



Report of Independent Accountants

To the Stockholder of Tarilo Holding B.V.

Opinion

We have audited the accompanying Balance Sheet of Tarilo Holding B.V. (referred to as "the Company") as at March 31, 2023 and the related Statements of Profit and Loss and change in stockholder's equity for the years then ended, and related notes to financial statement (collectively referred to as the "financials statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at March 31, 2023 and the financial performance and its cash flow for the years then ended in accordance with accounting principles generally accepted in India.

Basis of Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). 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 India, 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.

Emphasis of Matter

We draw your attention to Note 23 of the financial statements regarding preparation of financial information on going concern basis which states that During the year, the Company recognized a net loss of Euro 9,27,241 mainly due to impairment of receivables.

The net worth of the Company is negative Euro 9,29,119. The Company has certain loans and financial liability payable to related parties in excess of assets held by the Company. Further, the management is not expecting any operations in the Company. These factors indicate the existence of a material uncertainty that may cast doubt on the Company's ability to continue as going concern. Accordingly, these financial statements have been prepared assuming that the Company will not continue as a going concern and therefore the assets and liabilities of the Company are stated at values at which they are realizable and payable as per the estimates of the management. Also, since it is treated as non-going concern, the liabilities are treated as current and the assets have also been considered accordingly. The Company will not be in position to discharge its liability as estimated based on the estimated realizable value of assets.

Our opinion is not modified in respect of these matters.



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

Management is responsible for the preparation of the financial statements in accordance with accounting principles generally accepted in India and for such internal control as management determines 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 management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those charged with governance are responsible for overseeing the Company's financial reporting process

Auditor's 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 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.

Restriction of Use

This report is issued for internal consumption of the Management and the Stockholder of the Company for the use of consolidation, statutory compliances and submission to the Shareholders / Lenders and should not be used for any other purpose. We do not accept or assume any liability or duty of care for any other purpose or any third parties to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Certificate No.: 23-24/SA/002
UDIN No.: 23170638BGWBND4002

For K R C K & Associates
Chartered Accountants
Firm Registration No. 145239W

Mil Rupchandani

CA Milan Rupchandani
Partner
Membership No. : 170638

Place: Nagpur
Date: 24th April, 2023



Financial statements for the year ended 31 March 2023

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Tarilo Holding B.V.

All amounts in Euro, unless otherwise stated

Statement of financial position as at the end of the year 31 March 23

Particulars	Note	31 March 23	31 March 22
Assets			
Current assets			
Financial assets			
Cash and cash equivalents	8	692	1,266
Total		692	1,266
Total assets		692	1,266
Equity and liabilities			
Equity			
Equity share capital	9	86,18,000	86,18,000
Other equity	10	(95,47119)	(86,19,878)
		(9,29,119)	(1,878)
Current liabilities			
Financial liabilities			
Borrowings	11	9,26,665	-
Trade payables	12	3,146	3,144
Total		9,29,811	3,144
Total equity and liabilities		692	1,266

For or on the behalf of the Board of Directors of
Tarilo Holding B.V

**Tejjas Parmar**

Director

Date: 24/04/2023

Tarilo Holding B.V.

All amounts in Euro, unless otherwise stated

Statement of profit and loss account and other comprehensive income for the year ended 31 March 23

Particulars	Note	March 23	March 22
Income			
Other income	13	-	15,374
		-	15,374
Expenses			
Finance costs	14	2,851	1,64,072
Other expenses	15	9,24,424	(87,74,967)
Foreign exchange (gain)/ loss on restatement of balances		(34)	1,890
		9,27,241	(86,09,006)
Profit/ (loss) before tax		(9,27,241)	86,24,379
Tax expense			-
Profit /(loss) after tax		(9,27,241)	86,24,379
Other comprehensive income		-	-
Total comprehensive income for the year		(9,27,241)	86,24,379

