SBICAP Trustee

SBICAP Trustee Company Ltd.

Ref. No.11561/STCL/DT/2022-23 **Date: 20th March 2023**

To
REC Limited.
Core 4, Scope Complex,
7 Lodhi Road, New Delhi 110 003

Kind Attention: Mr. D.S.Khatri, CGM (Fin.)

Dear Sir,

Ref: - Consent for ceding first pari passu charge and no objection in relation to proposed private placement of non-convertible redeemable taxable bonds in the nature of debentures of Rs. 10,000/- each for cash at par on "on tap" basis with benefits under section 54EC of the Income Tax Act, 1961, Series XVII ("bonds"), for Long Term Capital Gain, of Rs. 1,500 crore plus green shoe option to retain oversubscription, to be issued in financial year 2023-24 and / or any further extension to the series.

We are acting as Debenture/Bond Trustee for Non-Convertible Debentures/Bonds issued by REC Limited (Company) from time to time.

We refer to your letter dated April 16th, March,2022 on the captioned subject requesting our no-objection for ceding first ranking pari passu charge over the hypothecation on all receivables/ book debts (except those receivables/ book debt with are exclusively charged/earmarked (if any) to any other lenders) of the Company as may be agreed between the Company and the Trustee pursuant to the terms of the Bond Trust Deed with a minimum security cover of one time of the face value amount of outstanding Bond. at all time and interest thereon

In this connection, we hereby provide our no objection for creating first ranking pari passu charge for securing the proposed issue of 1500.00 crores to be issued by REC Limited.

It may be noted that this NOC is subject to obtaining similar NOCs from all the other charge holders. This NOC will be effective only from the date of obtaining all NOCs from all charge holders and subject to the condition that there is no dilution of Security/Security Cover as stipulated in Information Memorandum. Also, on obtaining all the NOCs from all the charge holders and trustee be kept informed accordingly.

Yours faithfully,

For **SBICAP Trustee Company Limited**

SBICAP TRUSTEE COMPANY LIMITED

20.03.2023

Authorized Signatory

www.sbicaptrustee.com
+91 22 4302 5566
+91 22 4302 5555
+91 22 2204 0465
corporate@sbicaptrustee.com

Corporate Office :
4th Floor, Mistry Bhavan,
122, Dinshaw Vachha Road,
Churchgate, Mumbai,
Pin - 400 020.

Registered Office :
202, Maker Tower E,
Cuffe Parade, Mumbai - 400 005.
CIN : U65991MH2005PLC158386

A Group Company of SBI

आरईसी
REC
असीमित ऊर्जा, अनन्त संभावनाएं
Endless energy. Infinite possibilities.

REC Limited | आरईसी लिमिटेड
(भारत सरकार का उद्यम) / (A Government of India Enterprise)
Regd. Office: Core-4, SCOPE Complex, 7, Lodhi Road, New Delhi - 110003
Corporate Office: Plot No. I-4, Near IFFCO Chowk Metro Station, Sector-29, Gurugram - 122001 (Haryana)
Tel: +91 124 444 1300 | Website: www.recindia.nic.in
CIN : L40101DL1969GOI005095 | GST No.: 06AAACR4512R3Z3

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भारत 2023 INDIA
वसुधैव कुटुम्बकम्
ONE EARTH • ONE FAMILY • ONE FUTURE

To,

Date: 16/03/2023

Ms. Kalpita Ghosh
SBICAP Trustee Company
Limited
Mistry Bhavan, 4th Floor,
122 Dinshaw Vachha Road,
Churchgate, Mumbai – 400 020

Dear Madam,

Re: Consent for ceding first pari passu charge and no objection in relation to proposed private placement of non-convertible redeemable taxable bonds in the nature of debentures of Rs. 10,000/- each for cash at par on "on tap" basis with benefits under section 54EC of the Income Tax Act, 1961, Series XVII ("bonds"), for Long Term Capital Gain, of Rs.1,500 crore plus green shoe option to retain oversubscription, to be issued in financial year 2023-24 and / or any further extension to the series.

REC Limited (the "**Company**") is proposing to issue a private placement of bonds in the nature of debentures of Rs. 10,000/- each of Rs.1,500 crore plus green shoe option to retain oversubscription in FY 2023-24 and/or any further extension to the series.

The Company will issue Bonds secured *inter alia* by way of charge in favour of the debenture trustee, on hypothecation on all the current and future loan assets of the Company and all monies receivable thereunder, except those receivables specifically charged, on a *pari passu* basis with all other lenders of the Company holding *pari passu* charge over the security so as to maintain a minimum security cover of one time of the outstanding amount against the Bonds at any point of time until the maturity date of the Bonds (the "**Proposed Security**").

We seek your no-objection for ceding first ranking *pari passu* charge over the Proposed Security and consent for the Proposed Issue in the format provided herewith as **Annexure-A** at the earliest. Following the Proposed Issue and the security to be granted in connection therewith, we will continue to maintain the security cover as required under the documents representing indebtedness with you.

We look forward to receiving your consent at the earliest.

Yours sincerely,

For **REC Limited**

(Parth Shah)
DM (Finance)