

To
The Secretary
(Listing Department)
Bombay Stock Exchange Limited ('BSE')
Phiroze Jeejeebhoy Towers, Dalal Street,
Fort Mumbai 400001,
Maharashtra India.

Scrip Name: Clean Max Enviro Energy Solutions Private Limited
Scrip Code: 973979
ISIN: INE647U07023

Subject: Certificate of Security Cover under Regulation 54 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended for quarter ended on 30 June 2023:

Dear Sir/Madam,

With reference to the captioned subject, please find enclosed herewith Certificate of Security Cover as required under Regulation 54 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, for the quarter ended on 30 June 2023.

This is for your information, record, and appropriate dissemination.

Thanking you
Yours faithfully,

For Clean Max Enviro Energy Solutions Private Limited

Ratika Gandhi
Company Secretary and Compliance Officer
ICSI Membership No.: A29732

Date: 4 August 2023
Place: Mumbai

Encl: a/a

REF: MP/2023-24/64

To
The Board of Directors,
Clean Max Enviro Energy Solutions Private Limited
4th Floor, The International,
16 Maharshi Karve Road, New Marine Lines,
Cross Road, No.1, Churchgate, Mumbai, Maharashtra 400020

Independent Auditor's Certificate on Book Value of Assets of the Clean Max Enviro Energy Solutions Private Limited contained in the Statement of Security Cover in respect of Listed Non-Convertible Debentures of the Company as at and for the period ended June 30, 2023

1. This certificate is issued in accordance with the terms of our engagement letter with reference no. MP/EL/2022-23/10 dated October 04, 2022.
2. We, Deloitte Haskins & Sells LLP, Chartered Accountants, the statutory auditors of Clean Max Enviro Energy Solutions Private Limited (the "**Company**"), have been requested by the Management of the Company to certify the Book Value of Assets of the Company contained in the Statement of Security Cover in respect of Listed Non-Convertible Debentures as at and for the period ended June 30, 2023 (hereinafter referred together as "**Statement**").

The Statement is prepared by the Company from the unaudited books of account and other relevant records and documents maintained by the Company as at and for the period ended June 30, 2023 (hereinafter referred to as the "**unaudited books of account**") 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 Vistra ITCL (India) Limited, Debenture Trustee of the above mentioned Listed Non-Convertible Debentures (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 initialed 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 providing all relevant information to the Debenture Trustees and for complying with all the requirements for maintenance of Security Cover as prescribed in the amended and restated Debenture Trust Deed dated December 05, 2022 (hereinafter referred to as the "Agreement").

Full

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 the Statement have been accurately extracted from the unaudited books of account maintained by the Company. This did not include the evaluation of adherence by the Company with terms of the Agreement and the SEBI Regulations.
6. The engagement involves performing procedures to obtain sufficient appropriate evidence to provide limited assurance on the Statement as mentioned in paragraph 2 above. 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) Obtained and read the Statement compiled by the Management from the unaudited books of account.
 - b) Verified that the information contained in Columns A to J of the Statement have been accurately extracted from the unaudited books of account of the Company and other relevant records and documents maintained by the Company, in the normal course of its business.
 - c) Verified the arithmetical accuracy of the information included in the Statement.
 - d) Reviewed the terms of the Agreement to understand the nature of charge (viz. exclusive charge or pari-passu charge) on assets of the Company.
 - e) Obtained Register of Charges maintained by the Company as per the requirements of the Companies Act, 2013 to understand the composition of charges created on assets of the Company.
 - f) Made necessary inquiries with the management and obtained relevant representations in respect of matters relating to the Statement.
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.

Conclusion

9. Based on the procedures performed as referred to in paragraph 6 above and according to the information and explanations provided to us by the Management of the Company and representation obtained from the Company, nothing has come to our attention that causes us to believe that the Book Value of Assets of the Company contained in the Statement of Security Cover have not been accurately extracted from the unaudited books of account of the Company and other relevant records and documents maintained by the Company.
10. Our work was performed solely to assist you in meeting your requirements to comply the requirements as mentioned in paragraph 2 above. Our obligations in respect of this certificate are entirely separate from and our responsibility and liability is in no way changed by any other role we may have (or may have had) as the statutory auditors of the Company or otherwise. Nothing in this certificate nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as auditors of the Company.

Deloitte Haskins & Sells LLP

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 Vistra ITCL (India) Limited (the Debenture Trustee) (for onward submission to SEBI) 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. Further, we do not accept any responsibility to update this certificate, subsequent to its issuance.

For Deloitte Haskins & Sells LLP

Chartered Accountants
(Firm Registration No. 117366W/W-100018)

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Mehul Rajanikan
Parekh
Date: 2023.08.04
18:01:55 +05'30'

Mehul Parekh

Partner
(Membership No.121513)
(UDIN: 23121513BGYAEK8272)

Place: Mumbai
Date: August 04, 2023

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Clean Max Enviro Energy Solutions Pvt. Ltd.



