

To,
North Eastern Electric Power Corporation Limited.
Brookland Compound,
Lower New Colony,
Shillong - 793003.

Subject: Independent Statutory Auditors Certificate for in respect of listed debt securities of North Eastern Electric Power Corporation Limited

We understand that the North Eastern Electric Power Corporation Limited ('the Company') having its registered office at Brookland Compound, Lower New Colony, Shillong 793003, India is required to obtain a certificate with respect to book values of the assets provided as security in respect of listed secured debt securities of the Company as on 31st March 2024 and compliance with respect to financial covenants of the listed debt securities for the financial year ending 31st March 2024 in terms of the requirements of Regulation 54 read with Regulation 56(l)(d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("LODR Regulations") and SEBI (Debenture Trustees) Regulations, 1993 as amended ("DT Regulations").

Management Responsibility

The Company's management is responsible for ensuring that the company complies with the LODR Regulations and DT Regulations. Further, the Company is also responsible to comply with the requirements of Debenture Trust Deed executed with respective Debenture Trustee.

Auditor's Responsibility

Our responsibility is to certify the book values of the assets provided as security in respect of listed secured debt securities of the company as on 31st March 2024 based on the audited financial statements and compliance with respect to financial covenants of the listed debt securities for the financial year ending 31st March 2024, as specified in SEBI circular No. SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 circular dated 19th May 2022.

The financial statement referred to in the aforementioned paragraph, have been audited by us in accordance with the Standard on Auditing issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the audit to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.



We conducted our examination in accordance with the Guidance Note on reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standards on Quality Control (SQC) I, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

Based on examination of books of accounts and other relevant records/documents, we hereby certify that:

- a. Book values of the assets provided as security in respect of listed secured debt securities of the Company as on 31 March 2024 is as under:

Particulars of Assets provided as Security	Total Book Value of (PPE) (Rs. in Cr.)
Assam Gas Based Power Station (AGBPS)	61.02
Agartala Gas Based Power Station (AgGBPS)	250.23
Panyor Lower Hydro Power Station (PLHPS)	510.84
Tuirial Hydro Power Station (THPS)	1002.93
Kopili Hydro Power Station (KHPS)	1129.47
Pare Hydro Power Station (PHPS)	1159.71
Kameng Hydro Power Station (KaHPS)	4,875.22
Tripura Gas Based Power Station (TGBPS)	39.39

Compliance of financial debt covenants of the listed debt securities

We have examined the compliances made by the North Eastern Electric Power Corporation Limited in respect of the financial covenants of the listed debt securities and certify that such covenants/terms of the issue have been complied by the North Eastern Electric Power Corporation Limited for the financial year ending 31st March 2024.



The above certificate has been given on the basis of the information provided by the management and the records produced before us for verification.

Restriction for Use

This certificate has been issued to the management of the North Eastern Electric Power Corporation Limited to comply with the requirements of LODR Regulations. Our certificate should not be used for any other purpose or by any person other than the Company and its Debenture Trustee(s). Accordingly, we do not accept or assume any liability or duty of care to any other person to whom this certificate is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

PLACE: Delhi

DATE: 14.05.2024

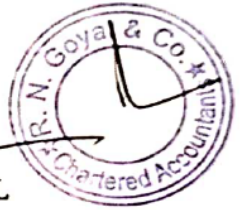
**For R.N. GOYAL & CO
CHARTERED ACCOUNTANTS
FRN 309128E**



**CA MANISH GOYAL
PARTNER**

MEMBERSHIP NO. 061194

UDIN: 24061194BKAMKD8186





नॉर्थ ईस्टर्न थइलेक्ट्रिक पावर कॉर्पोरेशन लि.
NORTH EASTERN ELECTRIC POWER CORPORATION LTD.

पंजीकृत कार्यालय: ब्रुकलैंड कम्पाउंड, लोअर न्यू कॉलोनी, शिलांग-793003

Registered Office: Brookland Compound, Lower New Colony, Shillong 793 003

CIN: U40101ML1976GOI001658

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It is hereby certified that:

- 1) NEEPCO has, vide its Board Resolutions and information memorandum /offer document and under various Trust Deeds, has issued the following listed debt securities:

ISIN	Private Placement/ Public Issue	Secured/ Unsecured	Sanctioned Amount (Rs. Crore)
INE636F07183	Private Placement	Secured	2500.00
INE636F07191	Private Placement	Secured	600.00
INE636F07209	Private Placement	Secured	900.00
INE636F07225	Private Placement	Secured	500.00
INE636F07258	Private Placement	Secured	150.00
INE636F07266	Private Placement	Secured	500.00
INE636F08066	Private Placement	Unsecured	200.00

- 2) NEEPCO certifies that it has complied with all the covenants /terms of the issue mentioned in the offer document / information memorandum and/or Debenture Trust Deed for the above mentioned non-convertible debt securities.
- 3) NEEPCO has complied with the stipulations of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other related regulations for the above mentioned non-convertible debt securities.

