



**Yarrow Infrastructure Private Limited**  
CIN: U70200DL2010PTC206346

**Registered Office:**  
M-18, Diwan House,  
Ajay Endave,  
New Delhi-110018  
Email: corp.secretarial@sembcorp.com  
Website: www.sembcorpindia.com/yarrow.html

Date: August 11, 2023

To,  
**BSE Limited Listing Department,**  
1st Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai – 400001

**Ref.:** (1) Regulation 54 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular bearing reference no. SEBI/HO/MIRSD/MIRSD\_CRADT/CIR/P/2022/67 dated May 19, 2022

(2) Yarrow Infrastructure Private Limited; Scrip Code: 973289; ISIN – INE001W07011

**Sub.: Security Cover Certificate as at June 30, 2023**

Dear Sir/ Madam,

Pursuant to regulation 54 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular bearing reference no. SEBI/HO/MIRSD/MIRSD\_CRADT/CIR/P/2022/67 dated May 19, 2022, please find enclosed herewith **Security Cover Certificate as at June 30, 2023**, with respect to the Non-convertible Debentures issued by Yarrow Infrastructure Private Limited.

The above information is also available on the website of the Company i.e. <https://www.sembcorpindia.com/yarrow.html>

You are requested to kindly take the same on record.

Thanking you.

For **Yarrow Infrastructure Private Limited**

MAHENDRA Digitally signed by  
GOTTIPATI MAHENDRA GOTTIPATI  
Date: 2023.08.11  
15:00:21 +05'30'

**Mahendra Gottipati**  
**Whole Time Director**  
**DIN: 09824710**

**CC:**

**Axis Trustees Services Limited**  
Axis House, Bombay Dyeing Mills Compound,  
Pandhurang Budhkar Marg, Worli, Mumbai - 400 025

# B S R & Co. LLP

Chartered Accountants

14th Floor, Central B Wing and North C Wing,  
Nesco IT Park 4, Nesco Center,  
Western Express Highway,  
Goregaon (East), Mumbai – 400063, India  
Telephone: +91 (22) 6257 1000  
Fax: +91 (22) 6257 1010

## **Private and confidential**

The Board of Directors  
Yarrow Infrastructure Private Limited  
328-329, 'G' Wing, Kanakia Zillion,  
LBS Road, BKC Annex,  
Kurla (w), Mumbai- 400070

11 August 2023

## **Auditor's report on Statement of Information on asset cover maintained with respect to listed non-convertible debentures as at 30 June 2023.**

1. This report is issued in accordance with the terms of our engagement letter dated 15 November 2022 and addendum to the engagement letter dated 01 August 2023.
2. The management has requested us to certify the particulars contained in the accompanying Statement of Information for listed Non-Convertible Debentures ('NCDs') attached herewith (the 'Statement') for Yarrow Infrastructure Private Limited (the 'Company') as at 30 June 2023. This Statement has been prepared by the Company to comply with Regulation 56 (d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended, and Regulation 15 (1) (t) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as amended (together referred to as the 'Regulations') for the purpose of its onward submission to Axis Trustee Services Limited (referred to as the 'Company's Debenture Trustee').
3. The certificate is required by the Company for onward submission to the Debenture Trustee in respect of its, 6.49% 5810 Rated, Secured, Listed, Redeemable, Non-convertible debentures of face value of INR 1,000,000 each aggregating to INR 58100 Lakhs.

## **Management's Responsibility**

4. 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.

5. The Management of the Company is also responsible for ensuring that the Company complies with the requirements of the Regulations and for providing all relevant information to the Debenture Trustee, including, amongst others, maintaining Security Coverage Ratio as per the Debenture Trust Deed of the NCDs (“Deed”).

#### **Auditor’s Responsibility**

6. Pursuant to the requirements of the Regulations, it is our responsibility to provide limited assurance on:
  - a. whether the book values mentioned in Column F of the Statement that forms part of calculation of Security Coverage Ratio (based on book value) have been accurately extracted from the un-audited books of account and other relevant records and documents maintained by the Company as at and for the period ended 30 June 2023 and that the computation of Security Coverage Ratio is arithmetically correct.
7. We have verified the arithmetical accuracy of the Security Coverage Ratio (based on book value) mentioned in the Statement is more than 1 times of the Principal and Interest value of the NCD as at and for period ended 30 June 2023.
8. Obtained the Deed and sighted Section 4.1.1 as per it, the secured Non- Convertible Debentures (NCDs) issued by the Company are fully secured by first ranking pari passu charge by way of hypothecation over all the hypothecated assets as per the deed of hypothecation including all present and future movable assets, both tangible and intangible, of the Company. Also, the NCDs are secured by other securities such as pledge of shares, charge over Trust and Retention account (TRA), charge over contracts (O&M, insurance etc.) and cross guarantees between the Restricted group entities as required by the Information Memorandum.
9. The Market Value mentioned in the Statement has been updated by the management of the Company. We have not performed any independent procedure in this regard. Our procedures are restricted to the details mentioned in Para 6 and 7 above with respect to calculation of Security Coverage Ratio based on the book value of assets extracted from the un-audited books of account and other relevant records and documents maintained by the Company as at and for the period ended 30 June 2023.
10. We conducted our examination of the Statement in accordance with the “Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)” (referred as ‘Guidance Note’) issued by the Institute of Chartered Accountants of India (‘ICAI’). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
11. 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.

