

Suzlon Wind Energy Limited

Financial Statements

For the year ended 31 March 2018

Company No. 05774256

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COMPANIES HOUSE

COMPANY INFORMATION

Directors

T R Tanti

F Visscher

S Baweja (Resigned: 03 October, 2017)

Secretary

TMF Nominees Limited

400 Capability Green

Luton

Bedfordshire

LU1 3AE

Auditors

Grant Thornton UK LLP

1020 Eskdale Road

Winnersh

Wokingham

Berkshire

RG41 5TS

Bankers

Standard Chartered Bank

Clements House

27-28 Clements Lane

London

EC4N 7AP

Barclays Corporate

London Service Centre

PO Box 69961

1 Churchill Place

London

E14 1NP

State Bank of India

London Main Branch

15 King Street

London EC2V 8EA

Registered Office

19 Leyden Street

London

E1 7LE

Strategic report

The directors present their strategic report of the financial statements for the year ended 31 March 2018.

Principal activities and review of the business

The principal activity of the Company during the period was that of an investment holding company. The directors do not currently anticipate any change in the company's business or activities for the future.

Principal risks and uncertainties

The Company aims to deliver sustainable value by identifying and responding successfully to risks. Risk management is integrated into the process of planning and performance management at a group level. Monitoring and accountability for the management of these risks occur through quarterly performance reviews at a group level.

The company is exposed to financial risk through its financial assets and liabilities. The key financial risk is that the proceeds from financial assets are not sufficient to fund the obligations arising from liabilities as they fall due.

Key performance indicators

The Companies Act requires directors to disclose the company's Key Performance Indicators (KPI's). Given the nature of the Company the Directors believe the sole KPI to be the valuation of the Company's investments in subsidiaries. At the end of the year 2018, the company holds investments in AE Rotor Holding which were already fully impaired in the prior year.

By order of the board

Frans Visscher

Director

Date: 16 May 2018

Directors' report

The directors present their report of the financial statements for the year ended 31 March 2018.

Directors

The directors who served during the year were those listed on page 1.

During the year, on 3 October 2017, Mr. Sanjay Baweja has resigned from his position as a Director.

Going concern

The financial statements have been prepared on a going concern basis, which assumes continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business. The Company is dependent on financial support from the parent to continue its operations. The parent will, subject to applicable law, endeavour to continue to provide financial support to the Company to enable it to continue operations for a period of at least 12 months from the date of signing of these financial statements. Therefore, the financial statements continue to be prepared on a going concern basis.

Directors' responsibility statement

The directors are responsible for preparing the Strategic Report and Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland as adopted by the European Union. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs and profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

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

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

Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself/herself aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditors

Under section 487(2) of the Companies Act 2006, Grant Thornton UK LLP will be deemed to have been reappointed as auditor 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

By order of the board

Frans Visscher

Director

Date: 16 May 2018

A handwritten signature in black ink, appearing to be 'FV', with a long horizontal line extending to the right.

Independent auditor's report to the members of Suzlon Wind Energy Limited

Independent auditor's report to the members of Suzlon Wind Energy Limited

Opinion

We have audited the financial statements of Suzlon Wind Energy Limited (the 'company') for the year ended 31 March 2018 which comprise Statement of comprehensive income, Statement of financial position and statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Who we are reporting to

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

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Independent auditor's report to the members of Suzlon Wind Energy Limited

Other information

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

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 financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matter on which we are required to report under the Companies Act 2006

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

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.



Grant Thornton

Independent auditor's report to the members of Suzlon Wind Energy Limited

Responsibilities of directors for the financial statements

As explained more fully in the directors' responsibilities statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Andy Ka

Senior Statutory Auditor

for and on behalf of Grant Thornton UK LLP

Statutory Auditor, Chartered Accountants

Reading

Date: 23 May 2018

Statement of comprehensive income

for the year ended 31 March 2018

		2018	2017
	Notes	€'000	€'000
Turnover		-	-
Administrative expenses		(14)	(7)
Impairment	5	-	-
Operating loss	2	(14)	(7)
Foreign exchange (loss)/ gain		1	1
Loss on ordinary activities before tax		(13)	(6)
Tax	4	-	-
Loss for the tax year		(13)	(6)

All activities relate to continuing operations.