Further, the following in terms of Annexure II of SEBI Circular dated 19th May, 2022 are also certified:

Sl.	Category	Sub-type (As applicable)	Remarks
1.	Accounts/ funds/ reserves maintained	<ul style="list-style-type: none"> Debt Service Reserve amount Interest Service Reserve Account Major maintenance reserve Escrow account/RERA account Debenture Redemption Reserve Debenture Reserve Fund Recovery Expense Fund Account details Any other Fund/Account 	<p>NA</p> <p>NA</p> <p>NA</p> <p>NA</p> <p>Please refer Annexure A</p> <p>Please refer Annexure A</p> <p>Please refer Annexure A</p> <p>NA</p> <p>NA</p>


Chief General Manager (Finance)
NEEPCO Ltd., Shillong

वेबसाइट/website - www.neepco.co.in




नॉर्थ ईस्टर्न थइलेक्ट्रिक पावर कॉर्पोरेशन लि.
NORTH EASTERN ELECTRIC POWER CORPORATION LTD.

पंजीकृत कार्यालय: ब्रुकलैंड कम्पाउंड, लोअर न्यू कॉलोनी, शिलांग-793003
Registered Office: Brookland Compound, Lower New Colony, Shillong 793 003
CIN: U40101ML1976GOI001658

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2.	Financial	<ul style="list-style-type: none">Debt Service Coverage Ratio (DSCR)Interest coverNet Debt to EBITDAGross Debt to EBITDADebt capDebt Equity ratioDebt/Tangible Net WorthGross Non-Performing AssetsPAR 90 and write offNet Non-Performing Assets/ Tangible Net WorthDebt to Value RatioCAR (Capital Adequacy Ratio) (Tier I CAR)Current RatioDividend ratio (Dividend/PAT)LiquidityAsset liability mismatchAny other ratio (state the ratio and define the formula)Payment of Interest on due datesPayment of principal on due dates	Please refer Annexure A
3.	Affirmative	<ul style="list-style-type: none">Security Cover	Please refer Annexure A
4.	Affirmative or restrictive	<ul style="list-style-type: none">Credit rating	Please refer Annexure A
5.	Negative	<ul style="list-style-type: none">Purpose/end-useChange in nature and conduct of businessChange in managementFund raising/ borrowing/ encumbrance	Please refer Annexure A
6.	Default	<ul style="list-style-type: none">Default	Please refer Annexure A


Dwijen Kumar
Chief General Manager (Finance)