Registered Office:

**Opinion**

12. Based on our examination of the un-audited books of account and according to the information, representation, confirmation and explanations provided to us by the management of the Company, nothing has come to our attention that causes us to believe that a) the Security Coverage Ratio calculated based on the book values mentioned in Column F of the Statement is less than 1 times of the Principal and Interest value of the NCDs read with notes thereon.

**Restriction on Use**

13. This certificate has been issued at the request of the Company, solely for the purpose as set forth in the para 2 and 3 above. It should not be used by any other person or for any other purpose. This certificate relates only to the Statement specified above and does not extend to any financial information of the Company or other information. 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. We have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate.

**For B S R & Co. LLP**

*Chartered Accountants*

Firm's Registration No: 101248W/W-100022

Rupen Dilip  
Kumar Shah

Digitally signed by  
Rupen Dilip Kumar  
Shah  
Date: 2023.08.11  
15:39:56 +05'30'

**Rupen Shah**

Partner

Membership No: 116240

UDIN: 23116240BGWVFB9329

Vadodara

11 August 2023

Registered Office:

ANNEXURE A- Security Cover Certificate as per the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as at June 30, 2023 of Yarrow Infrastructure Private Limited.

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 assets for which this certificate relate**	Exclusive Charge	Exclusive Charge	Pan-passu Charge	Pan-passu Charge	Pan-passu Charge	Not offered as Security	Elimination (amount in negative)	(Total C to H)*	Market Value for Assets charged on Exclusive basis	Carrying /book value for exclusive charge assets where market value is not ascertainable or 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	Total Value=(K+L+M+N)
		Book Value	Book Value	Yes/No	Book Value	Book Value				Relating to Column F	Relating to Column F			₹ in Thousand
<b>ASSETS</b>														
Property, plant and equipment					5,388,155.97		111.40		5,388,267.27					
Right of Use Assets					381,352.44				381,352.44					
Capital work in progress					14,516.85				14,516.85					
Investments					123,045.97		2,297,993.00		123,045.97			16,318,038.64		16,318,038.64
Loans								2,297,993.00	2,297,993.00					
Inventories														
Trade Receivables					208,349.39				208,349.39					
Cash and Cash Equivalents					52,311.44				52,311.44					
Others					265,009.30		351,071.02		616,080.32					
<b>Total</b>					<b>6,432,741.26</b>		<b>2,649,165.42</b>		<b>9,081,906.68</b>			<b>16,318,038.64</b>		<b>16,318,038.64</b>
<b>LIABILITIES</b>														
Debt securities to which this certificate pertains (including outstanding interest)					5,242,000.00				5,242,000.00			5,242,000.00		5,242,000.00
Other debt sharing pari-passu charge with above debt														
Other Debt														
Subordinated debt														
Borrowings														
Bank														
Debt Securities														
Others														
Trade Payables					55,897.94				55,897.94					
Lease Liabilities					106,525.31				106,525.31					
Provisions														
Others														
<b>Total</b>					<b>5,242,000.00</b>		<b>469,833.58</b>		<b>469,833.58</b>					
<b>Cover on Book Value</b>					<b>1.23</b>		<b>1,802,519.34</b>		<b>7,044,519.34</b>					
<b>Cover on Market Value</b>														<b>3.11</b>

Notes:

\* The above figures are stated from the details provided by the management as per the financial results of the Company for the quarter ended June 30, 2023  
 \*\* Enterprise Value: Enterprise Value (EV) is the measure of a company's total value. It looks at the entire market value rather than just the equity value, so all ownership interests and asset claims from both debt and equity are included. EV includes in its calculation the market capitalization of a company but also short-term and long-term debt as well as any cash on the company's balance sheet. Company has provided the securities as an Enterprise Value. Hence, we have calculated the Enterprise Value of the Company and the same is use for calculation of Security Cover Calculation.  
 \*\* The above security relates to the assets of 120 MW AC solar projects in Rajasthan and Karnataka, charged to the listed NCD holders.

For and on behalf of Board of Directors of  
**Yarrow Infrastructure Private Limited**

**MAHENDRA GOTTIPATI**  
 Mahendra Gollipati  
 Whole Time Director & CFO  
 DIN : 09824710  
 Place : Gurugram  
 Date: August 11, 2023