



Correspondence Office:
406, Hubtown Solaris,
N. S. Phadke Marg, Andheri (E),
Mumbai – 400069,
T : +91-22-6140 8000

Registered Office:
910/19, Suryakiran,
Kasturba Gandhi Marg,
New Delhi – 110 001,
T: +011-68172100
E: avaadasolarise@avaada.com
Website: <https://avaada.com/solarise/>

Date: May 22, 2024

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

Ref: BSE Scrip Code: 973825, ISIN: INE07H107012

Sub: Compliance of Regulation 54(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 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) Regulation, 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 the year ended March 31, 2024.

Request to kindly take the same on record.

Yours faithfully,
For Avaada Solarise Energy Private Limited

Tapan Mali
Company Secretary & Compliance Officer

CC:

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

Enclosure: as above

Independent Auditor's Certificate on Book Value of Assets of the Company Contained in Columns A to J of "Statement of Security Cover and Statement of Compliance Status of Financial Covenants in respect of Listed Non-Convertible Debt Securities of the Company for the year ended and as at March 31, 2024" ("the Statement")

To
The Board of Directors
Avaada Solarise Energy Private Limited
910/19, Suryakiran, Kasturba Gandhi Marg,
New Delhi 110001

1. This certificate is issued in accordance with the terms of our engagement letter dated November 08, 2023.
2. We, Deloitte Haskins & Sells, Chartered Accountants (Firm's Registration No. 015125N), are the Statutory Auditors of Avaada Solarise Energy 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 Statement of Security Cover (hereinafter referred as "Part I") and Statement of Compliance Status of Financial Covenants (hereinafter referred as "Part II") in respect of Listed Non-Convertible Debt Securities of the Company for the year ended and as at March 31, 2024".

The Statement is prepared by the Company from the audited books of account and other relevant records and documents maintained by the Company as at March 31, 2024 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 Non-Convertible 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 and the same is initialled by us for identification purposes only.

Management's Responsibility

3. The preparation of the Statement is the responsibility of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. 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; and making estimates that are reasonable in the circumstances.
4. The management of the Company is also responsible for ensuring that the Company complies with all the relevant requirements of the SEBI Regulations and for providing all relevant information to the Debenture Trustees and for complying with all the covenants as prescribed in the terms of Debenture Trust Deed.

Auditor's Responsibility

5. Pursuant to the 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, our responsibility for the purpose of this

Deloitte Haskins & Sells

certificate is to provide a limited assurance on whether the book value of assets of the Company contained in Columns A to J of the Statement have been accurately extracted and ascertained from the audited books of account of the Company and other relevant records and documents maintained by the Company, and whether the Company has complied with the financial Covenants of the Listed Non-Convertible Debt Securities.

6. A limited assurance engagement involves making inquiries, primarily of the Company's personnel responsible for financial and accounting matters and applying analytical and other review procedures. The procedures performed vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. 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.

Accordingly, we have performed the following procedures in relation to the statement:

- a) Read the debenture trust deed mentioned in para 2 above, in respect to listed Non-Convertible Debentures to determine the requirement relating to security cover and for compliance with applicable financial covenant as at March 31, 2024, to the extent disclosed in the statement.

Part I of 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 by the management from the audited books of account for the year ended and as at March 31, 2024 and other relevant records and documents maintained by the Company.
- c) Verified the arithmetical accuracy of book value of total assets contained in columns A to J of Part I of the statement.

Part II of the Statement

- d) For Sr.no. 4 'Security cover' under 'Category A: Financial Covenant' in the Part II of the Statement, traced the ratio from the security cover ratio computed in Part I of the Statement.
 - e) For Sr.no. 1 'Debt Service Reserve Account' under 'Category B' in the Part II of the Statement, performed the following procedures:
 - i) Verified the amount mentioned in S.no. 1 and 2 in note B.1 from the repayment schedule as per Debenture trust Deed.
 - ii) Verified the amount mentioned in Sr.no. 4 from the note no. 5(a) in the financial Statement. Verified the mathematical accuracy of S.no. 3, 5 and 6.
7. We conducted our examination and obtained the explanations in accordance with the Guidance Note on Reports or Certificates for Special Purposes 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 Institute of Chartered Accountants of India.
 8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Review Historical Financial Information, and Other Assurance and Related Services Engagements.

