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## Independent Assurance Statement

To the management of Greenko Dutch B.V., Hoofdweg, 52A, 3067GH, Rotterdam, Netherlands

### Introduction

We were engaged by Greenko Dutch B.V. ('Issuer') to undertake an independent review of the green bonds for USD 1000 million issued on July 24, 2017. Our responsibility was to provide "limited assurance" on conformance of the Issuer and their green bonds with the Green Bond Principles, 2018.

### Assurance Standards

We conducted our engagement in accordance with requirements of 'Limited Assurance' as per International Federation of Accountants' (IFAC) International Standard on Assurance Engagements [ISAE 3000 (Revised), Assurance Engagements Other than Audits or Reviews of Historical Financial Information].

### Assurance scope and level of assurance

Our scope of assurance included information on material aspects of the green bond based on the requirements of the Green Bond Principles, 2018 as listed below:

- Use of Proceeds
- Process for Project Evaluation and Selection
- Management of Proceeds
- Reporting

### Specific limitations and exclusions

Our assurance process was subject to the following limitations as we have not been engaged to:

- Determine which, if any, recommendations should be implemented
- Provide assurance on information outside the defined reporting boundary and period
- Verify the Issuer's financial statements and economic performance
- Verify the Issuer's statements that describe expression of opinion, belief, aspiration, expectation, aim or future intention and national or global socio-economic and environmental aspects provided by the Issuer

### Work undertaken

We planned and performed our work to obtain all the evidence, information and explanations that we considered necessary to obtain a meaningful level of assurance in relation to the above scope. The procedures we performed, which are set out in more detail below, were based on our professional judgment and included, as appropriate, inquiries, observation of processes performed, inspection of documents, analytical procedures, evaluating the appropriateness of quantification methods and reporting policies and agreement or reconciliation with underlying records. We believe that the procedures we have performed and the evidence we have obtained are sufficient and appropriate to provide a basis for our limited assurance conclusion.



To reach our conclusion we:

- Read sections of the Offering Memorandum that also support the objects of the green bond issue, investment areas for proceeds, earmarking of proceeds and reporting on use of proceeds;
- Conducted interviews with management and key staff responsible for the green bond to understand how the processes, systems and controls defined in the Offering Memorandum have been implemented by the Issuer;
- Checked the list of projects to which bond proceeds have been allocated and their conformance with the criteria defined in the Green Bond Principles;
- Checked the environmental clearances and permits in place for the list of projects to which the bond proceeds have been allocated;
- Confirmed the receipt of bond proceeds by the Issuer through examination of their bank account statements; and
- Confirmed the allocation of bond proceeds to projects through examination of a sample set of statements of accounts.

### **Conclusions**

The following conclusion is based on the work performed and evidence obtained and the scope of our assurance engagement described above.

Nothing has come to our attention to suggest that the Issuer and their green bonds issued in July 2017 have not, in all material respects, allocated bond proceeds in accordance with the Green Bond Principles, 2018 and complied with its requirements.

List of projects for which the bond proceeds were utilized is presented in Annexure 1.

### **Independence**

The assurance was conducted by a multidisciplinary team including professionals with suitable skills and experience in auditing environmental, social and economic information in line with the requirements of ISAE 3000 standard. Our work was performed in compliance with the requirements of the IFAC Code of Ethics for Professional Accountants, which requires, among other requirements, that the members of the assurance team (practitioners) as well as the assurance firm (assurance provider) be independent of the assurance client, in relation to the scope of this assurance engagement. The Code also includes detailed requirements for practitioners regarding integrity, objectivity, professional competence and due care, confidentiality and professional behaviour. We have systems and processes in place to monitor compliance with the Code and to prevent conflicts regarding independence. We apply ISQC 1 and comply with the applicable independence and other ethical requirements of the IESBA code.

### **Management's responsibility**

The Management of the Issuer is responsible for ensuring that the Issuer and their green bond complies with the requirements of the Green Bond Principles, 2018. This responsibility includes designing, implementing and maintaining systems and processes relevant for the management of green bond proceeds.

The Management of the Issuer is also responsible for preventing and detecting fraud and for identifying and ensuring that Issuer complies with laws and regulations applicable to its activities.



### **Our responsibility**

Our responsibility is to report in the form of an independent limited assurance conclusion in relation to the above scope based on the procedures performed and the evidence obtained. We conducted our engagement with a multidisciplinary team which included professionals with suitable skills and experience in auditing environmental, social and economic information in line with the requirements of ISAE 3000 standard.

