains the information as required by Part 9 of Book 2 of the Dutch Civil Code.

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements.

By performing these procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the financial statements.

Management is responsible for the preparation of the management report in accordance with Part 9 of Book 2 of the Dutch Civil Code and other information as required by Part 9 of Book 2 of the Dutch Civil Code.

C. Description of responsibilities regarding the financial statements

Responsibilities of management for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Part 9 of Book 2 of the Dutch Civil Code. Furthermore, management is responsible for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, the board of directors is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting framework mentioned, the board of directors should prepare the financial statements 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.

Management should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

Our responsibilities for the audit of the financial statements

Our objective is to plan and perform the audit engagement in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material errors and fraud during our audit.

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. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.



We have exercised professional judgement and have maintained professional scepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit included among others:

- identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining 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;
- obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control;
- evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the board of directors;
- concluding 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 a company to cease to continue as a going concern;
- evaluating the overall presentation, structure and content of the financial statements, including the disclosures; and
- evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Because we are ultimately responsible for the opinion, we are also responsible for directing, supervising and performing the group audit. In this respect we have determined the nature and extent of the audit procedures to be carried out for group entities. Decisive were the size and/or the risk profile of the group entities or operations. On this basis, we selected group entities for which an audit or review had to be carried out on the complete set of financial information or specific items.

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 findings in internal control that we identify during our audit.

Barendrecht, 8 March 2022

AREP Rotterdam B.V.

A handwritten signature in blue ink, appearing to read "G. van de Werken", is written over the printed name.

Drs. G. van de Werken RA

RAV2022-010