

<b>The Listing Department, National Stock Exchange of India Limited</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051	<b>Corporate Relationship Department BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai 400 001
<b>Units:</b> <b>Scrip ID/Symbol:</b> SEITINVIT <b>ISIN:</b> INEOR8O23017	<b>Debt Securities:</b> <b>Scrip Code:</b> 976381/ <b>Scip ID:</b> 75855SEI35 <b>ISIN:</b> INEOR8O07010

**Sub: Submission of Security Cover as per Regulation 54 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 for the quarter ended on June 30, 2025**

Dear Madam/Sir,

In accordance with Regulation 54 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_CRADT/CIR/P/2022/67 dated May 19, 2022, applicable provisions of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and other circulars or guidelines or amendments as may be applicable, we wish to inform you that the Sustainable Energy Infra Trust (“SEIT”) has maintained the ‘Security Cover’ for the quarter ended on June 30, 2025 as per the terms and conditions specified in the relevant debt security trust deed(s) and applicable regulations, and the security cover certificate provided by the Statutory Auditors of SEIT, is enclosed herewith.

The abovementioned information shall also be made available on the website of SEIT at: [www.seit.co.in](http://www.seit.co.in).

You are requested to kindly take the same on record.

Thanking you,

For **Sustainable Energy Infra Investment Managers Private Limited**  
(acting as the Investment Manager of Sustainable Energy Infra Trust)

**Devjeet Ghosh**  
**Compliance Officer**

**Place: Mumbai**

**CC: Axis Trustee Services Limited** (“Units Trustee”)  
Axis House, P B Marg, Worli, Mumbai, Maharashtra, India, 400025.

**CC: Catalyst Trusteeship Limited** (“Debt Securities Trustee”)  
Unit No- 901, 9<sup>th</sup> Floor, Tower B, Peninsula Business Park, Senapati Bapat Marg,  
Lower Parel (W), Mumbai – 400013.

**REF: MP/2025-26/29**

To  
The Board of Directors,  
Sustainable Energy Infra Investment Managers Private Limited (the "Investment Manager") acting in its capacity as an Investment Manager of the Sustainable Energy Infra Trust (The "Trust")  
Cowrks, Ground Floor,  
Winchester, South Avenue Road,  
Powai,  
Mumbai- 400076.

**Independent Auditor's Certificate on Book Value of Assets of the Sustainable Energy Infra Trust contained in the "Statement of Security Cover and Statement of Compliance Status of Financial Covenants in respect of Non-Convertible Debt Securities of the Trust as at and for Quarter ended June 30, 2025" ("the Statement").**

1. This certificate is issued in accordance with the terms of our engagement letter with reference no. MP/EL/2025-26/08 dated July 18, 2025.
2. We, Deloitte Haskins & Sells LLP, Chartered Accountants, the statutory auditors of Sustainable Energy Infra Trust (the "Trust"), have been requested by the Management of the Investment Management of the Trust (the "Management") to certify the Book Value of Assets of the Trust contained in the Statement, and whether the Trust has complied with financial covenants with respect to the Listed Secured Redeemable Non-Convertible debt Securities issued and outstanding as at June 30, 2025 as given in note 3 of the Statement ("the debt securities").

The Statement is prepared by the Investment Manager of the Trust from the unaudited books of account and other relevant records and documents maintained by the Trust as at and for the quarter ended June 30, 2025 (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 Catalyst Trusteeship Limited, Debenture Trustee of the above mentioned Non-Convertible Debt Securities (hereinafter referred to as the "Debenture Trustee") issued by the Trust and outstanding as at June 30, 2025. The responsibility for compiling the information contained in the Statement is of the Management of the Investment Manager 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 Investment Manager, 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 Investment Manager is also responsible for providing all the relevant information to the Debenture Trustees, and for complying with all the requirements as stated in SEBI Regulations and as prescribed in the amended and restated Information Memorandums/Debenture Trust Deeds (hereinafter referred to as the "Agreement") for maintenance of Security Cover.

**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 Trust contained in the Statement have been accurately extracted from the unaudited books of accounts of the Trust and other relevant records and documents maintained by the Trust, and whether the Trust has complied with financial covenants of the debt securities. This did not include the evaluation of adherence by the Trust 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 5 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 of the Investment Manager from the unaudited books of account of the Trust.
  - b) Traced the information contained in Columns A to J of the Annexure A of the Statement from the unaudited books of account of the Trust as at and for the quarter ended June 30, 2025 and other relevant records and documents maintained by the Trust, in the normal course of its business.
  - c) Checked 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 Trust.
  - e) Obtained Register of Charges maintained by the Trust's Subsidiaries as per the requirements of the Companies Act, 2013 to confirm the disclosure of secured assets.
  - f) Read the terms relating to financial covenants as set forth in Clause 31 of the Debt Security Trust Deed and recomputed the financial covenants accordingly.
  - g) Made necessary inquiries with the management of the Investment Manager and obtained 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 ICAI.
  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 Investment Manager and representations obtained from the Trust, nothing has come to our attention that causes us to believe that the Book Value of Assets of the Trust contained in Columns A to J of the Annexure A of the Statement have not been accurately extracted from the unaudited books of account of the Trust and other relevant records and documents maintained by the Trust and that the Trust has not complied with financial covenants of the debt securities.

