

To  
The Secretary  
Listing Department  
BSE Limited  
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:** In principle approval for amendment in terms of the amended and restated debenture trust deed dated 29 November 2023.

Dear Sir/Madam,

Pursuant to the authorisation of the Board of Clean Max Enviro Energy Solutions Private Limited ("**the Company**") in the board meeting held on 4 April 2022 and the approval of the finance committee in its meeting held on 3 May 2022, the Company had issued senior, secured, redeemable, listed, rated, zero coupon, non-convertible debentures having a face value of INR 10,00,000/- each aggregating up to INR 499,00,00,000/- (Indian Rupees Four Hundred and Ninety-Nine Crores only) in 2 (two) tranches of (i) up to INR 350,00,00,000/- (Indian Rupees Three Hundred and Fifty Crores only) (the "**Tranche A Debentures**"); and (ii) up to INR 149,00,00,000/- (Indian Rupees One Hundred and Forty-Nine Crores only) (the "**Tranche B Debentures**"), (the Tranche A Debentures and Tranche B Debentures collectively, the "**Debentures**").

Further, the Company and debenture holders along with the debenture trustee have considered and approved certain amendments in the terms and conditions of the Amended and Restated Debenture Trust Deed dated 29 November 2023 ("**DTD**").

In this regard, the Company had sought an in-principle approval for amendment in certain terms and conditions of the DTD under Regulation 59(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 2015, as amended and the same was approved by your good office on 26 August 2024. A copy of the approval letter is enclosed herewith for your reference.

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**  
**Address:** A/2104, Tower 28, Devichand Nagar  
Malad East, Mumbai - 400097

**Date: 27 August 2024**  
**Place: Mumbai**

**Encl: a/a**

DCS/COMP/RMG/IP/34/24-25

August 26, 2024

**The Company Secretary**  
**Clean Max Enviro Energy Solutions Pvt Limited**  
4<sup>th</sup> Floor, The International, 16 Maharshi Karve Road  
New Marine Lines Cross Road No.1  
Churchgate, Mumbai 400020

Dear Sir/Madam,

**Re: In Principle Approval for amendment of Senior, Secured, Redeemable, Listed, Rated, Zero Coupon, Non-Convertible Debentures having a Face Value of Rs. 10,00,000 each, aggregating up to Rs. 499 Crore in 2 Tranches of (I) up to Rs. 350 Crore ("Tranche A Debentures"); (II) up to Rs. 149 Crore ("Tranche B Debentures"), by way of Private Placement Issued in terms of the amended and restated Debenture Trust Deed Dated November 29, 2023, as amended, restated or supplemented from time to time ("Debenture Trust Deed"). (ISIN: INE647U07023; Scrip Code: 973979)**

We acknowledge the receipt of your application dated August 21, 2024, seeking In-Principle approval for amendment of Secured Redeemable Non-Convertible Debentures of the face value of Rs.10 Lakhs each listed with the Exchange, in terms of Regulation 59(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In this regard, the Exchange is pleased to grant In-principle approval for the modification as given in Annexure I .

Exchange will give effect to the aforesaid modifications in the terms of the NCDs subject to Company fulfilling the following conditions:

1. Submission of letter/s issued by National Securities Depository Ltd. and/or Central Depositories Services (India) Ltd. confirming the proposed modifications in the structure/terms of the NCDs.
2. Certified true copy of the In-principle approval received from National Stock Exchange (if applicable).
3. Compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as on date.
4. Compliance with applicable provisions of the Companies Act, 2013 and other applicable laws.
5. Compliance with change in the guidelines, regulations, directions of the Exchange or any statutory authorities, documentary requirements from time to time.


The Exchange reserves its right to withdraw its In-principle approval at any later stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/ Regulations issued by the statutory authorities etc.

This In-principle approval is valid for a period of 3 months from the date of issue of this letter.

