

Ref.no.: 891/STCL/DT/2023-24**Date: May 17, 2023**

To,

TATA Power Renewable Energy Limited,
Corporate Centre B, 34 Sant Tukaram Road,
Carnac Bunder, Mumbai – 400 009
Maharashtra, India

Sub: - No-objection to amendment of the debenture trust deed dated September 28, 2022 ("Debenture Trust Deed"), entered into by Tata Power Renewable Company Limited as the issuer ("Company") and SBICAP Trustee Company Limited as the trustee ("Trustee").

Ref: -Request letter received from the Issuer Company proposing amendment to the Debenture Trust Deed dated April 18, 2023.

Dear Sir,

We are acting as a Debenture Trustee for the captioned issuance by the Company.

We refer to the Debenture Trust Deed dated September 28, 2022, entered into by the Company and Trustee in relation to the issuance of 3000 unsecured, redeemable, rated, listed, taxable, non-convertible debentures (ISIN: INE607M08063) of face value of INR 10,00,000 (Indian Rupees Ten Lakh) ("Debentures") each, aggregating up to INR 300,00,00,000 (Indian Rupees Three Hundred Crores).

The Company had requested to amend and substitute clause 3(b)(ii) of Schedule 4 (Covenants and Undertakings) of the Debenture Trust Deed due to an inadvertent error as follows:

"Total Outstanding Liabilities to Tangible Net Worth

The Company shall ensure that the ratio of the Total Outstanding Liabilities to the Tangible Net Worth shall not exceed 3:1."

The above request of the Company was sent to Debenture Holder(s) for approval/consent, pursuant to which the consent/approval was provided by the Debenture Holder on April 20, 2023.

Based on the above facts and consents received, we provide our no -objection to the amendment to the Debenture Trust Deed subject to the Covenants and the security cover of the issuance being maintained.

For SBICAP Trustee Company Limited



17/05/2023
Authorized Signatory