

KAILASH CHAND JAIN & CO. (Regd.)

CHARTERED ACCOUNTANTS

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Independent Auditor's Certificate

on

Security Cover and Compliance with Covenants as on December 31, 2023
under Regulation 54 read with Regulation 56(1)(d) of the Securities and Exchange Board of India
(Listing Obligations and Disclosure requirements) Regulations, 2015, as amended.

To,
The Board of Directors
Shrem Infra Invest Private Limited
(formerly known as Shrem Infra Structure Private Limited)
1101 Viraj Towers,
JN of Andheri Kurla Road,
W. E. Highway, Andheri (East)
Mumbai-400093

1. This certificate is issued in accordance with the terms of our engagement with Shrem Infra Invest Private Limited (Formerly known as Shrem Infra Structure Private Limited) ("the Company") having its registered office at 1101 Viraj Towers, JN of Andheri Kurla Road, W. E. Highway, Andheri (East) Mumbai-400093, Maharashtra.
2. We, Kailash Chand Jain & Co., Chartered Accountants, have been appointed as Statutory Auditors of the Company for the financial year 2023-24, and have been requested by the Company to examine the accompanying Statement ("Annexure - 1") showing Asset Cover as per the terms of "Debenture-Trust-Deed" and compliance with Covenants for the listed non-convertible debentures as at December 31, 2023 ("the Statement") which has been prepared by the Company from the Financial Statements and other relevant record and documents maintained by the Company as at December 31, 2023 pursuant to the requirements of the Regulation 54 read with Regulation 56(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended by SEBI Circular No. SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated May 19, 2022 on "Revised format for Security Cover certificate, monitoring and revision in timelines", ("the SEBI Regulations"), and has been signed by us for identification purpose only.
3. This Certificate is required by the Company for the purpose of submission with the Stock Exchange(s) to ensure Compliance with the SEBI Regulations in respect of its listed non-Convertible debt securities as at December 31, 2023 ("Debentures"). The Company has entered into agreement(s) with the Debenture Trustees ("Debenture Trust Deed") in respect of such Debentures, as indicated in the Statement.



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Management's Responsibility for the Statement

4. The preparation of the accompanying Statements including preparation of Annexure - 1 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.
5. The Management of the Company is also responsible for ensuring that the Company complies with all the relevant requirements of the SEBI Regulations and for providing all relevant information to the Debenture Trustees and Stock Exchanges and for the complying with all the covenants as prescribed in the Debenture Trust Deed.

Auditor's Responsibility

6. Pursuant to the requirements of the SEBI Regulations, it is our responsibility to report on the following based on our examination of the matters in the statement with reference to the books of account and other records of the company for the period ended 31st December 2023 which have been subjected to Limited Review as per the SEBI (LODR) requirements: to provide a limited assurance and conclude as to whether :-
 - a) the Company has maintained asset cover as per the terms of the Debenture Trust Deed; and
 - b) the Company is in compliance with all the covenants as mentioned in the Debenture Trust Deed as indicated in the Statement.
7. We have reviewed the Financial Statements of the Company for quarter and period ended December 31, 2023 and expressed an unmodified conclusion vide our Review Report dated February 01, 2024. We conducted our review of the Financial Statement in accordance with the Standard on Review Engagements (SRE) – 2410 – “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Financial Statements are free of material misstatement. A Review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we have not expressed an audit opinion.
8. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. 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.



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.

10. Our scope of work did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information of the Company taken as a whole. We have not performed an audit, the objective of which would be the expression of an opinion on the financial information, specified elements, accounts or items thereof, for the purpose of this Certificate. Accordingly, we do not express such opinion.

11. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the applicable criteria, mentioned in paragraph 6 above. The procedures performed vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement been performed. Accordingly, we have performed the following procedures in relation to the Statement:

- a) Obtained and read the Debenture Trust Deed and noted the asset cover percentage required to be maintained by the Company in respect of Debentures, as indicated in the Statement.
- b) Traced and agreed the principal amount of the Debentures outstanding as on December 31, 2023 to the Financial Statements of the Company as at and for the quarter ended December 31, 2023 referred to in paragraph 6 above.
- c) Obtained and read the particulars of asset cover required to be provided in respect of Debentures as indicated in the Debenture Trust Deed and compared it with the information furnished in Annexure - 1 of the Statement.
- d) Traced the Value of assets indicated in the Statement to the Financial Statements of the Company as at December 31, 2023, referred to in paragraph 6 above, and other relevant records maintained by the Company.
- e) Obtained the particulars of security created in the register of charges maintained by the Company. Traced the value of charge created against assets to the asset cover in Annexure-1 of the Statement.
- f) Examined and verified the arithmetical accuracy of the computation of asset cover indicated in Annexure- 1 of the Statement.
- g) With respect to compliance with financial covenants, we have performed following procedures:
 - i. Compared the financial covenants computed by the management as at December 31, 2023 with the requirements stipulated in the Debenture Trust Deed to verify whether such covenants are in compliance with the requirements of the Debenture Trust Deed.
 - ii. Performed necessary enquiries with the management regarding any instances of the non-compliance with financial covenants or communications received from the Trustees indicating any breach of covenants during the quarter ended December 31, 2023.



h) With respect to the non-financial covenants, we have reviewed the covenants and also obtained management representation that the Company has complied with all the other covenants including affirmative, informative, and negative covenants, as prescribed in the Debenture Trust Deed as at December 31, 2023.