Yours faithfully,



**Parag Jain**  
Manager



**Akshay Arolkar**  
Deputy Manager

## Annexure I

Sl. No.	Particulars	Detailed Rationale
1.	100% of the redemption on the principal shall be made at the end of the tenure of NCDs. However, there shall be no change to the final maturity date.	<p>The NCD was originally availed i.e. Jun'2022, the company has added ~1 GW of capacity (commissioned and to be commissioned by Dec'24) and the EBITDA has grown from INR 317 crore in Mar'22 to INR 803.5 crore in Mar'24 (CAGR increase of 59.2%). The Company has concluded an equity raise transaction with Brookfield in May'23 and has tied up INR 1800 crore of primary money for funding business growth (with ~INR 880 crore undrawn as on date). Consequently, given the stellar performance on capacity additions, EBITDA growth and equity visibility, the credit rating of the Company has been upgraded from [A-] to [A+].</p> <p>In view of the increased credit rating of the Company from A- to A+, Debenture Holders and Debenture Trustee have commercially agreed redemption in the manner set out hereto.</p>
2.	<p>The lock-in period for the Debentures is proposed to be extended to 18 (eighteen) months from the date of signing of the amended and restated Debenture Trust Deed. Post the lock-in, Company shall have the ability to prepay without any premium or penalty.</p> <p>Surplus cash which was earlier to be used for prepayment may now instead be used for business growth and strategic purposes.</p>	<p>This is as per discussions between the Debenture Holders and the Issuer to enable the prepayment without penalty post the lock-in period.</p> <p>Additionally, keeping in mind the business volume and pipeline of the Company, the Debenture Holders have also agreed for the surplus cash to be used for business development.</p>
3.	On and from the date falling after September 30, 2024, the coupon rate on debentures is proposed be revised from 12.5% p.a. payable quarterly to 11.5% p.a. payable quarterly.	Given the higher credit worthiness and increase in valuation of the Company, the Debenture Holders have agreed to a better pricing on the debt and coupon rate.
4.	Release of 50% of the shares pledged by the Promoter upfront with the balance being released in the event that the specified EBITDA targets for FY 2025 are achieved.	Taking into account the improved credit, the Debenture Holders have agreed to modify the security package.

	<p>The Company will also pledge any unencumbered shares and ICDs with a max cover of 1.25x, provided that, the Company will be able to release and replace the ICDs and/or the share pledge with alternate security on terms set out in the Debenture Trust Deed.</p> <p>The security cover calculation formula will now also incorporate an interest service/debt service reserve account.</p> <p>Further, the Company shall have the ability to replace existing security with alternate security of a similar nature/ cash reserves on terms set out in the Debenture Trust Deed.</p> <p>Further, on occurrence of certain events as agreed with the Debenture Holders, the security cover may fall to up to (but not below) 0.7x. In view of the change in the security cover requirements, the Debentures may not be considered as "secured" for the purposes of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and the Companies Act, 2013. However, the Debentures will continue to have the benefit of the security as set out in the Debenture Trust Deed and any dilution in the security cover shall be undertaken only in accordance with the parameters set out in the Debenture Trust Deed.</p>	
5.	<p>the Investors will provide the consents required (including release of pledge) so long as the IPO is for a minimum primary fund raise for INR 800 Crores and</p>	<p>The Company is also in preliminary considerations for an IPO and hence, it has been discussed with the Debenture Holders that such IPO can be undertaken, and suitable enabling provisions have been built in.</p>

	the Investors are not otherwise being adversely affected.	
6.	It is proposed to permit an additional INR 400 crores of corporate loan subject to demonstrating specified EBITDA requirements and other parameters specified by the Debenture Holders. Further, the various non-fund based and fund based facilities to be availed by the Company have also been revised upwards in line with its near term business plan.	Given the financial performance of the Company and the EBITDA and volume growth demonstrated in FY 2024, and in discussions with the Debenture Holders, the Company is now proposing that the various thresholds for additional debt that may be incurred by the Company as set out in the Debenture Documents shall be subject to an annual review and reset (if agreed by the Debenture Holders) based on an annual operating plan which will be prepared by the Company from time to time.
7.	The financial covenants as set out in the Debenture Documents have been modified to ensure that the mezzanine facilities at the Company are also added to reflect the gearing and shall be tested on a quarterly basis to ensure continued performance.	This is carried out for <i>inter alia</i> improvement in the performance analysis of the Company.