

# Fermi Solarfarms Private Limited

CIN: U40106DL2013FTC248848

**Registered Office:**

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New Delhi – 110 001

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**Date: May 22, 2024**

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

**Ref: BSE Scrip Code: 973829, ISIN: INE404X07015**

**Sub: Compliance of Regulations 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) 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 quarter and financial year ended March 31, 2024.

Request to kindly take the same on record.

**For Fermi Solarfarms Private Limited**

**Shweta Mankar  
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  
Fermi Solarfarms 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 **Fermi Solarfarms 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 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

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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. 4(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 fellow subsidiaries which includes the Company, Clean Sustainable Energy Private Limited, Avaada Solarise Energy Private Limited and Avaada SataraMH Private Limited. The Management monitors these covenants on a combined basis for the Restricted Group. Management has obtained the certificate on compliance of financial covenants on a combined basis from statutory auditor of Avaada SataraMH Private Limited. Accordingly, we have not performed any procedure on the same for the purpose of this certificate.

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## 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  
17:51:38 +05'30'

**Vikas Khurana**  
Partner

Membership No. 503760  
UDIN: 24503760BKFDHN5699

Place: Gurugram  
Date: May 22, 2024

Statement containing details of security cover and financial covenants for listed NCDs as at March 31, 2024 by Fermi Solarfarms 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)
INE404X07015	Yes	Non Convertible Debenture (NCD)	Secured	3,370.00	3,033.00	3,031.66

Part I

Statement for Security cover available for listed non-convertible debentures

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 (Refer note 4)	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 3)	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					
<b>ASSETS</b>														
Property, Plant and Equipment	Refer note 4	3,986.48	-	-	-	-	18.37	-	4,004.86	-	3,986.48	-	-	3,986.48
Investments	Refer note 4	285.10	-	-	-	-	-	-	285.10	-	285.10	-	-	285.10
Loans	Refer note 4	2.72	-	-	-	-	-	-	2.72	-	2.72	-	-	2.72
Inventories	Refer note 4	11.06	-	-	-	-	-	-	11.06	-	11.06	-	-	11.06
Trade Receivables	Refer note 4	193.96	-	-	-	-	-	-	193.96	-	193.96	-	-	193.96
Cash and Cash Equivalents	Refer note 4	106.42	-	-	-	-	-	-	106.42	-	106.42	-	-	106.42
Bank Balances other than Cash and Cash Equivalents	Refer note 4	338.82	-	-	-	-	-	-	338.82	-	338.82	-	-	338.82
Others	Refer note 4	197.24	-	-	-	-	-	-	197.24	-	197.24	-	-	197.24
<b>Total Assets</b>		<b>5,121.80</b>	-	-	-	-	<b>18.37</b>	-	<b>5,140.18</b>	-	<b>5,121.80</b>	-	-	<b>5,121.80</b>



**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**

S.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 EBITDA (Annualised)	5.33	Refer A.1
4	Security cover	1.69	Refer part I

**Calculation of financial covenants ratios:**

- A.1 As per the debenture trust deed, these financial covenant are to be complied on combined basis of the Restricted Group. Restricted Group includes the Company, Clean Sustainable Energy Private Limited, Avaada Solarise Energy Private Limited and Avaada SataramH Private Limited. The management monitors these covenants on combined 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 EBIDTA as mentioned in S. No 1,2, and 3 above) on a combined basis from statutory auditor of Avaada SataramH Private Limited.

**Category B: Accounts / Funds/ Reserves maintained**

S.No	Particulars	As at March 31, 2024	Remarks
1	Debt Service Reserve Account	303.32	Refer B.1

**Computation of Reserves**

**B.1 Debt Service Reserve Account**

Sl. no.	Particulars	As at March 31, 2024
1	Coupon payable under the Finance Documents during the following 9 months	151.67
2	Principle Amount payable under the Finance Documents during the following 9 months	151.65
3	<b>Requirement as per Debenture Trust Deed (A)</b>	<b>303.32</b>
	Balance as on March 31, 2024 for Debt Service Reserve Account	
4	Bank deposit	338.82
5	<b>Total (B)</b>	<b>338.82</b>
6	<b>(Excess)/ Shortfall (A-B)</b>	<b>(35.50)</b>

**Notes:**

1. The above financial information has been extracted from the unaudited 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 3,370 secured, redeemable, rated, listed non-convertible debentures "NCD" having face value of INR 1,000,000 each at fixed coupon rate of 6.75% per annum payable quarterly, at par aggregating to INR 3,370 million on private placement basis. These NCDs will be 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 31 March 2024 has been classified as current.

The management is confident that the Company will be 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. First ranking charge on both present and future comprising of moveable fixed assets, immovable properties (including project land except mentioned below), current assets, all receivables, bank accounts, all reserves maintained by the Company in relation to the Debentures.
- b. First ranking 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 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,
- d. Unconditional and irrevocable corporate guarantee from Avaada Solarise Energy Private Limited, Avaada SataraMH Private Limited, 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

All the above asset are also covered by second ranking charge by the offtaker in relation to Viability Gap Funding support.

As per Debenture trust deed, NCDs are also secured by first ranking charge on immovable properties of the Company including project land, further security on the Immoveable property should be created and perfected within 6 months from deemed date of allotment of NCDs. However as on March 31, 2024, security not created on a land parcel measuring 14.65 acres. The Company has received approval from 100% debenture holder along with the debenture trustee to exclude this parcel of land from the security package and replace the same with an Fixed Deposit. The company has created a Deposit of INR 23.50 million for the same with the Escrow Bank.

**For and on behalf of board of directors of Fermi Solarfarms Private Limited**

**Prashant Choubey**  
Digitally signed by  
Prashant Choubey  
Date: 2024.05.22  
17:44:49 +05'30'

**Prashant Choubey**  
Director  
DIN: 08072225  
Date: May 22, 2024  
Place: Noida

**Ravi Kant Verma**  
Digitally signed by  
Ravi Kant Verma  
Date: 2024.05.22  
17:45:03 +05'30'

**Ravi Kant Verma**  
Director  
DIN: 07299159  
Date: May 22, 2024  
Place: Noida