

Certificate on maintenance of security cover and compliance with the covenants as per the Offer Document/ Information Memorandum pursuant to Regulation 56(1)(d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Board of Directors of
Energy Efficiency Services Limited,
New Delhi – 110 003

1. Introduction

As required by Regulation 56(1)(d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, **Energy Efficiency Services Limited** ("the Company") having its registered office at NFL Building, 5th and 6th Floor, Core-III, Scope Complex, Lodhi Road, New Delhi – 110 003 desires a certificate regarding maintenance of security cover as on 30 June 2023, as per the terms of Offer Document/ Information Memorandum, in the form of book debts/ receivables on the amounts due and payable to all secured lenders in respect of listed debt securities ("Secured Lenders") issued by the company including compliance with the financial covenants of such Offer Document/ Information Memorandum in respect of listed non-convertible debt securities.

Accordingly, company has prepared the details of security cover available for debenture holders in accordance with the unaudited financial statements as at 30 June 2023 and other relevant documents/ records maintained by the company as per attached **Annexure 'I'**.

We have stamped and initialled the same for identification purposes.

2. Management's responsibility

The management of the company is responsible for:

- a. ensuring that maintenance of the security cover available for debenture holders is more than the cover required as per Offer Document/ Information Memorandum in respect of listed non-convertible debt securities;
- b. accurate computation of security cover available for debenture holders based on unaudited financial results of the company as on 30 June 2023;
- c. compliance with the covenants of the Offer Document/ Information Memorandum in respect of listed non-convertible debt securities; and
- d. preparation and maintenance of proper accounting and other records and design, implementation and maintenance of adequate internal procedures/ systems/ processes/ controls relevant to the creation and maintenance of the aforesaid records.

This responsibility includes ensuring that the relevant records provided to us for our examination are correct and complete.



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3. Auditor's responsibility

Based on our examination of the security cover available for non-convertible debenture holders, which has been prepared from the unaudited financial results as on 30 June 2023 and relevant records provided by the Company, our responsibility is to provide limited assurance that security cover available for debenture holders has been maintained in accordance with the Offer Document/ Information Memorandum in respect of listed debt securities.

Our responsibility is also to provide the limited assurance that prima facie the company has complied with the financial covenants mentioned in the Offer Document/ Information Memorandum in respect of listed debt securities.

We conducted our examination in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' ("the Guidance Note"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI). Further, our scope of work did not involve performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements/ results of the company, taken as whole. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements/ results, specified elements, accounts or items thereof for the purpose of this certificate. Accordingly, we do not express such an opinion.

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 Service Engagements.

A limited assurance engagement includes performing procedures to obtain sufficient appropriate audit evidence on the reporting criteria mentioned above. The procedures selected depend on Auditor's judgement, including the assessment of the risks associated with reporting criteria.

The procedures performed in a limited assurance engagement varies in nature and timing from, and are less in extent than for, a reasonable assurance. Consequently, the level of assurance obtained in a limited assurance is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

4. Conclusion

Based on our examination and as per the information and explanation given to us, nothing has come to our attention that causes us to believe that;

- a. the computation of security cover available for debenture holders contained in **Annexure 'I'** is not in agreement with the aforesaid unaudited financial results, and other relevant records and documents maintained by the company.
- b. security cover available for debenture holders is not 100 percent or more than the cover required as per Offer Document/ Information Memorandum in respect of listed debt securities.
- c. the company has not complied with the financial covenants of the Offer Document/ Information Memorandum in respect of listed debt securities.



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5. Restriction on use

This certificate has been issued at the specific request of the company pursuant to the requirements of Regulation of 56(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. It should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.

**For S.P. Chopra & Co.
Chartered Accountants
Firm Registration No. 000346N**



A handwritten signature in black ink, appearing to read 'Ankur Goyal', with a long horizontal line extending from the end of the signature.

**Ankur Goyal
Partner
Membership No. 099143
UDIN 23099143BGPMXH3184**

**Place: New Delhi
Date: 12 August 2023**

Column A	Column F	Column G	Column H	Column I	Column J	Column K	Column L	Column M	Column N	Column O
Particulars	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				
	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 value/ 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						Relating to Column F		
Assets		NA								
Property, plant and equipment	2,78,779.13	-	2,921.05	-	2,81,700.18	-	-	-	2,78,779.13	2,78,779.13
Capital work-in-progress	1,16,159.25	-	-	-	1,16,159.25	-	-	-	1,16,159.25	1,16,159.25
Right of use assets	-	-	778.66	-	778.66	-	-	-	-	-
Goodwill	-	-	-	-	-	-	-	-	-	-
Intangible assets	-	-	230.89	-	230.89	-	-	-	-	-
Intangible assets under development	-	-	-	-	-	-	-	-	-	-
Investments	-	-	45,964.74	-	45,964.74	-	-	-	-	-
Loans	-	933.09	4,490.26	-	5,423.35	-	-	-	-	-
Inventories	-	13,659.91	-	-	13,659.91	-	-	-	-	-
Trade receivables	-	3,79,937.21	-	-	3,79,937.21	-	-	-	-	-
Cash and cash equivalents	-	60,822.17	-	-	60,822.17	-	-	-	-	-
Bank balances other than cash and cash equivalents	-	3,851.02	21,148.23	-	24,999.25	-	-	-	-	-
Others	224.81	47,101.60	53,376.66	-	1,00,703.07	-	-	-	224.81	224.81
Total	3,95,163.19	5,06,305.00	1,28,910.49	-	10,30,378.68	-	-	-	3,95,163.19	3,95,163.19
Liabilities										
Debt securities to which this certificate pertains	26,569.78	-	-	-	26,569.78	-	-	-	26,569.78	26,569.78
Other debt sharing pari-passu charge with above debt	1,35,908.18	-	-	-	1,35,908.18	-	-	-	1,35,908.18	1,35,908.18
Other debts	-	-	-	-	-	-	-	-	-	-
Subordinated Debts										
Borrowings										
Banks	-	1,63,099.26	24,820.72	-	1,87,919.98	-	-	-	-	-
Debt Securities	-	-	-	-	-	-	-	-	-	-
Others	-	15,000.00	3,31,704.29	-	3,46,704.29	-	-	-	-	-
Trade payables	-	-	1,09,606.52	-	1,09,606.52	-	-	-	-	-
Lease liabilities	-	-	93.64	-	93.64	-	-	-	-	-
Provisions	-	-	1,260.04	-	1,260.04	-	-	-	-	-
Others	-	-	78,143.18	-	78,143.18	-	-	-	-	-
Total	1,62,477.96	1,78,099.26	5,45,628.39	-	8,86,205.61	-	-	-	1,62,477.96	1,62,477.96
Cover on book value									2.43	2.43
Cover on market value										
Pari-passu security cover ratio		2.43								



Signature

