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Date: November 9, 2023

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

Ref: BSE Scrip Code: 973827, ISIN: INE00JT07017

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 asset cover and financial covenants for listed NCDs of the Company for the quarter and half year ended September 30, 2023.

Request to kindly take the same on record.

Yours faithfully,
For Clean Sustainable Energy Private Limited

Pankhuri Agrawal
Company Secretary & Compliance Officer

CC:

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

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November 9, 2023

To
The Board of Directors
Clean Sustainable Energy Private Limited
Hubtown Solaris, 4th Floor, 406, N.S., N.S.
Phadke Marg, Near Andheri East West Flyover,
Mumbai - 400069

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 half year ended and as at September 30, 2023

1. This certificate is issued in accordance with the terms of our engagement letter dated November 8, 2023.
2. We, Deloitte Haskins & Sells LLP, Chartered Accountants (Firm's Registration No. 117366W/W-100018), are the Statutory Auditors of **Clean Sustainable 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 Part I and compliance with Financial Covenants disclosed under S.no. 4 under Category A and Category B of Part II of the accompanying statement comprising of (i) Part I containing details of security cover and (ii) Part II containing compliance of financial covenants as per Debenture trust deed dated February 18, 2022 for listed Non-Convertible Debentures ("Listed NCDs") for half year ended and as at September 30, 2023 including notes thereon (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 for the half year ended and 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 (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.

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 for the half year ended and 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 S.no. 4 under Category A and Category B of Part II of the Statement furnished by the Company in respect of Listed Non-Convertible Debentures have been accurately extracted by the management from the unaudited books of account and other relevant records and documents maintained by the Company for the half year 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 covenants for the half year ended and as at September 30, 2023, 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 unaudited books of account for the half year 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.

Part II of the Statement

- d) For S.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 S.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
 - i) Verified the amount mentioned in S.no. 4 from accounting records provided by the management.
 - ii) Verified the mathematical accuracy of S.no. 3, 5 and 6.
 - f) For S.no. 2 'Debenture Redemption Fund' under 'Category B' in the Part II of the Statement, traced the amount from Debenture Redemption Reserve amount as disclosed in Additional information pursuant to requirement of Regulation 52(4) of Security and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015 as amended.
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.

Other Matter

10. 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, Fermi Solarfarms 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.

Conclusion

11. Based on the procedures performed and evidence obtained, as mentioned in paragraph 7 above, read with the matter described in the paragraph 10 above and according to the information and explanations 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 and Financial Covenants disclosed under S.no. 4 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 the notes thereon have not been accurately extracted by the management from the unaudited books of account and other relevant records and documents maintained by the Company for the half year ended and as at September 30, 2023.

Restriction on Use

12. 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 SEBI Regulations, 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 **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

**ROBIN
JOSEPH** Digitally signed by
ROBIN JOSEPH
Date: 2023.11.09
18:48:54 +05'30'

Robin Joseph
Partner
(Membership No.512029)
(UDIN: 23512029BHAKLO2974)

Place: Gurugram
Date: November 9, 2023

Statement contains details of security cover and financial covenants for listed NCDs for the half year ended and as at September 30, 2023 by Clean Sustainable 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 September 30, 2023 (INR Million)	Net outstanding as on September 30, 2023 (INR Million)
INE00JT07017	Yes	Non Convertible Debenture (NCD)	Secured	3,340.00	3,106.20	3,077.28

Part I

Statement for Security cover available for listed non-convertible debentures

(Amount in 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)	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 5	4,235.24	-	-	-	-	-	-	4,235.24	-	4,235.24	-	-	4,235.24
Capital Work-in- Progress		-	-	-	-	-	-	-	-	-	-	-	-	-
Right-of-use asset	Refer note 5	52.80	-	-	-	-	-	-	52.80	-	52.80	-	-	52.80
Goodwill		-	-	-	-	-	-	-	-	-	-	-	-	-
Intangible Assets		-	-	-	-	-	-	-	-	-	-	-	-	-
Intangible Assets under Development		-	-	-	-	-	-	-	-	-	-	-	-	-
Investments	Refer note 5	636.62	-	-	-	-	-	-	636.62	-	636.62	-	-	636.62
Loans		-	-	-	-	-	-	-	-	-	-	-	-	-
Inventories	Refer note 5	15.57	-	-	-	-	-	-	15.57	-	15.57	-	-	15.57
Trade Receivables	Refer note 5	50.83	-	-	-	-	-	-	50.83	-	50.83	-	-	50.83
Cash and Cash Equivalents	Refer note 5	10.61	-	-	-	-	-	-	10.61	-	10.61	-	-	10.61
Bank Balances other than Cash and Cash Equivalents	Refer note 5	19.71	-	-	-	-	-	-	19.71	-	19.71	-	-	19.71
Others	Refer note 5	361.96	-	-	-	-	-	-	361.96	-	361.96	-	-	361.96
Total Assets		5,383.34	-	-	-	-	-	-	5,383.34	-	5,383.34	-	-	5,383.34

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

S.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.1
3	Debt to EBDITA (Annualised)	5.42	Refer A.1
4	Security cover	1.75	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, Avaada Solarise 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 (Annualised) 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 September 30, 2023	Remarks
1	Debt Service Reserve Account	326.88	Refer B.1
2	Debenture Redemption Reserve	288.58	Refer B.2

Computation of Reserves

B.1 Debt Service Reserve Account

S.No	Particulars	As at September 30, 2023	Remarks
1	Coupon payable under the Finance Documents during the following 9 months	154.58	
2	Principle Amount payable under the Finance Documents during the following 9 months	150.30	
3	Requirement as per Debenture Trust Deed (A)	304.88	
	Balance as on September 30, 2023 for Debt Service Reserve Account		
4	Fixed deposits	326.88	
5	Total (B)	326.88	
6	(Excess) / Shortfall (A - B)	(22.00)	

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.

Notes:

1. The above financial information has been extracted from the unaudited books of account of the Company for the half year ended and 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. We represent that there is no charge created in favour of any other secured lenders.
4. As on September 30, 2023, the Company has considered book value of assets as market value.
5. On March 2, 2022 the Company has issued 3,340 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 7.48% (March 31, 2023: 7.48%) per annum payable quarterly, at par aggregating to INR 3,340 million on private placement basis. These NCDs will be due for maturity on February 28, 2025.

These NCDs are secured by:

- a. First-ranking charge by way of mortgage over the all rights, interests and title of the Company in the leasehold rights in relation to the immovable properties.
- b. First ranking charge over all present and future moveable fixed assets, current assets and bank accounts of the Company, assignment/ security over rights under project documents, reserves maintained by the Company in connection with the Debentures.
- c. First ranking security (by way of assignment/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.
- e. Unconditional and irrevocable corporate guarantee from Avaada Solarise Energy Private Limited, Avaada SataraMH Private Limited, Fermi Solarfarms Private Limited (on a joint and several basis) in favor of the debenture trustee, in accordance with the terms of the deed of guarantee.

For and on behalf of Board of Directors of Clean Sustainable Energy Private Limited

Jay Shankar Shukla
Digitally signed by Jay Shankar Shukla
Date: 2023.11.09 18:36:43 +05'30'

Jay Shankar Shukla
Director
DIN: 03121099
Place: Mumbai
Date : November 09, 2023

MURTUZA ABDULHUSEIN KAKUJI
Digitally signed by MURTUZA ABDULHUSEIN KAKUJI
Date: 2023.11.09 18:36:28 +05'30'

Murtuza Kakuji
Director
DIN: 08959504
Place: Mumbai
Date : November 09, 2023