For or on the behalf of the Board of Directors of
Tarilo Holding B.V

**Tejjas Parmar**

Director

Date: 24/04/2023

Statement of cash flows for the year ended 31 March 23

Particulars	31 March 23	31 March 22
Cash flow from operating activities		
Profit/ (loss) before tax	(9,27,241)	86,24,379
Adjustments for:		
Unrealized foreign exchange loss	-	1,890
Impairment of trade and other receivables	9,21,852	15,990
Interest income	-	(15,374)
Interest expense	202	1,61,844
Reversal of provision for doubtful debt and advances	-	(87,92,601)
Changes in working capital	2	1644
Net cash generated from / (used in) operating activities	(5,185)	(2,228)
Cash flow from investing activities		
Inter-corporate deposits repaid/ (granted), net	(9,21,852)	-
Net cash generated from/ (used in) investing activities	(9,21,852)	-
Cash flow from financing activities		
Repayment of borrowings	-	(2,507)
Proceeds from borrowings	9,26,463	4,956
Net cash generated from/ (used in) financing activities	9,26,463	2,449
Net increase/ (decrease) in cash and cash equivalents	(574)	221
Total		
Cash and cash equivalents at beginning of the year	1,266	1,045
Cash and cash equivalents at end of year	692	1,266

For or on the behalf of the Board of Directors of
Tarilo Holding B.V



Tejjas Parmar

Director

Date: 24/04/2023

Tarilo Holding B.V.

All amounts in Euro, unless otherwise stated

Statement of changes in equity for the year ended 31 March 23

Particulars	Equity capital	Share premium	Retained earnings	Total
As at April 1, 2021	86,18,000	2,91,00,000	(4,63,44,257)	(86,26,257)
Profit/ (loss) for the year	-	-	86,24,379	86,24,379
Other comprehensive income	-	-	-	-
As at March 31, 2022	86,18,000	2,91,00,000	(3,77,19,878)	(1,878)
As at April 1, 2022	86,18,000	2,91,00,000	(3,77,19,878)	(1,878)
Profit/ (loss) for the year	-	-	(9,27,241)	(9,27,241)
Other comprehensive income	-	-	-	-
As at March 31, 2023	68,72,37,120	38,77,07,811	(3,86,47,119)	(9,29,119)

For or on the behalf of the Board of Directors of
Tarilo Holding B.V.



Tejjas Parmar
Director

Date: 24/04/2023

Summary of significant accounting policies and other explanatory notes

1. Company information

Tarilo Holding B.V.('Tarilo' or 'the Company') having registered under CCI number 14037952 and its registered office is located at Jan Tinbergenstraat 290, 7559 ST, Hengelo. The parent company is Suzlon Energy Limited, situated at Pune, India.

The principal activity of the Company is asset management and provision of capital. The Company along with its only subsidiary Seventus LLC, USA is engaged in the design, development, import, export and trade in wind turbine generators ('WTG') and parts and fittings.

2. Accounting policies for statement of financial position

2.1. General

The basis of preparation of these financial statements complies with Indian accounting standards (Ind AS) and interpretations adopted by the International Accounting Standards Board (IASB). The accounting policies are consistent with those used in the previous year.

2.2. Foreign currencies

Transactions, assets and liabilities

The financial statements are prepared in Euro, the functional currency of the Company.

Transactions denominated in foreign currencies are initially carried at the functional exchange rates ruling at end of the month. Monetary balance sheet items denominated in foreign currencies are translated at the functional exchange rates ruling at the balance sheet date. Non-monetary balance sheet items that are measured at historical cost in a foreign currency are translated at the functional exchange rates ruling at the date of transaction.

Exchange differences arising on the settlement or translation of monetary items denominated in foreign currencies are taken to the statement of profit and loss statement.

The functional and presentation currency of the Company and the foreign activities have not changed compared with the previous financial year.

2.3. Investments

Due to the international structure of the group, participation is recognized at cost. If an asset qualifies as impaired, it is measured at its impaired value; any write-offs are disclosed in the income statement. The impaired value (recoverable amount) is determined based on, amongst others, the net equity as per financial statements of the participating interests and their long-term forecasts. In case the impairment is no longer considered to be present, it is being reversed (up to the original amount of acquisition).

2.4. Receivables

Receivables are stated initially at fair value and subsequently at amortized cost based on the effective interest method less provisions considered necessary for doubtful receivables. Insofar as the difference between the discounted and nominal value is not material, trade and other receivables are stated at cost.

2.5. Cash and cash equivalents

Cash and cash equivalents include cash in hand, bank balances and deposits held at call with maturities of less than 3 months. Bank overdrafts are shown in current liabilities on the balance sheet. Cash and cash equivalents are stated at face value. All cash and cash equivalents are at free disposal of management.

2.6. Non-current liabilities

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortized cost, the amount received taking account of any premium or discount, less transaction costs.

2.7. Taxes

A deferred tax liability is recognized for all taxable temporary differences. A deferred tax asset is recognized for all deductible temporary differences and carry-forward losses, to the extent that it is probable that future taxable profit will be available for set-off.