This assurance report is made solely to Issuer in accordance with the terms of our engagement, which include agreed arrangements for disclosure. Our work has been undertaken so that we might state to Issuer those matters we have been engaged to state in this assurance report and for no other purpose. Our assurance report should not be regarded as suitable to be used or relied on by any party wishing to acquire rights against us other than Issuer for any purpose or in any context. Any party other than Issuer who obtains access to our assurance report or a copy thereof and chooses to rely on our assurance report (or any part thereof) will do so at its own risk. To the fullest extent permitted by law, we accept or assume no responsibility and deny any liability to any party other than Issuer for our work, for this independent limited assurance report, or for the conclusions we have reached.

A handwritten signature in blue ink, appearing to read 'Manpreet Singh', written in a cursive style.

**Manpreet Singh**

Director

KPMG India

29 October 2018

## Annexure 1

### 1. List of projects for which the bond proceeds were utilized

| S. No. | Issuer                                    | Capacity (in MW) | Project type | State                           |
|--------|---|------------------|--------------|---------------------------------|
| 1      | Poly Solar Parks Private Limited          | 24               | Wind         | Andhra Pradesh                  |
| 2      | Jed Solar Parks Private Limited           | 24               | Wind         | Andhra Pradesh                  |
| 3      | Sunborne Energy Andhra Private Limited.   | 35               | Solar        | Telangana                       |
| 4      | SEI Phoebus Private Limited               | 50               | Solar        | Tamil Nadu                      |
| 5      | SEI Adityashakti Private Limited          | 10               | Solar        | Tamil Nadu                      |
| 6      | RT Renewable Energy India Private Limited | 15               | Solar        | Tamil Nadu                      |
| 7      | SEI Adhavan Power Private Limited         | 50               | Solar        | Tamil Nadu                      |
| 8      | SEI Kathiravan Power Private Limited      | 50               | Solar        | Tamil Nadu                      |
| 9      | SEI Aditi Power Private Limited           | 30               | Solar        | Karnataka                       |
| 10     | SEI Bheem Private Limited                 | 30               | Solar        | Karnataka                       |
| 11     | SEI Suryashakti Power Private Limited     | 30               | Solar        | Karnataka                       |
| 12     | SEI Sriram Power Private Limited          | 39.4             | Solar        | Andhra Pradesh and<br>Telangana |
| 13     | SEI Venus Private Limited                 | 30               | Solar        | Karnataka                       |
| 14     | SEI Diamond Private Limited               | 30               | Solar        | Karnataka                       |
| 15     | AMR Power Private Limited                 | 24.75            | Hydro        | Karnataka                       |
| 16     | Jasper Energy Private Limited             | 10.5             | Hydro        | Karnataka                       |
| 17     | Sai Spurthi Power Private Limited         | 10.25            | Hydro        | Karnataka                       |

|    |  |       |       |                  |
|----|--|-------|-------|------------------|
| 18 | Greenko Astha Projects (India) Private Limited         | 10    | Hydro | Himachal Pradesh |
| 19 | Rithwik Energy Generation Private Limited              | 24.75 | Hydro | Karnataka        |
| 20 | Hemavathy Power & Light Private Limited                | 24    | Hydro | Karnataka        |
| 21 | Greenko Him Kailash Hydro Power Private Limited        | 5     | Hydro | Himachal Pradesh |
| 22 | Greenko Tarela Power Limited                           | 5     | Hydro | Himachal Pradesh |
| 23 | Greenko Tejassarnika Hydro Energies Private Limited    | 12    | Hydro | Himachal Pradesh |
| 24 | Greenko Cimaron Constructions Private Limited          | 5     | Hydro | Himachal Pradesh |
| 25 | Greenko AT Hydro Power Private Limited                 | 5     | Hydro | Himachal Pradesh |
| 26 | Greenko Anubhav Hydel Power Private Limited            | 5     | Hydro | Himachal Pradesh |
| 27 | Greenko Sri Sai Krishna Hydro Energies Private Limited | 10    | Hydro | Himachal Pradesh |
| 28 | Greenko Sumez Hydro Energies Private Limited           | 14    | Hydro | Himachal Pradesh |
| 29 | Greenko Budhil Hydro Power Private Limited             | 70    | Hydro | Himachal Pradesh |
| 30 | Ratnagiri Wind Power Projects Private Limited          | 101.6 | Wind  | Maharashtra      |
| 31 | Fortune Five Hydel Projects Private Limited            | 101.2 | Wind  | Karnataka        |
| 32 | Greenko Rayala Wind Power Private Limited              | 159.2 | Wind  | Andhra Pradesh   |
| 33 | Matrix Power (Wind) Private Limited                    | 15    | Wind  | Karnataka        |
| 34 | Mangalore Energies Private Limited                     | 15    | Wind  | Karnataka        |