There are no recognised gains or losses other than the loss attributable to the shareholders of the company.

Statement of financial position

As at 31 March 2018

Company No. 05774256

		2018	2017
	Notes	€'000	€'000
Fixed assets			
Investments	5	-	-
Current assets			
Cash at bank and in hand		4	7
Other receivables and prepayments		4	2
		8	9
Creditors: amounts falling due within one year	6	146	134
Net current assets/(liabilities)		(138)	(125)
Total assets less current liabilities		(138)	(125)
Net assets / (liabilities)		(138)	(125)
Capital and reserves			
Called up share capital	7	813,303	813,303
Capital contribution reserve	8	234,368	234,368
Capital reduction reserve	8	3,663	3,663
Profit and loss account		(1,051,472)	(1,051,459)
Equity shareholders' funds		(138)	(125)

These accounts were approved by the board of directors and were signed on its behalf by:

Frans Visscher
Director

Date: 16 MAY 2018

Statement of changes in Equity

for the year ended 31 March 2018

	<i>Capital contribution reserve*</i> €'000	<i>Share capital</i> €'000	<i>Capital reduction reserve*</i> €'000	<i>Profit and loss account</i> €'000	<i>Total share- holders' funds</i> €'000
Opening shareholders' funds and reserves	234,368	813,303	3,663	(1,051,459)	(125)
Loss for the year	-	-	-	(13)	(13)
Closing shareholders' funds and reserves	<u>234,368</u>	<u>813,303</u>	<u>3,663</u>	<u>(1,051,472)</u>	<u>(138)</u>

* Refer Note 8

For the year ended 31 March 2017

	<i>Capital contribution reserve*</i> €'000	<i>Share capital</i> €'000	<i>Capital reduction reserve*</i> €'000	<i>Profit and loss account</i> €'000	<i>Total share- holders' funds</i> €'000
Opening shareholders' funds and reserves	234,368	813,303	-	(10,51,453)	(119)
Loss for the year	-	-	-	(6)	(6)
Closing shareholders' funds and reserves	<u>234,368</u>	<u>813,303</u>	<u>3,663</u>	<u>(10,51,459)</u>	<u>(125)</u>

Notes to the financial statements

for the year ended 31 March 2018

1. Accounting policies

The Company is a private company limited by shares registered in England & Wales. Its registered address and registered number is shown on page 1.

Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 – 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS 102'), and the Companies Act 2006.

The financial statements are presented in Euro (€). The directors of the Company have determined that the functional currency should be the Euro as the Company conducts most of its transactions in foreign currencies, the Company has chosen Euro as its functional and presentation currency. As on 31 March 2018, the exchange rate is Euro 1.1420/ GBP.

Basis of preparation

The financial statements have been prepared on a going concern basis, which contemplates continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business. The Company is dependent upon financial support from the parent to continue its operations. The parent will subject to applicable law, endeavour to continue provide financial support to the Company to enable it to continue operations for a period of at least 12 months from the date of signing of these financial statements. Therefore, the financial statements continue to be prepared on a going concern basis.

In preparing these financial statements the Company has taken advantage of all disclosure exemptions conferred by FRS 102.1.12. Therefore these financial statements do not include:

- A statement of cash flows and related notes
- Related party disclosures to disclose related party transactions entered in to between two or more members of the group as they are wholly owned within the group

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date.

All differences are taken to the profit and loss account.

Investments

Investments are included at cost less amounts written off or impaired.

Creditors

Short term creditors are measured at transaction price.

Notes to the financial statements

for the year ended 31 March 2018

Tax

Current tax is recognised for the amount of income tax payable in respect of the taxable profit for the current or past reporting periods using the tax rates and laws that have been enacted or substantively enacted by the reporting date.

Exemption from preparing consolidated financial statements

The financial statements contain information about Suzlon Wind Energy Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 401 of the Companies Act 2006 from the requirements to prepare consolidated financial statements as it and its subsidiary undertaking are included by full consolidation in the consolidated financial statements of its parent, Suzlon Energy Limited, a company registered in India.

2. Operating loss

This is stated after charging:

	2018 €'000	2017 €'000
Auditor's remuneration	9	5

3. Directors and employees

The Company had no employees during the year (2017: NIL).