Chief General Manager (Finance)
NEEPCO Ltd., Shillong

Annexure A

Bonds	Accounts/Funds/reserves maintained	Financials	Security Cover	Credit Rating	Purpose/ end-dues , change in nature and conduct of business, change in management, fund raising / borrowing/ encumbrance	Default
XIVth Series	Debenture Redemption Reserve: Rs.250 crore	There is no financial covenant included in the information memorandum/offer letter.	Required: 100% Actual: 419.73% (Combined with XXIst and XXIIInd series)	No covenant for credit rating in the information memorandum/offer letter. Complied as per relevant SEBI guidelines.	Complied	NIL
	Debenture Redemption Fund: 75 crores	Interest: Due on 01.04.2024 and paid on 30.03.2024				
	Recovery Expense Fund = Rs. 25 lakh (An amount of Rs.25 lakh has been deposited with BSE Ltd. in the form of a Bank Guarantee valid up to 21.01.2027 in lieu of REF for all of NEEPCO's outstanding NCDs.)	Principal: Not due in Q4				
XVth Series	Debenture Redemption Reserve: Rs.60 crore	There is no financial covenant included in the information memorandum/offer letter.	Required: 125% Actual: 683.88%	No covenant for credit rating in the information memorandum/offer letter. Complied as per relevant SEBI guidelines.	Complied	NIL
	Debenture Redemption Fund: Rs.18 crore	Interest: Due on 25.03.2024 and paid on 22.03.2024				
	Recovery Expense Fund = Rs. 25 lakh (An amount of Rs.25 lakh has been deposited with BSE Ltd. in the form of a Bank Guarantee valid up to 21.01.2027 in lieu of REF for all of NEEPCO's outstanding NCDs.)	Principal: Due on 25.03.2024 and paid on 22.03.2024				
XVIth Series	Debenture Redemption Reserve: Rs.90 crore	There is no financial covenant included in the information memorandum/offer letter.	Required: 100% Actual: 231.10%	No covenant for credit rating in the information memorandum/offer letter. Complied as per relevant SEBI guidelines.	Complied	NIL
	Debenture Redemption Fund: Not applicable	Interest: Not due in Q4				
	Recovery Expense Fund = Rs. 25 lakh (An amount of Rs.25 lakh has been deposited with BSE Ltd. in the form of a Bank Guarantee valid up to 21.01.2027 in lieu of REF for all of NEEPCO's outstanding NCDs.)	Principal: Not due in Q4				
XVIIIth Series	Debenture Redemption Reserve: Rs.50 crore	There is no financial covenant included in the information memorandum/offer letter.	Required: 100% Actual: 225.46%	No covenant for credit rating in the information memorandum/offer letter. Complied as per relevant SEBI guidelines.	Complied	NIL
	Debenture Redemption Fund: Not applicable	Interest: Not due in Q4				
	Recovery Expense Fund = Rs. 25 lakh (An amount of Rs.25 lakh has been deposited with BSE Ltd. in the form of a Bank Guarantee valid up to 21.01.2027 in lieu of REF for all of NEEPCO's outstanding NCDs.)	Principal: Not due in Q4				
XXIst Series	Debenture Redemption Reserve: Rs.15 crore	There is no financial covenant included in the information memorandum/offer letter.	Required: 100% Actual: 419.73% (Combined with XIVth and XXIIInd series)	No covenant for credit rating in the information memorandum/offer letter. Complied as per relevant SEBI guidelines.	Complied	NIL
	Debenture Redemption Fund: Not applicable	Interest: Due on 26.03.2024 and paid on 22.03.2024				
	Recovery Expense Fund = Rs. 25 lakh (An amount of Rs.25 lakh has been deposited with BSE Ltd. in the form of a Bank Guarantee valid up to 21.01.2027 in lieu of REF for all of NEEPCO's outstanding NCDs.)	Principal: Not due in Q4				
XXIIInd Series	DRR= Rs 50 crore	There is no financial covenant included in the information memorandum/offer letter.	Required: 100% Actual: 419.73% (Combined with	No covenant for credit rating in the information memorandum/offer letter.	Complied	NIL
	Debenture Redemption Fund: Not applicable	Interest: Not due in Q4				

Chief General Manager (Finance)
NEEPCO Ltd., Shillong

Annexure A

	Recovery Expense Fund = Rs. 25 lakh (An amount of Rs.25 lakh has been deposited with BSE Ltd. in the form of a Bank Guarantee valid up to 21.01.2027 in lieu of REF for all of NEEPCO's outstanding NCDs.)	Principal: Not due in Q4	XXIst and XIVth series)	Complied as per relevant SEBI guidelines.		
XXIIIrd Series	DRR= Rs 20 crore Debenture Redemption Fund: Not applicable Recovery Expense Fund = Rs. 25 lakh (An amount of Rs.25 lakh has been deposited with BSE Ltd. in the form of a Bank Guarantee valid up to 21.01.2027 in lieu of REF for all of NEEPCO's outstanding NCDs.)	There is no financial covenant included in the information memorandum/offer letter. Interest: Due on 25.03.2024 and paid on 22.03.2024 Principal: Not due in Q4	Unsecured	No covenant for credit rating in the information memorandum/offer letter. Complied as per relevant SEBI guidelines.	Complied	NIL



Chief General Manager (Finance)
NEEPCO Ltd., Shillong

To

SBICAP TRUSTEE SERVICES LIMITED

Please find below Security Cover Certificate as on 31.03.2024 as per format specified vide SEBI Circular No. SEBI/HO/MIRSD_C/CRADT/CIR/P/2022/67 DTD 19th May,2022