Deferred tax liabilities and deferred tax assets are carried on the basis of the tax consequences of the realization or settlement of assets, provisions, liabilities or accruals and deferred income as planned by the group at the balance sheet date. Deferred tax liabilities and deferred tax assets are carried at non-discounted value. Deferred and other tax assets and liabilities are netted off if the general conditions for netting off are met. Taxes are calculated on the result disclosed in the income statement, taking account of tax-exempt items and partly or completely non-deductible expenses.

3. Accounting policies for the statement of profit or loss

3.1. Result.

Profit is determined as the balance of the realizable value of the products sold, services rendered and the costs and other charges for the year. Profits on transactions are recognized in the year in which they are realized; losses are taken as soon as they are foreseeable.

3.2. Revenue recognition

3.2.1. Dividend

Dividends are recognized in the income statement if the group is entitled to them and the dividends are probable to be received.

3.2.2. Interest income

Interest income is recognized pro rata in the income statement, taking into account the effective interest rate for the asset concerned, provided the income can be measured and the income is probable to be received.

3.3. Expenses

Expenses are determined with due observance of the aforementioned accounting policies and allocated to the financial year to which they relate. Foreseeable and other obligations as well as potential losses arising before the financial year-end are recognized if they are known before the financial statements are prepared, provided all other conditions for forming provisions are met.

3.4. Interest expense

Interest is allocated to successive financial reporting periods in proportion to the outstanding principal. Premiums and discounts are treated as annual interest charges so that the effective interest rate, together with the interest payable on the loan, is recognized in the income statement, with the amortized cost of the liabilities being recognized in the balance sheet. Period interest charges and similar charges are recognized in the year in which they fall due.

4. The Company's direct interests in group companies comprise the following:

Name, registered office	Share in issued capital as percentage	
	31 March 2023	31 March 2022
Seventus LLC, USA	-*	79.90

*Stands dissolved as on 31 March 2023

5. Investments

	31 March 2023	31 March 2022
Seventus LLC, USA (Membership interest of 79.90%)*	95,55,937	95,55,937
Less: Provision on participation	(95,55,937)	(95,55,937)
Total	-	-

6. Loans to group companies

	31 March 2023	31 March 2022
Non-current		
Loans to related parties	77,20,928	66,54,364
Less: Impairment provision	(77,20,928)	(66,54,364)
Total	-	-

7. Other financial assets

	31 March 2023	31 March 2022
Non-current		
Receivable from related parties	1,49,99,000	1,49,99,000
Less: Impairment provision	(1,49,99,000)	(1,49,99,000)
Total	-	-

8. Cash and cash equivalents: It comprise of balances with bank of Euro 692 (previous year: Euro 1,266).

9. Equity share capital: The authorized, issued, subscribed and fully paid-up shares stands at 86,18,000 (previous year: 86,18,000) of equity shares of Euro 1 each amounting to euro 86,18,000 (previous year: ₹ 86,18,000).

Reconciliation of equity shares outstanding at the beginning and at the end of the financial year:

	31 March 23		31 March 22	
	Number of shares	EUR	Number of shares	EUR
At the beginning of the year	86,18,000	86,18,000	86,18,000	86,18,000
Movement during the year	-	-	-	-
Outstanding at the end of the year	86,18,000	86,18,000	86,18,000	86,18,000

10. Other equity: Refer statement of changes in equity for detailed movement in equity balance.

	31 March 23	31 March 2022
Share premium	2,91,00,000	2,91,00,000
Retained earnings	(3,86,47,119)	(3,77,19,878)
Total	(95,47,119)	(86,19,878)

11. Borrowings: It comprise of loan from related parties of Euro 9,26,665 (previous year: Euro Nil).

12. Trade payables: It comprise of provision for expense of Euro 3,146 (previous year: Euro 3,144).

13. Other income: It comprise of interest income on loans to group company of Euro Nil (previous year: Euro 15,374).

14. Finance costs

	31 March 2023	31 March 2022
Interest expense on loans from group company	202	1,61,844
Bank charges	2,649	2,228
Total	2,851	1,64,072

15. Other expenses

	31 March 2023	31 March 2022
Consultancy charges	2,572	1,644
Impairment on loan receivable	9,21,852	15,990
Reversal of doubtful debts and advances	-	(87,92,601)
Exchange differences loss/ (gain), (net)	(34)	1,890
Total	9,24,390	(87,73,077)

16. Average number of employees

During the year 2022-23, the average number of employees as calculated on a full-time equivalent basis was Nil (2022: Nil).