Other Matter

9. The financial covenant as referred to in S.no. 1, 2 and 3 under 'Category A: Financial Covenant' in the Part II of the Statement are monitored on combined basis of the Restricted Group. Restricted Group comprises the four

Deloitte Haskins & Sells

fellow subsidiaries which includes the Company, Clean Sustainable Energy Private Limited, Avaada SataraMH Private Limited, Fermi Solarfarms Private Limited. The Management monitors these covenants on a consolidated basis for the Restricted Group. Management has obtained the certificate on compliance of financial covenants (Debt Service Coverage Ratio, Project Life Coverage Ratio and Debt to EBDITA) on a combined basis from statutory auditor of Avaada SataraMH Private Limited.

Conclusion

10. Based on the procedures performed as referred to in paragraph 6 above and according to the information, read with the matter described in the paragraph 9 above and explanations provided to us by the Management of the Company, nothing has come to our attention that causes us to believe that the Book Value of Assets of the Company contained in Columns A to J of Part I and Financial Covenants disclosed under Category A and Category B of 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 by the management from the audited books of account and other relevant records and documents maintained by the Company for the year ended and as at March 31, 2024.

Restriction on Use

11. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of submission to Debenture Trustee and should not be used by any other person or for any other purposes without our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No. 015125N)

**Vikas
Khurana**  Digitally signed
by Vikas Khurana
Date: 2024.05.22
18:46:50 +05'30'

Vikas Khurana
Partner

Membership No. 503760
UDIN: 24503760BKFDHQ9134

Place: Gurugram
Date: May 22, 2024

Statement containing details of security cover and financial covenants for listed NCDs as at March 31, 2024 by Avaada Solarise Energy 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 March 31, 2024 (INR Million)	Net Outstanding as on March 31, 2024 (INR Million)
INE07H107012	Yes	Non Convertible Debenture (NCD)	Secured	4,990.00	4,590.80	4,576.82

**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					Total Value (=K+L+M+ N)
		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-)	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)		
		Book Value	Book Value	Yes/No	Book Value	Book Value	Book Value	Book Value	Book Value			Relating to Column F			
Assets															
Property, Plant and Equipment	Refer note 4	-	-	-	5,525.65	-	135.15	-	5,660.80	-	-	-	-	5,525.65	5,525.65
Right-of-use asset	Refer note 4	-	-	-	258.34	-	-	-	258.34	-	-	-	-	258.34	258.34
Investments	Refer note 4	-	-	-	472.34	-	-	-	472.34	-	-	-	-	472.34	472.34
Loans	Refer note 4	-	-	-	0.15	-	-	-	0.15	-	-	-	-	0.15	0.15
Inventories	Refer note 4	-	-	-	12.81	-	-	-	12.81	-	-	-	-	12.81	12.81
Trade Receivables	Refer note 4	-	-	-	339.92	-	-	-	339.92	-	-	-	-	339.92	339.92
Cash and Cash Equivalents	Refer note 4	-	-	-	11.84	-	-	-	11.84	-	-	-	-	11.84	11.84
Bank Balances other than Cash and Cash Equivalents	Refer note 4	-	-	-	21.93	-	-	-	21.93	-	-	-	-	21.93	21.93
Others	Refer note 4	-	-	-	493.68	-	-	-	493.68	-	-	-	-	493.68	493.68
Total Assets		-	-	-	7,136.66	-	135.15	-	7,271.81	-	-	-	-	7,136.66	7,136.66

Part II: Statement of compliance of financial covenants for listed Non- Convertible Debentures (NCDs) as at and for the year ended March 31, 2024