# Deloitte Haskins & Sells LLP

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 as the statutory auditors of the Trust 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 Trust.

## Restriction on Use

11. This certificate is addressed to and provided to the Board of Directors of the Investment Manager of the Trust solely for the purpose of submission to Catalyst Trusteeship Limited (the Debenture Trustee) (for onward submission to SEBI, Bombay Stock Exchange and National Stock Exchange) 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's Registration No. 117366W/W-100018)

MEHUL  
RAJANIKA  
NT PAREKH

Digitally signed by  
MEHUL  
RAJANIKANT  
PAREKH  
Date: 2025.07.25  
12:41:57 +05'30'

Place: Mumbai  
Date: July 25, 2025

**Mehul Parekh**  
Partner  
(Membership No. 121513)  
(UDIN: 25121513BMLFMS3928)



**Note:**

1. The Trust, under the Debt Security Trust Deed dated January 29, 2025 entered with Catalyst Trusteeship Limited, (the “Debenture Trustee”) in respect of senior, secured, listed, rated, redeemable, non-convertible debt securities has issued the following Debt Securities -

ISIN	Private Placement /Public Issue	Secured/ Unsecured	Facility	Outstanding as at June 30, 2025 (Amount in INR million)	Interest Accrued As on June 30, 2025 (Amount in INR million)	Security Cover required as per Debt Security Trust Deed
INE0R8007010	Private Placement	Secured	Non-Convertible Debt Securities	7,500.00	1.56	1:1

2. The amount disclosed in column A to J is accurately extracted from standalone unaudited financial statement of the Trust, underlying books of account and other relevant records and documents maintained by the Trust for the quarter ended June 30, 2025 prepared in accordance with the Indian Accounting Standard, and/or any addendum thereto as defined in rule 2(1)(a) of Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India.
3. As per sub para (a) of Para 3.1. of the circular SEBI/HO/MIRSD/MIRSD\_CRADT/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. The market values (realisable value) of the Investments in equity share of subsidiaries and Secured and Unsecured loans from Trust to subsidiaries (including interest receivable thereto) have been considered based on the reports of independent valuer dated May 19, 2025, which has not been subjected to review by the statutory auditor.
4. The Trust has determined the asset cover in accordance with the terms of the Debt Security Trust Deed dated January 29, 2025, as amended, in respect of the Debt Securities and as per Regulations 54(1) and 56(1)(d) of SEBI Regulations.
5. In terms of aforesaid Debt Security trust deed, these debt securities are secured by way of first ranking pari passu charge:
- A. A first ranking pari passu Security Interest, on the following (other than over the Erstwhile Sponsor Claims):
- (a) all the Accounts, the current accounts (other than the Debt Service Reserve Account and Issue Proceeds Account) and all other bank accounts of the Issuer in which the Free Cashflows from the Project SPVs and surplus cashflows from the Excluded SPVs after complying with the: (i) cashflow waterfall specified under the financing documents entered into by the Excluded SPVs in respect of the External SPVs Debt; and (ii) distribution policy of the Excluded SPV in accordance with the SEBI InvIT Regulations, will be deposited/ credited or any other account opened / maintained by the Issuer and all other cashflows of the Issuer;
  - (b) all immovable assets (if any) of the Issuer, moveable assets of the Issuer, current assets and the receivables of the Issuer in relation to the Project SPVs, present and future including but not limited to:
    - (i) all receivables of the Issuer from the Project SPVs and the Excluded SPVs after complying with the (A) cashflow waterfall specified under the financing documents entered into by the Excluded SPVs in respect of the External SPVs Debt; and (B) distribution policy of the Excluded SPV in accordance with the SEBI InvIT Regulations;
    - (ii) loans and advances made by the Issuer to Project SPVs; and
    - (iii) the interest and principal repayment of loans advanced by the Issuer to Project SPVs; and
    - (iv) dividends and any other amounts to be paid / payable by the Project SPVs to the Issuer.
  - (c) all rights, interests, benefits and claims in respect of the Insurance Contracts of the Issuer;