Conclusion

12. Based on our examination, as above, and the information and explanations given to us reliance placed on the representations mentioned in paragraph 11(h) above, and procedures performed by us, as referred to in paragraph 11 above and according to the information and explanation received along with representations provided by the management, we report that the statement is in agreement with the unaudited books of account and other records of the Company as produced to us for our examination nothing has come to our attention that causes us to believe that:

- a. The Company has not maintained asset cover as per the terms of the Debenture Trust deed; and
- b. The Company is not in compliance with all the covenants as mentioned in the Debenture Trust Deed as on December 31, 2023.

Restriction on Use

This Certificate has been issued solely at the request of the Company's management, solely in connection with the purpose mentioned in the paragraph 3 above and to be submitted with the accompanying Statement to the Stock Exchanges and is not to be used or referred to for any other person. 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 Kailash Chand Jain & Co.
Chartered Accountants
Firm Reg. No. 112318W



CA Ronak Visaria

Partner

Membership No. 159973

Place: Mumbai

Date: 01.02.2024

UDIN: 24159973BK FV019278



Annexure I

Column A	Column B	Column C i	Column D ii	Column E iii	Column F iv	Column G v	Column H vi	Column I vii	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)	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 viii	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)
		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)						
		Book Value	Book Value	Yes/No	Book Value	Book Value							Relating to Column F	
ASSETS														
Property, Plant and Equipment	Property, Plant and Equipment	9.65 Cr		NO					9.65 Cr					
Capital Work-in-Progress				NA										
Right of Use Assets	Right of use Asset			NA			0.48 Cr		0.48 Cr					
Goodwill				NA										
Intangible Assets				NA										
Intangible Assets under Development				NA										
Investments (inclusive of Income if any)	Shrem Invt Units, Shrem Sewa Foundation, Shrem Enterprises Pvt Ltd, Commercial Paper	1714.19Cr	679.42	YES	31.03 Cr		250.31 Cr		2674.95 Cr	1714.19Cr		31.03 Cr.		1745.22 Cr



Annexure I

Loans								923.25 Cr		923.25 Cr		923.25 Cr
Inventories												
Trade Receivables												
Cash and Cash Equivalents	Cash and Bank Balances							33.36 Cr		33.36 Cr		33.36 Cr
Bank Balances other than Cash and Cash Equivalents												
Others								107.95 Cr		107.95 Cr		107.95 Cr
Total	1714.19 Cr	689.07 Cr			250.79 Cr			3749.64 Cr	1714.19 Cr	1095.59 Cr		2809.78 Cr
LIABILITIES												
Debt securities to which this certificate pertains	626.73 Cr							626.73 Cr	626.73 Cr			626.73 Cr
Other debt sharing pari-passu charge with above debt												
Other Debt												
Subordinated debt												
Borrowings												
Bank												
Debt Securities												
Others												
Trade payables												



[illegible]

- i. This column shall include book value of assets having exclusive charge and outstanding book value of debt for which this certificate is issued.
- ii. This column shall include book value of assets having exclusive charge and outstanding book value of all corresponding debt other than column C.
- iii. This column shall include debt for which this certificate is issued having any pari passu charge - Mention Yes, else No.
- iv. This column shall include a) book value of assets having pari-passu charge b) outstanding book value of debt for which this certificate is issued and c). other debt sharing pari- passu charge along with debt for which certificate is issued.
- v. This column shall include book value of all other assets having pari passu charge and outstanding book value of corresponding debt.
- vi. This column shall include all those assets which are not charged and shall include all unsecured borrowings including subordinated debt and shall include only those assets which are paid-for.
- vii. In order to match the liability amount with financials, it is necessary to eliminate the debt which has been counted more than once (included under exclusive charge column as also under pari passu). On the assets side, there shall not be elimination as there is no overlap.
- viii. Assets which are considered at Market Value like Land, Building, Residential/ Commercial Real Estate to be stated at Market Value. Other assets having charge to be stated at book value/Carrying Value.
- ix. The market value shall be calculated as per the total value of assets mentioned in Column

