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<https://avaada.com/SataramH/>

Date: November 9, 2023

To,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001

Ref: BSE Scrip Code: 973830, ISIN: INE0CSU07013

Sub: Compliance of Regulation 54(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir /Ma'am,

Pursuant to the provisions of Regulation 54(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Auditors Certificate along with Statement containing details of security cover and financial covenants for listed NCDs of the Company for quarter and half year ended September 30, 2023.

Request to kindly take the same on record.

Yours faithfully,
For Avaada SataramH Private Limited

Mansi Parekh
Company Secretary & Compliance Officer

CC:

Catalyst Trusteeship Limited

Address: 810, 8th Floor, Kailash Building 26, Kasturba Gandhi Marg, New Delhi - 110001

To
The Board of Directors,
Avaada SataraMH Private Limited
C-11, Sector-65, Noida
Uttar Pradesh, India 201301

Independent Auditor's Certificate on Book Value of Assets of the Company and Compliance Status of Financial Covenants in respect of Listed Non-Convertible Debentures of the Company for period ended and as at September 30, 2023

1. This certificate is issued in accordance with the terms of our engagement letter dated November 08, 2022.
2. We, Goyal Malhotra & Associates, Chartered Accountants (Firm's Registration No. 008015C), are the Statutory Auditors of **Avaada SataraMH Private Limited** ("the Company"), have been requested by the Management of the Company to certify Book Value of Assets of the Company contained in Columns A to J of Part I and Financial Covenants disclosed under Part II of the accompanying statement comprising of (i) Part I containing details of security cover ratio and (ii) Part II containing compliance of covenants as per Debenture trust deed dated February 18, 2022 for listed Non-Convertible Debentures ("Listed NCDs") for period ended and as at September 30, 2023 (hereinafter referred together as "the Statement").

The accompanying Statement is prepared by the Company from the unaudited books of accounts and other relevant records and documents maintained by the Company as at September 30, 2023 pursuant to requirements of Circular no. SEBI / HO / MIRSD / MIRSD _ CRADT / CIR / P / 2022 / 67 dated May 19, 2022 issued by Securities and Exchange Board of India in terms of regulation 54 read with regulation 56(1)(d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 15(1)(t) of Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 (hereinafter referred together as "the SEBI Regulations"), as amended, for the purpose of submission to Catalyst Trusteeship Limited, Debenture Trustee of the above mentioned Listed Debt Securities (hereinafter referred to as "the Debenture Trustee"). The responsibility for compiling the information contained in the Statement is of the Management of the Company.

The aforesaid Statement is initialed by us for identification purpose only.

Management's Responsibility

3. The Company's management is responsible for the preparation of the Statement on the basis of unaudited books of account and other relevant records of the Company as at September 30, 2023. The preparation and maintenance of all accounting and other relevant supporting records and documents is the responsibility of the management. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation. Responsibility also includes collecting, collating and validating data and designing, implementing and monitoring of internal controls suitable for ensuring compliance with the terms and conditions under the guidelines, to the extent applicable.
4. The management of the Company is also responsible for compliance with all the relevant requirement of SEBI Regulations. The management of the Company is also responsible for adherence to the terms of Debenture trust deed as mentioned in para 2 above, entered with Debenture Trustee and is also responsible for providing all relevant information to the Trustee.

Auditor's Responsibility

5. Pursuant to the requirement of Circular no. SEBI / HO / MIRSD / MIRSD _ CRADT / CIR / P / 2022 / 67 dated May 19, 2022 issued by Securities and Exchange Board of India, our responsibility for the purpose of this certificate is to provide a limited assurance whether the Book Value of Assets of the Company contained in Columns A to J of Part I of the Statement and Financial Covenants disclosed under Part II of the Statement furnished by the Company in respect of Listed Non-Convertible Debentures have been accurately extracted and ascertained by the management from the unaudited books of account and other relevant records and documents maintained by the Company for the period ended and as at September 30, 2023. This did not include the evaluation of adherence by the Company with terms of Debenture Trust Deed and all the applicable SEBI Regulations.
6. The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement and consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.
7. We have performed the following procedures to give limited assurance on the particulars contained in the Statement:
 - a) Read the debenture trust deed mentioned in para 2 above, in respect to listed NCDs to determine the requirement relating to security cover and for compliance with applicable financial covenant as at September 30, 2023, to the extent disclosed in the Statement.
 - b) Verified the information related to book value of the assets of the Company contained in Columns A to J of Part I of the Statement have been accurately extracted and ascertained by the management from the unaudited books of accounts for the period ended and as at September 30, 2023 and other relevant records and documents maintained by the Company.
 - c) Verified the arithmetical accuracy of book value of total assets as per Part I of the Statement.
8. We conducted our examination of the Statement in accordance with the 'Guidance Note on Reports or Certificates issued for Special Purposes (Revised 2016)' issued by the Institute of Chartered Accountants of India (ICAI). This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Conclusion