(Rs. In Million)

Statement of Security Cover in respect of Listed Non-Convertible Debentures as at and for the period ended June 30, 2023

Column A Particulars	Column B Description of asset for which this certificate relate	Column C Exclusive Charge	Column D Exclusive Charge	Column E Debt for which this certificate being issued	Column F Assets secured by part of this certificate (includes debt for which other debt with part-pass charge)	Column G Part-Pass Charge	Column H Assets not offered as security	Column I Debt amount eliminated (amount in negative)	Column J (Total C to I)	Column K Market Value for Assets Charged and Excluded	Column L Carrying /book value for assets in charge assets (not applicable for Bank Balance, ODA or DBLA market value is not applicable)	Column M Market Value for Part-Pass charge Assets (Nil)	Column N Carrying value/book value for part-pass charge value is not ascertainable or applicable for Bank Balance, ODA or DBLA market value is not applicable)	Column O Total Value (K+L+M+N)
ASSETS														
Property, Plant and Equipment		6,513.79					43.16		6,732.43					
Capital Work in Progress							142.93		142.93					
Bank Balances							1.31		1.31					
Trade Receivables		187.71					4.98		192.69					
Intangible Assets under Development														
Prepaid Expenses					Yes	2,004.25	13,695.71		15,699.96		2,344.18		2,344.18	
Long term Inter corporate deposits given to certain subsidiaries					Yes	1,902.41	3,658.00		7,322.64			1,902.41	1,902.41	
Trade Receivables				73.82			239.91		239.91					
Trade Receivables				4,780.34			4,815.16		4,815.16					
Bank Balances other than Cash and Cash equivalents				1,421.41			943.34		1,421.41					
Others				353.42			1,881.32		5,312.41					
Total		8,891.15		8,891.15		3,906.66	18,427.52		43,244.52			2,344.18	1,902.41	4,246.59
LIABILITIES														
Debt securities to which this certificate pertains (Gross value)			4,990.00			4,990.00		(4,990.00)	4,990.00		4,990.00			4,990.00
Unamortised Transaction costs pertaining to debt securities to which this certificate pertains			(177.79)			(177.79)		177.79	(177.79)					
Other debt sharing part-pass charge with above debt						981.40			981.40					
Other debt														
Subordinated Debt														
Bank				204.18					204.18					
Other Securities														
Others				4,695.20					4,695.20					
Trade payables				7,278.88			7,278.88		7,278.88					
Trade liabilities				38.54			38.54		38.54					
Other liabilities				38.54			38.54		38.54					
Others				8,652.56			8,652.56		8,652.56					
Total		4,813.21		4,783.42		5,783.61	16,212.66	(4,813.21)	26,709.71		4,990.00			4,990.00
Share of Equity Shares of the Company held by certain shareholders			1,566.13		Yes	2,736.32			1,537.54			2,877.08		
Cover on Bank Value									1.51					1.51
Cover on Market Value									0.31					0.31

* Valuation of assets is considered on the basis of the last round equity valuation as mentioned in Schedule IV to the amended and updated Information Document dated December 05, 2022.



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Notes:

1. As per sub para (a) of Para 3.1 of the circular SEBI/HO/MIRSD/MIRSD_CRAD1/CIR/P/2022/67 dated May 19, 2022, the statutory auditor of the listed entity is required to certify only the book values of the assets provided in the above Statement.
2. The Management of the Company has extracted requisite information for compilation in above table from the unaudited books of account of the Company after exercising necessary due diligence to ensure that they are true and correct.
3. Security cover as per book value for NCDs amounting to Rs. 499 crores is 1.51 times.
4. The Company has signed a shareholder agreement and a share subscription agreement with Brookfield Green Transition Fund at a pre-money primary valuation of INR 33,500 Millions (subject to closing adjustments proposed to happen in September, 2023) and the funds are in the process of being infused. Due to this we have not constituted the equity valuation of INR 33,500 Millions in calculation of security cover at market value.
5. The Company is required to maintain minimum security cover of 1.5:1 based on the market value in accordance with the requirement stated in Schedule XIV to the amended and restated debenture trustee deed dated December 05, 2022. The above disclosure on security cover per book value has been disclosed as per the requirements of the format as prescribed in Annexure 1 to the SEBI Circular SEBI/HO/MIRSD/MIRSD_CRAD1/CIR/P/2022/67 dated May 19, 2022.
6. Cover on book value as stated under section 44(1)(g) + 44(1)(h) of Equity Shares is the Company held by certain shareholders + Assets shared by pari-passu (amounting to) in securities for which the certificate is being issued / Debt securities in which this Certificate pertains (Market Value)

For Clean Max Enviro Energy Solutions Private Limited

Authorized Signatory
Place : Mumbai
Date : August 04, 2023

In terms of our certificate bearing reference number
MF/2023-24/64 dated August 04, 2023
UDIN: 23121513BGYAEK8272

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