- (d) all immoveable assets of the Issuer (if any);
  - B. An agreement to assign the secured loans advanced by the Issuer to the Project SPVs and the rights of the Issuer thereto;
  - C. A pledge over 100% (one hundred percent) of the equity shares and other quasi equity securities of all Project SPVs held by the Issuer and MRPL (as the case maybe) on a Fully Diluted Basis (excluding the Nominee Shares), subject to Section 19(2) and Section 19(3) of the Banking Regulation Act, 1949;
  - D. A negative lien, other than on Permitted Disposals, on the immovable and movable assets (including current assets and cash flows) of the Project SPVs, subject to the rights of the relevant counterparties under the respective Power Purchase Agreements;
  - E. A contractual arrangement to ensure that the Security Trustee is appointed as the irrevocable agent of the Issuer under the secured loans and advances granted or proposed to be granted by the Issuer to all the Project SPVs.
  - F. A first ranking exclusive Security Interest on the Debt Service Reserve, maintained either by the Issuer itself or by any of the DSRA Maintaining SPVs.
6. This statement is prepared in accordance with Regulation 54 read with Regulation 56(1)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular on Monitoring and Disclosures by Debenture Trustee(s) vide circular No. SEBI / HO / MIRSD / MIRSD CRADT / CIR / P / 2022 / 67 dated May 19, 2022 ("the Regulations").

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- B. Statement of compliance status of financial covenants as specified below in respect of listed non-convertible debt securities of the Trust for the period starting from July 01, 2024 to June 30, 2025 (trailing 12 month) calculated as per the corresponding table mentioned below.

**Calculation of Debt Service Coverage Ratio** : to be maintained at not less than 1.15 times  
For the period July 01, 2024 to June 30, 2025

S.no.	Particulars	At June 30, 2025
	<p><b>"Debt Service Coverage Ratio"</b> or <b>"DSCR"</b> shall mean, on any date, the ratio of (1a) is to (1b) below: (all considered on a consolidated basis i.e. for all SPVs (including Project SPVs and Excluded SPVs), for the trailing 12 (twelve) months period;) <b>However, for a period of 1 (one) year from the Initial Drawdown Date, the testing for the purpose of determining satisfaction of DSCR will be done on a quarterly basis based on the DSCR calculations from the Initial Drawdown Date.</b></p>	
1a	<b>Cash Flow available for debt servicing</b>	<b>6,388.87</b>
	EBITDA (Refer 1c)	6,289.84
	<b>Add:</b> any amount of Tax Refund	14.20
	<b>Add:</b> any decrease in working capital requirements of the Borrower (Refer note ii below)	84.83
1b	the aggregate of all scheduled repayments and the entire scheduled interest, paid on a consolidated basis in relation to the external Financial Indebtedness (i.e. Financial Indebtedness availed from the banks and/or financial institutions) of the Borrower and all SPVs (including the Project SPVs and the Excluded SPVs) during the trailing 12 (twelve) months excluding any bullet repayment made or any refinancing done for the scheduled principal repayment in relation to such Financial Indebtedness.	3,503.58
1c	<b>"EBITDA"</b> shall mean, in relation to any period, and in relation to the Borrower on a consolidated basis i.e. for all SPVs (including Project SPVs and Excluded SPVs),	<b>6,289.84</b>
	<b>the Profit before Taxes</b>	1,136.74
	<b>Add:</b> depreciation	2,925.90
	<b>Add:</b> finance costs (Refer note iii below)	2,680.43
	<b>Adjusting for -</b>	
	Less: Interest on fixed deposits and gain on investments in mutual fund (net)	(299.36)
	Less: any other non-cash item (net)	(153.87)
	<b>Debt Service Coverage Ratio (1a / 1b)</b>	<b>1.82 x</b>

**Note:**

- i The above financial information has been extracted from the unaudited books of account of the trust for the period from July 01, 2024 to June 30, 2025.
- ii Working capital changes = (Changes in current assets - Changes in current liability).
- a. Current assets excludes Cash and cash equivalents, Other bank balances, Investments in mutual funds and fixed deposits and interest thereon
- b. Current liability excludes borrowings & interest thereon
- iii Finance cost excludes interest cost on lease liabilities.

The Trust has complied with the financial and other covenants including affirmative, informative, negative and general covenants, as prescribed in the Debt Security Trust Deed with respect to Non-convertible Debt Securities issued by it.

**For Sustainable Energy Infra Investment Managers Private Limited**

(acting in its capacity as Investment Manager to the Sustainable Energy Infra Trust)

**GAURAV MALHOTRA**  
A

Digitally signed by GAURAV MALHOTRA  
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pseudonym=23414daab1854d3c959d96e86  
d895b35,  
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e7140e5016857341b429295568f293e0f,  
postalCode=110092, st=Delhi,  
serialNumber=48e55c84502b104914a9e245  
7f588896d5af9977e3b10dd1fd8404931676  
a18f, cn=GAURAV MALHOTRA  
Date: 2025.07.25 12:35:12 +05'30'

Gaurav Malhotra  
(Chief Executive Officer & Chief Financial Officer)  
Date: July 25, 2025  
Place: Mumbai