Rs in Cr

Column A	Column B	Column C ⁱ	Column d ⁱⁱ	Column e ⁱⁱⁱ	Column f ^{iv}	Column g ^v	Column h ^{vi}	Column i ^{vii}	Column j	Column k	Column l	Column m	Column n	Column o
Particulars	Description of asset for which this certificate relate	Exclusive Charge	Exclusive Charge	Pari- Passu Charge	Pari- Passu Charge	Pari- Passu Charge	Assets not offered as Security	Elimination (amount in negative)	(Total C to H)	Related to only those items covered by this certificate				
		Debt for which this certificate being issued	Other Secured Debt	Debt for which this certificate being issued	Assets shared by pari passu debt holder (includes debt for which this certificate is issued & other debt with pari-passu charge)	Other assets on which there is pari- Passu charge (excluding items covered in Column (F))		debt amount considere d more than once (due to exclusive plus pari passu charge)		Market Value for Assets charged on Exclusive basis	Carrying /book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not applicable)	Market Value for Pari passu charge Assets ^{viii}	Carrying value/book value for pari passu assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not	Total Value(=K+L+M+N)
		Book Value	Book Value	Yes/ No	Book Value	Book Value							Relation to Column F	
ASSETS														
Property, Plant and Equipment	Exclusive charge on :: Plant & Machinery in Generating Station at Panyor lower HPS, All Assets except land of Agartala Gas Based PS, Turrial PS, Kopili HPS and immovable property at Gujarat	2954.49	750.00	YES	6034.93	2352.44	839.40		12931.25		2954.49		6034.93	8989.41
Capital Work-in- Progress							664.82		664.82					
Right of Use Assets														
Goodwill														
Intangible Assets							80.34		80.34					
Intangible Assets under Development							1.24		1.24					
Investments														
Loans							0.40		0.40					
Inventories			124.57						124.57					
Trade Receivables			836.65						836.65					
Cash and Cash Equivalents	Pari passu charge on :: Immovable property in the district of Mehsana in Gujarat and assets attached to the earth or anything attached to the earth as well as other movable assets in the Kameng HPS and PareHPS. (Pari-passu with Axis Trustee						2.40		2.40					
Bank Balances other than Cash and Cash Equivalents							2.76		2.76					
Others							1956.92		1956.92					
Total		2954.49	1711.22		6034.93	2352.44	3548.28		16601.35		2954.49		6034.93	8989.41
LIABILITIES														
Debt securities to which this certificate pertains		1042.92			1675.90				2718.82		1042.92		1675.90	2718.82
Other debt sharing pari-passu charge with above debt						2352.44			2352.44				0.00	0.00
Other Debt (Foreign Loan)							337.55		337.55					
Subordinated debt							291.27		291.27					
Borrowings			750.00						750.00					
Bank			220.91						220.91					
Debt Securities									0.00					
Others									0.00					
Trade payables							177.76		177.76					
Lease Liabilities							20.15		20.15					
Provisions							202.34		202.34					
Others							2662.22		2662.22					
Total		1042.92	970.91	0.00	1675.90	2352.44	3691.29	0.00	9733.46		1042.92		1675.90	2718.82
Cover on Book Value		2.90			3.66						2.90		3.66	3.37
Cover on Market Value^{ix}	Exclusive Security Cover Ratio				Pari-Passu Security Cover Ratio									
Security Cover Ratio		2.83			3.60						2.83		3.60	3.31

ⁱ This column shall include book value of assets having exclusive charge and outstanding book value of debt for which this certificate is issued.ⁱⁱ This column shall include book value of assets having exclusive charge and outstanding book value of all corresponding debt other than column C.ⁱⁱⁱ This column shall include debt for which this certificate is issued having any pari passu charge - Mention Yes, else No.^{iv} This column shall include a) book value of assets having pari-passu charge b) outstanding book value of debt for which this certificate is issued and c). other debt sharing pari- passu charge along with debt for which certificate is issued.^v This column shall include book value of all other assets having pari passu charge and outstanding book value of corresponding debt.^{vi} This column shall include all those assets which are not charged and shall include all unsecured borrowings including subordinated debt and shall include only those assets which are paid for.^{vii} In order to match the liability amount with financials, it is necessary to eliminate the debt which has been counted more than once (included under exclusive charge column as also under pari passu). On the assets side, there shall not be elimination as there is no overlap.^{viii} Assets having charge to be stated at Book Value/Carrying Value.^{ix} The Book Value / Carrying Amount value shall be calculated as per the total value of assets mentioned in Column O.^x Cover on Book value is calculated based on outstanding value of corresponding debt.^{xi} Security Cover Ratio is calculated based on outstanding value of corresponding debt+Interest Accrued thereon after adjusting loan amortisation therewith^{xii} Justification for not providing Market value for the reporter quarter : As the total value of PPE of the Plants comprising of numerous individual asset integrally facilitating generation of power as a whole have been offered as security. Book value of the quarter end accordingly has been considered as fair value.

Chief General Manager (Finance)

NEEPCO Ltd., Shillong