10. Based on our examination, as mentioned in paragraph 8 above, the procedures performed by us as mentioned in paragraph 7 above and according to the information and explanations and representations provided to us by the management of the Company, nothing has come to our attention that causes us to believe that the particulars relating to the Book Value of Assets of the Company contained in Columns A to J of Part I of the Statement and Financial Covenants disclosed under Part II of the Statement furnished by the Company in respect of Listed Non-Convertible Debentures, read with and subject to the notes thereon have not been accurately extracted and ascertained by the management from the unaudited books of account and other relevant records and documents maintained by the Company for the period ended and as at September 30, 2023.

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Restriction on Use

11. This certificate has been issued for the sole use of the Board of Directors of the Company, to whom it is addressed, for submission to Debenture Trustee in terms of the Regulations 56(1)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and should not be used by any other person or for any other purpose without our prior consent. We neither accept nor assume any liability for any other purpose or to any other party to whom our certificate is shown or into whose hands it may come without our prior consent in writing.

For Goyal Malhotra & Associates

Chartered Accountants

FRN: 008015C

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CA (Dr.) Manoj Goyal

Partner

Membership No.: 098958

Place: Noida

Date: November 09, 2023

UDIN: 23098958BGUXVS4818

Statement contains details of security cover and financial covenants for listed NCDs as at September 30, 2023 by Avaada SataraMH Private Limited in connection with Regulations 54(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company, under the Debenture trust deed dated February 18, 2022 (“Debenture trust deed”) entered with Catalyst Trusteeship Ltd, the Debenture Trustee, has issued the following secured, redeemable, rated, listed and interest bearing non-convertible debentures securities (“NCD”)

ISIN	Private Placement	Facility	Secured/ Unsecured	Sanctioned Amount (INR Million)	Face value outstanding as on September 30, 2023 (INR Million)	Net Outstanding as on September 30, 2023 (INR Million)
INE0CSU07013	Yes	Non Convertible Debenture (NCD)	Secured	2,700.00	2,524.50	2,515.09

**Part I
Statement for Security cover available for listed non-convertible debentures**

(INR Million)

Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H	Column I	Column J	Column K	Column L	Column M	Column N	Column O
Particulars	Description of asset for which this certificate relate	Exclusive Charge	Exclusive Charge	Pari- Passu Charge	Pari- Passu Charge	Pari- Passu Charge	Assets not offered as Security	Elimination (amount in negative)	(Total C to H)	Related to only those items covered by this certificate				
		Debt for which this certificate being issued	Other Secured Debt	Debt for which this certificate being issued	Assets shared by pari passu debt holder (includes debt for which this certificate is issued & other debt with pari-passu charge)	Other assets on which there is pari-Passu charge (excluding items covered in Column F)		debt amount considered more than once (due to exclusive plus pari passu charge)		Market Value for Assets charged on Exclusive basis	Carrying /book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not applicable) (refer note 4)	Market Value for Pari passu charge Assets	Carrying /book value for pari passu charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not applicable)	Total Value (K+L+M+ N)
		Book Value	Book Value	Yes/No	Book Value	Book Value	Book Value	Book Value	Book Value					
ASSETS														
Property, Plant and Equipment	Refer note 4	-	-		3,322.08	-	-	-	3,322.08	-	-	-	3,322.08	3,322.08
Capital Work-in- Progress		-	-		-	-	-	-	-	-	-	-	-	-
Investment properties		-	-		-	-	-	-	-	-	-	-	-	-
Goodwill		-	-		-	-	-	-	-	-	-	-	-	-
Intangible Assets	Refer note 4	-	-		471.68	-	-	-	471.68	-	-	-	471.68	471.68
Intangible Assets under Development		-	-		-	-	-	-	-	-	-	-	-	-
Investments	Refer note 4	-	-		250.53	-	-	-	250.53	-	-	-	250.53	250.53
Loans		-	-		-	-	-	-	-	-	-	-	-	-
Inventories	Refer note 4	-	-		2.24	-	-	-	2.24	-	-	-	2.24	2.24
Trade Receivables	Refer note 4	-	-		138.51	-	-	-	138.51	-	-	-	138.51	138.51
Cash and Cash Equivalents	Refer note 4	-	-		55.18	-	-	-	55.18	-	-	-	55.18	55.18
Bank Balances other than Cash and Cash Equivalents		-	-		231.10	-	-	-	231.10	-	-	-	231.10	231.10
Others	Refer note 4	-	-		135.28	-	-	-	135.28	-	-	-	135.28	135.28
Total Assets		-	-	-	4,606.60	-	-	-	4,606.60	-	-	-	4,606.60	4,606.60

Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H	Column I	Column J	Column K	Column L	Column M	Column N	Column O
Particulars	Description of asset for which this certificate relate	Exclusive Charge	Exclusive Charge	Pari- Passu Charge	Pari- Passu Charge	Pari- Passu Charge	Assets not offered as Security	Elimination (amount in negative)	(Total C to H)	Related to only those items covered by this certificate				
		Debt for which this certificate being issued	Other Secured Debt	Debt for which this certificate being issued	Assets shared by pari passu debt holder (includes debt for which this certificate is issued & other debt with pari-passu charge)	Other assets on which there is pari-Passu charge (excluding items covered in Column F)		debt amount considered more than once (due to exclusive plus pari passu charge)		Market Value for Assets charged on Exclusive basis	Carrying /book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not applicable) (refer note 4)	Market Value for Pari passu charge Assets	Carrying /book value for pari passu charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not applicable)	Total Value (=K+L+M+ N)
		Book Value	Book Value	Yes/No	Book Value	Book Value		Book Value		Book Value	Book Value	Book Value	Relating to Column F	
LIABILITIES														
Debt securities to which this certificate pertains		2,515.09	-				-	-	2,515.09	-	-	-	2,515.09	2,515.09
Other debt sharing pari-passu charge with above debt		-	-				-	-	-	-	-	-	-	-
Other Debt														
Subordinated debt														
Borrowings							170.87		170.87					
Bank														
Debt securities														
Others														
Trade Payable							22.36		22.36					
Lease Liabilities							261.26		261.26					
Provisions							0.15		0.15					
Interest accrued but not due														
Others							87.96		87.96					
Total Liabilities		2,515.09	-	-	-	-	542.60	-	3,057.69	-	-	-	2,515.09	2,515.09
Cover on Book Value														4,606.60
Cover on Market Value														-
Total Security Cover (i)														4,606.60
Debt securities to which this certificate pertains including interest accrued but not due (ii)														2,515.09
Pari passu Security Cover Ratio (in times) (i)/(ii)														1.83

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Part II: Statement of compliance of financial covenants for listed Non- Convertible Debentures (NCDs) as at and for the half year ended September 30, 2023

Category A: Financial Covenants

Sl. No.	Particulars	As at September 30, 2023	Remarks
1	Debt Service Coverage Ratio	1.48	Refer A.1
2	Project Life Coverage Ratio	1.52	Refer A.2
3	Debt to EBDITA	5.42	Refer A.3
4	Security cover	1.83	Refer statement of security cover

Calculation of financial covenants ratios:

As per the debenture trust deed, these financial covenant are to be complied on consolidated basis of the restricted Group. Restricted group includes the Company, Clean Sustainable Energy Private Limited, Avaada Solarise Energy Private Limited and Fermi Solarfarms Private Limited. The Management monitors these covenant on a consolidated basis for the restricted group.

A.1 Deb Service Coverage Ratio

Particulars	Avaada SataraMH Private Limited (A)	Fermi Solarfarms Private Limited (B)	Clean Sustainable Energy Private Limited (C)	Avaada Solarise Energy Private Limited (D)	As at September 30, 2023 (A+B+C+D)	Remarks
Profit before tax of the relevant period	75.82	119.05	(24.62)	123.47	293.72	
Viability gap funding received (if any)	-	3.33	-	-	3.33	
Amortisation/Depreciation for the period including other non-cash items	81.87	90.31	101.02	134.45	407.65	
Deferred tax	(13.01)	(30.17)	5.94	(31.06)	(68.30)	
Interest and other charges (which form part of the finance charges under the profit and loss statements of the relevant member of the Restricted Group) accrued/payable by any member of the Restricted Group during the relevant period, in respect of any debt incurred by any member of the Restricted Group but excluding any interest payable by the sponsor or its Group.	109.09	119.42	126.26	185.35	540.12	
Add: Offtaker Receivable March 31, 2023	111.01	230.39	52.75	269.90	664.05	
Less: Offtaker Receivable September 30, 2023	(138.51)	(165.31)	(50.83)	(230.92)	(585.57)	
Total (A)	226.27	367.02	210.52	451.19	1,255.00	
Interest and other charges (indicated as finance charges under the financial statements of each member of the restricted Group) accrued/payable during the relevant period, with respect to any debt incurred by each member of the Restricted Group	91.29	104.93	107.10	173.38	476.70	
Repayment installments payable by each member of the Restricted Group during the relevant period, with respect to any debt incurred by each member of the restricted Group	67.50	101.10	100.20	99.80	368.60	
Total (B)	158.79	206.03	207.30	273.18	845.30	
Deb Service Coverage Ratio (A/B)					1.48	

