SBICAP Trustee

SBICAP Trustee Company Ltd.

Ref. No. 4185/STCL/DT/2023-24 **Date: August 28, 2023**

To,
NHPC Limited
NHPC office complex, Sector – 33,
Faridabad, Haryana - 121003

NHPC Limited - Subansiri Lower Project
No Objection for ceding pari-passu charge on unencumbered value of movable assets

We are acting as a Debenture Trustee for the benefit of the holders of 6.86%, AC Series, rated, listed, secured, redeemable, Non-Convertible, Non-Cumulative, Taxable Debentures each having face value of Rs.10,00,000 (Rupees Ten Lakhs) of the aggregating issue size upto Rs. 1500 Crores on private placement issued by NHPC Limited under the Debenture Trust Deed dated May 10, 2021.

We refer to your request letter dated August 22, 2023, requesting for our No Objection for ceding pari-passu charge on unencumbered value of movable asset of Subansiri Lower Project of NHPC Limited (the Company) to the extent of Rs. 257.08 Crores to secure the proposed raising of funds through term loan from Banks/Fis.

The company is in the process of raising fund up to Rs. 2000 Crores through Term loan from Banks/ FIs to meet the requirement of capital expenditure including recoupment of expenditure already incurred.

Based on the security cover certificate dated August 22, 2023 received from GASM DANSR & Co. Chartered Accountants, confirming the maintenance of the required Security Coverage Ratio of 100 % on the outstanding (as annexed in Annexure I) under the Debenture Trust Deed dated May 10, 2021 and the approval of majority debenture holder up to 88.33%, we hereby convey our No objection for ceding pari-passu charge in favour of the proposed lenders/proposed trustee for holders of the debentures to the extent of Rs. 257.08 crores over the unencumbered value of movable asset of Subansiri Lower Project of NHPC Limited.

The above NOC is subject to the conditions that:

(i) Company shall maintain on an ongoing basis, the Security Cover Ratio for the NCDs as stipulated in all the Debenture Trust Deeds and respect disclosure documents till final redemption of NCDs.

(ii) As and when called upon by us, the Company shall provide additional security to the satisfaction of the Debenture Trustee, in case of any shortfall in security cover.

(iii) Obtaining similar NOC from and other charge holders.

Yours faithfully,

For SBICAP Trustee Company Limited

SBICAP TRUSTEE COMPANY LIMITED

Authorised Signatory

Name: Mr. Jagdish Kondur
Designation: Chief Operating Officer

Annexure I

GASM DANSR AND CO.

Chartered Accountants

V. RANGA RAO

Chartered Accountant

Company Secretary & Compliance Officer
SBICAP Trustee Company Limited
4th Floor Mistry Bhavan
122, Dinshaw Vachha Road
Churchgate, Mumbai 400 020

Sub: Certificate of Asset cover as on 30.06.2023 for raising of funds upto Rs. 2000 Crores through Term Loan from Banks / FIs in one or more tranches.

With reference to raising of funds upto Rs. 2000 Crores through Term Loan from Banks / FIs in one or more tranches by M/s. NHPC Limited, the Pari Passu charge over the movable assets of Subansiri Lower shall be to the extent of Rs. 257.08 as confirmed to us by the management of the Company.

The details of the existing borrowings of the Company holding charge on the movable assets of Subansiri Lower are as below:

(Rs. in Crores)

SL NO :	Bank	Nature of Limit	Limit/DP in crs	Total O/s incl. interest as on 30.06.2023 in crs	Margin	Multiply factor	Required Assets coverage
1	AC Series Bonds	1500	1500	1539.19	1	1	1539.19
2	TL-HDFC Bank	923.05	923.05	932.83	1	1	932.83
	Total						**2472.02**

We have verified the assets and liabilities statements available for movable assets of Subansiri Lower balance as on 30.06.2023.

Particulars	**Amount(in cr)**
Movable Assets of Subansiri Lower Project as on 30.06.2023	2729.10

We state that the Company has sufficient movable assets to cover the charge on existing Bank borrowing, existing NCDs and the proposed borrowing:

Particulars	**Amount (in cr)**
Total Chargeable Assets available with the company	2729.10
(-) Assets Required for Existing Borrowing	**2472.02**
Assets Available Further issuance	257.08
Proposed Borrowing Term Loan	2000.00
Surplus assets for the proposed borrowing	**257.08**

GASM DANSR AND CO. FARIDABAD 121010

GASM DANSR AND CO.
Chartered Accountants

V. RANGA RAO
Chartered Accountant

We state that after considering the aforementioned existing secured borrowings and the pari passu charge created on the movable assets of Subansiri Lower Project up to Rs. 2472.02 crore, NHPC Limited has movable assets cover to the extent of Rs. 257.08 crore to secure the proposed fund raising through Term Loan from Banks / FIs by NHPC Limited.

(For GASM DANSR and Co)
(Chartered Accountants)

(CA V. Ranga Rao)
Partner
M. No.- 024963
FRN No.- 005986S

Date: 22.08.2023
Place: Faridabad
UDIN: 23024963BGRHYS5853

Branch Office : R-106, Rama Krishna Society, GH-16, Sector - 46, Faridabad - 121010, Haryana.
Phone : 0129-2438435 **Mobile :** 9971811299, **E-mail :** rangaraov09@yahoo.com

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