Category A: Financial Covenants

Sl.No	Particulars	As at March 31, 2024	Remarks
1	Debt Service Coverage Ratio	1.42	Refer A.1
2	Project Life Coverage Ratio	1.46	Refer A.1
3	Debt to EBDITA	5.33	Refer A.1
4	Security cover	1.56	Refer Part I

Calculation of financial covenants ratios:

A.1 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 SataraMH Private Limited, Fermi Solarfarms Private Limited. The Management monitors these covenant on a consolidated basis for the restricted group. Management has obtained the certificate on compliance of financial covenants (Debt Service Coverage Ratio, Project Life Coverage Ratio and Debt to EBDITA) on a combined basis from statutory auditor of Avaada SataraMH Private Limited.

Category B: Accounts / Funds/ Reserves maintained

Sl.No	Particulars	As at March 31, 2024	Remarks
1	Debt Service Reserve Account	400.10	Refer B.1

Computation of Reserves

B.1 Debt Service Reserve Account

S. no.	Particulars	As at March 31, 2024
1	Coupon payable under the Finance Documents during the following 9 months	230.92
2	Principle Amount payable under the Finance Documents during the following 9 months	149.70
3	Requirement as per Debenture Trust Deed (A)	380.62
	Balance as on March 31, 2024 for Debt Service Reserve Account	
4	Fixed deposits	400.10
5	Total (B)	400.10
6	(Excess) / Shortfall (A - B)	(19.48)

Notes:

1. The above financial information has been extracted from the audited books of account as at March 31, 2024.

2. The Company has determined the security cover as per Regulations 54(1) of SEBI(LODR) Regulations, 2015, as amended.

3. As on March 31, 2024, the Company has considered book value of assets as market value.

4. On March 2, 2022, the Company has issued 4,990 secured, redeemable, rated, listed non-convertible debentures "NCD" having face value of INR 1,000,000 each at fixed coupon rate of 6.75% (effective interest rate is 7.10%) per annum payable quarterly, at par aggregating to INR 4,990 million on private placement basis. NCDs are due for maturity on February 28, 2025. As outstanding amount of NCD is due within next twelve month, the entire amount of NCD outstanding of March 31, 2024 has been classified as current.

The Management is confident that the Company will able to repay the NCD's through refinancing either from the proceeds of fresh issuance of NCDs or a Term Loan facility. Further, the Parent Company (i.e. Avaada Energy Private Limited) has confirmed that it will continue to provide the financial support to the Company in the foreseeable future as and when required.

These NCDs are secured by:

- a. The substitution right in respect of the Implementation Support Agreements and the Sub-Lease Agreements, duly acknowledged and consented to by the Lessor, in accordance with the terms of the Substitution Letter.
- b. First ranking pari passu charge on both present and future comprising of moveable fixed assets, current assets, all receivables, bank accounts, all reserves maintained by the Company in relation to the Debentures (excluding project land) on which Debenture trustees has exclusive charge.
- c. First ranking pari passu charge over all the rights, title, interest, benefits, claims and demands under project documents
- d. Exclusive pledge over up to 99.99% of the total issued and paid-up share capital of the Company and 100% of the compulsory convertible debentures approved by its shareholders,
- e. Unconditional and irrevocable corporate guarantee from Fermi Solarfarms Private Limited, Avaada SataramH Private Limited and Clean Sustainable Energy Private Limited (on a joint and several basis) in favour of the Debenture Trustee, in accordance with the terms of the Deed of Guarantee.

For and on behalf of Board of Directors of Avaada Solarise Energy Private Limited

**Rajesh
Bihari
Dwivedi**
Digitally signed by
Rajesh Bihari
Dwivedi
Date: 2024.05.22
18:37:40 +05'30'

Rajesh Bihari Dwivedi
Director
DIN: 09133422
Place: Noida
Date: May 22, 2024

**GOPAL
GOEL**
Digitally signed
by GOPAL GOEL
Date: 2024.05.22
18:37:57 +05'30'

Gopal Goel
Director
DIN: 09133443
Place: Noida
Date: May 22, 2024