17. Director's remuneration

The Company paid remuneration to Director of Euro Nil (2022 - Euro Nil).

18. Income tax expense

The income tax payable for the year is Euro Nil (2022 - Euro Nil). No corporate income benefit has been accounted for as future taxable profits are uncertain. The Company has unutilized carry forward losses of Euro 819,663 as on the balance sheet date.

The Company has incurred losses in the period and has carried forward losses from previous periods. It is not clear that the company can substantiate a future claim to use these losses and no deferred tax asset has been booked as a result. Also, the tax returns of the company are currently under routine audit by the tax authorities and there may be a possibility of difference of opinion between the position of the company and of the tax authorities. Given the uncertainty of any outcome, no provision has been recognized nor does the company recognize the need to disclose a contingent liability in this respect.

19. Contingent liabilities: Claims against the Company not acknowledged as debts is Euro Nil (2022 – Euro Nil).

20. Commitments – Nil (2022 - Nil).

21. Related party transactions

The subsidiary Seventus LLC, USA, direct parent company Suzlon Wind Energy Limited, UK, intermediate parent company Suzlon Energy Limited, Mauritius and ultimate parent company Suzlon Energy Limited, India and their subsidiaries (Affiliates) qualify as related parties.

Transactions take place between the Company and other subsidiaries of the Suzlon Group. These transactions are conducted in the ordinary course of business at an arm's length basis and are subject to commercial agreements. In accordance with IAS 24, the persons and entities, which control the Group or exercise a significant influence on it or which the Group controls or on which it exercises a significant influence are regarded as related parties for the Group.

Related parties with whom transactions have taken place during the year:

Holding company	Suzlon Energy Limited, India	
Subsidiaries	Seventus LLC USA*	
Affiliates	AE Rotor Holding B.V,	SE Drive Technik GmbH
Key Management Personnel (KMP)	Tejjas Parmar	

*Dissolved as on 31 March 2023

Transactions between the Group and related parties during the year and the status of outstanding balances as at 31 March 23 and 31 March 22.

(Previous year figures are shown in bracket)

Particulars	Subsidiaries	Affiliates
Interest income	- (15,374)	- (-)
Interest expense	- (-)	202 (1,61,844)

Outstanding balances

Particulars	Subsidiaries	Affiliates
Loans given	77,20,928 (66,54,364)	- (-)

Tarilo Holding B.V.

All amounts in Euro, unless otherwise stated

Particulars	Subsidiaries	Affiliates
Investments	95,55,937 (95,55,937)	- (-)
Other assets	- (-)	1,49,00,000 (1,49,00,000)
Loans payable	- (-)	9,26,665 (-)

22. Financial risks**Foreign exchange risk**

The Company is influenced by transactions in foreign currencies. The Company does not enter into any forward currency contracts.

Credit risk/ liquidity risk

The Company is primarily involved with transactions with related parties. The Company has liability towards repayment of the loan. The Company also has a significant concentration of credit risk with respect to the long-term loan receivable due from SE Drive Technik GmbH, and Suzlon Wind Energy South Africa (PTY) Ltd.

23. Going concern

During the year, the Company recognized a net loss of Euro 9,27,241 mainly due to notional exchange loss on foreign currency transactions. (previous year profit: Euro 86,24,379). The net worth of the Company is negative Euro 9,29,119 as at 31 March 2023. The Company has certain loans and financial liability payable to ultimate holding company in excess of assets held by the Company. The Company has also payable and receivable from other related parties. Further, the Company is not expecting any operations in the Company. These factors indicate the existence of a material uncertainty that may cast doubt on the Company's ability to continue as going concern. Accordingly, these financial statements have been prepared assuming that the Company will not continue as a going concern and therefore the assets and liabilities of the Company are stated at values at which they are realizable and payable as per the estimates of the management. Also, since it is treated as non-going concern, the liabilities are treated as current and the assets have also been considered accordingly. The Company will not be able in a position to discharge its liabilities as estimated based on the estimated realizable value of assets.

24. The proposal to the general meeting of shareholders for the appropriation of the net result for the year 2023, being a loss of Euro 9,27,241 is to add this to the retained earnings.
25. There have been no material events after the balance sheet date.
26. The previous year figures have been reclassified wherever necessary to confirm with the classification in the financial statement for the year ended 31 March 2023.

Tarilo Holding B.V.


Tejjas Parmar
Director

24 April 2023