A.2 Project Life Coverage Ratio

Particulars	As at September 30, 2023	Remarks
NPV of all future EBITDA of the members of the Restricted Group discounted using an interest rate of 10 year annualized government securities and spread of 2.05%, calculated using XNPV function in MS Excel (A)	2,039.59	
Outstanding financial indebtedness availed by the members of the Restricted Group from the persons excluding the Financial Indebtness availed by any member of the Restricted Group from (i) the Promoter (ii) other member of the Group (B)	1,345.54	
PLCR (A/B)	1.52	

A.3 Debt to EBDITA

Particulars	Avaada SataramH Private Limited (A)	Fermi Solarfarms Private Limited (B)	Clean Sustainable Energy Private Limited (C)	Avaada Solarise Energy Private Limited (D)	As at September 30, 2023 (A+B+C+D)	Remarks
Debt (A)	2,524.50	3,134.10	3,106.20	4,690.60	13,455.40	
Income of the Restricted Group	287.59	355.74	359.11	502.31	1,504.75	
Less: Interest income from loans and/or debt to any other sister concerns and/or associate concerns and/or Group companies and/or associate companies of the Company					-	
Less: Operating expenses (excluding interest and depreciation)	(20.81)	(26.96)	(156.45)	(59.04)	(263.26)	
EBITDA (B) (Annualised)	533.56	657.56	405.32	886.54	2,482.98	
Debt to EBITDA (A/B)	4.73	4.77	7.66	5.29	5.42	

Category B: Accounts / Funds/ Reserves maintained

Sl.No	Particulars	As at September 30, 2023	Remarks
1	Debt Service Reserve Account	234.14	Refer B.1
2	Debenture Redemption Reserve	110.77	Refer B.2

Computation of Reserves

B.1 Debt Service Reserve Account

SI No.	Particulars	As at September 30, 2023	Remarks
1	Coupon payable under the Finance Documents during the following 9 months	125.98	
2	Principle Amount payable under the Finance Documents during the following 9 months	101.25	
3	Requirement as per Debenture Trust deed (A)	227.23	
	Balance as on September 30, 2023 for Debt Service Reserve Account		
4	Fixed deposit	234.14	
5	Total (B)	234.14	
6	(Excess)/ Shortfall (A-B)	(6.90)	

B.2 Details of Debenture Redemption Reserve/ Debenture Redemption/ maintenance of funds as per Companies (Share capital and Debentures) Rules, 2014

Under the guidelines of Sec 71(4) of the Companies Act the Company has maintained the Debenture Redemption Reserve Account lower of 10% of the amount of remaining outstanding NCD issued or accumulated amount of retained earnings available at the end of the financial year.

Part III

Statement of other financial covenants for listed Non- Convertible Debentures (NCDs) as at September 30, 2023

As per debenture trust deed, the Company is required to monitor certain financial covenants (i.e. Debt Service Coverage Ratio, Project Life Coverage Ratio, Debt to Earnings Before Interest, Taxes, Depreciation, and Amortization (EBITDA) ratio and Security cover ratio). Accordingly, as at September 30, 2023, the Company has monitored the aforesaid financial covenants.

Notes:

1. The above financial information has been extracted from the audited books of account as at September 30, 2023.
2. The Company has determined the security cover as per Regulations 54(1) of SEBI(LODR) Regulations, 2015, as amended.
3. As on September 30, 2023, the Company has considered book value of assets as market value.
4. On March 2, 2022, the Company has issued 2,700 secured, redeemable, rated, listed non-convertible debentures "NCD" having a face value of INR 10,00,000 each at a fixed coupon rate of 6.75% per annum payable quarterly, at par aggregating to INR 2,700 million on private placement basis. These NCDs will be due for maturity on February 28, 2025.

These NCDs are secured by:

- a. First ranking pari passu charge on immovable properties of the Company, including project land, both present and future comprising of moveable fixed assets, current assets, all receivables, bank accounts, and all reserves maintained by the Company in relation to the Debentures.
- b. First ranking pari passu security (by way of assignment/charge) over all the rights, title, interest, benefits, claims, and demands under project documents,
- c. Exclusive pledge over up to 74% of the total issued and paid-up share capital of the Company,
- d. Unconditional and irrevocable corporate guarantee from Avaada Solarise Energy Private Limited, Fermi Solarfarms Private Limited and Clean Sustainable Energy Private Limited (on a joint and several basis) in favor of the Debenture Trustee, in accordance with the terms of the Deed of Guarantee.

As per Debenture trust deed, NCD are also secured by first ranking pari passu charge on immovable properties of the Company, including project land as at September 30, 2023.

For and on behalf of Board of Directors of Avaada SataraMH Private Limited

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Gulab Singh
Director
DIN: 08561956
Date: Nov 09, 2023
Place: Noida

**SANDEEP
MAHESH**

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SANDEEP MAHESH
Date: 2023.11.09
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Sandeep Mahesh
Director
DIN: 08193555
Date: Nov 09, 2023
Place: Noida

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