No directors received any emoluments from or in respect of the Company (2017: NIL). Directors who served during the year are senior executives of Suzlon Energy Limited, India and received no remuneration for services to this company.

4. Tax

(a) Tax on profit on ordinary activities

The tax charge is made up as follows:

	2018 €'000	2017 €'000
<i>Current tax:</i>		
UK corporation tax on the profit for the year	-	-
Under/ (over)provision in prior years	-	-

Notes to the financial statements

for the year ended 31 March 2018

(b) Factors affecting tax charge for the year

The tax assessed for the year is different than the standard rate of corporation tax in the UK of 19% (2017-20%). The differences are explained below:

	2018	2017
	€'000	€'000
Loss on ordinary activities before tax	<u>(13)</u>	<u>(6)</u>
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2017 - 20%)	(3)	(1)
<i>Effects of:</i>		
Utilisation of tax losses	3	1
Current tax for the year	<u>-</u>	<u>-</u>

Notes to the financial statements

for the year ended 31 March 2018

5. Investments

**Subsidiary
undertakings**
€'000

Cost

Opening Balance	1,020,708
Additions	-
Revaluation	-
Disposal	-
Closing Balance	1,020,708

Impairment

Opening Balance	(1,020,708)
Impairment for the year	-
Disposal	-
Closing Balance	(1,020,708)

Net Book Value

as at 31 March 2018	-
as at 31 March 2017	-

There is no movement in the Company's investments during the year.

Notes to the financial statements

for the year ended 31 March 2018

The Company holds the issued ordinary share capital of the companies listed below:

Company	Country of Incorporation	Shares held
AE Rotor Holding B V	Netherlands	92.67%

AE Rotor Holding BV holds more than 50% of the issued ordinary share capital of the companies listed below:

Company	Country of Incorporation	Shares held
SE Blades Technology B.V.	Netherlands	100%
Suzlon Energy B.V.	Netherlands	100%
Valum Holding B.V.	Netherlands	100%
S E Drive Technik GmbH	Germany	100%

Under the provision of section 402 of the Companies Act 2006 the Company is exempt from preparing consolidated accounts and has not done so, therefore the accounts show information about the Company as an individual entity.

6. Creditors: amounts falling due within one year

	2018 €'000	2017 €'000
Accruals	12	15
Other creditors	-	3
Amount owed to subsidiary - AE Rotor Holding B. V.	134	116
	<u>146</u>	<u>134</u>

7. Share capital

	2018 £'000	2017 £'000
Authorised		
1,200,000,000 (2017: 1,200,000,000) ordinary shares of £1 each	<u>1,200,000</u>	<u>1,200,000</u>
	€'000	€'000
Allotted, issued and fully paid		
580,826,291 (2017: 580,826,291) ordinary shares of £1 each	<u>813,303</u>	<u>813,303</u>

Notes to the financial statements

for the year ended 31 March 2018

8. Reserves

Profit and Loss Account

The Company has incurred a loss of EUR 13 thousand during the year amounting to total accumulated losses of EUR 1,051 thousand as on 31 March 2018.

Capital contribution reserve

The Holding Company has made a capital contribution in earlier years. Capital contribution reserve is a distributable reserve and does not impact on percentage of holding of the Company.

Capital reduction reserve

The Company has created capital reduction reserve in earlier years as a result of a capital reduction done during that respective year. The capital reduction reserve arose as the share capital of the Company was denominated in GBP while the functional currency of the Company was Euro. It was recorded at the difference between the historical exchange rate at which share capital was recorded in the books and the exchange rate as on the date of capital reduction.

9. Related party transactions

The Company has taken advantage of the exemption available under FRS102.1.12 not to disclose transactions with other members of the Suzlon Energy Limited group.

10. Guarantees

The Company has a negative lien in favour of the 'Offshore Security Trustee' for all its shares in AE Rotor Holdings B.V as on 31 March 2018.

11. Ultimate parent undertaking and controlling party

The immediate parent undertaking is Suzlon Energy Limited, Mauritius. The directors consider the ultimate parent undertaking and controlling party to be Suzlon Energy Limited, India.

The parent undertaking of the group of undertakings for which group financial statements are drawn up and of which the company is a member is Suzlon Energy Limited, India. Copies of the financial statements can be obtained from the website, www.suzlon.com.