



To  
**The Debenture Holders,  
Power Finance Corporation Limited (“Issuer”)**

**Subject: No Objection Certificate in relation to Public Issue of Secured, Redeemable, Non-Convertible Debentures (NCDs) of Rs.5000 crores in Tranche I for FY 2023-24.**

This is with reference to the listed, secured, non-convertible debentures (“NCDs”) issued by **Power Finance Corporation Limited (“Issuer”)** from time to time under various Debenture Trust Deeds (collectively referred to as “**Existing DTD**”) wherein the Debenture holder/s (“**Existing Debenture Holder/s**”) as per the latest BENPOS for the respective NCD issuances.

In relation to the above, we have been informed that the Issuer has proposed Public Issue of Secured, Redeemable, Non-Convertible Debentures (NCDs) of Rs.5000 crores, over the same ‘Security’ which has been provided to the Existing Debenture Holders under the Existing DTD.

In this connection, please be informed that as per the covenants under the Existing DTD executed for the various NCD issuances, the Issuer shall not create any further encumbrances on the Security, except with the prior consent / NOC of the Debenture Trustee. In the event of receipt of such request by the Issuer and upon receipt of a Chartered Accountant certificate suggesting that even after creation of such further charge on the Security the Security Cover required under the Existing DTD shall continue to be maintained, as per the requirements of the applicable SEBI regulations. Debenture Trustee is required to provide 5 working days to the Existing Debenture Holders and seek their approval for creation of further charge.

Accordingly, please note that the Issuer has obtained and submitted to us a Chartered Accountant Certificate (*as attached*), which indicates that there would be no dilution of Security below the Security Cover stipulated under the Existing DTD and that the Issuer has maintained and will continue to maintain the stipulated security cover under Existing DTD to secure the existing outstanding NCDs.

In light of the above, considering the stipulated Security Cover as stated under the Existing DTD is maintained, there is no specific requirement for Vistra to obtain ‘consent’ from the Existing Debenture Holders under the Existing DTD, prior to providing the NOC to the Issuer for proposed Public Issue of Secured, Redeemable, Non-Convertible Debentures (NCDs) of Rs.5000 crores, over the same ‘Security’ which has been provided to the Existing Debenture Holders under the Existing DTD. However, irrespective of the same as a prudent trustee and as per the requirement under the applicable law, we would hereby inform you of receipt of the said request from the Issuer for proposed public issue.

Kindly note that this is for your information and records and we await your objection/observation, if any, within 5 working days.

In case of any additional information required, please feel free to enquire us. We will assist you with the same and facilitate the response your queries from the Issuer.

**Thanks & Regards**

**Vistra ITCL (India) Limited | Trust Operations**



**पावर फाइनेंस कॉर्पोरेशन लिमिटेड**  
**POWER FINANCE CORPORATION LTD.**

(भारत सरकार का उपक्रम)

(A Govt. of India Undertaking)

(आई.एस.ओ. 9001:2015 प्रमाणित)

(ISO 9001:2015 Certified)

To,  
Vistra ITCL (India) Limited  
The Qube, 6th floor, A wing,  
Hasan Pada Road, Mittal Industrial  
Estate, Marol, Andheri ( E ),  
Mumbai – 400059

**Sub:** Request of NOC for Public Issue of Secured NCD of Rs. 5,000 crore in Tranche I for FY 2023-24.

Ref your NOC dated: March, 30<sup>th</sup> 2022.

Dear Sir/Madam,

This is with reference to above subject, Power Finance corporation Ltd has is required the NOC for Public Issue of Secured, Rated, Listed, Redeemable, Non-Convertible Debentures of Rs.5,000 crore. It is requested to provide the NOC for the said proposed issue. Further, Power Finance Corporation Limited is having sufficient security coverage for the said issue and the certificate for this purpose is also attached.

**For: Power Finance Corporation Ltd.**

*Shraddha*

**Name: Shraddha Arora**

**Designation: Deputy General Manager**

**Statement of Security Cover as at 31.03.2023 including proposed Public Issue of Secured Taxable Bonds of Rs. 5,000 crore**

Column A <b>Particulars</b>	<b>Security Cover Disclosure as Per Regulation 54(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</b>														
	Column B	Column C	Column D	Column E	Column F	Column G	Column H	Column I	Column J (Total C to H)	Column K	Column L	Column M	Column N	Column O	Column P
		Exclusive Charge	Exclusive Charge	Pari-Passu Charge	Pari-Passu Charge	Other assets on which there is pari-Passu charge (excluding items covered in column F)	Assets not offered as Security	Elimination (amount in negative)	(Total C to H)	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	Carrying value/book value for pari passu charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not applicable)	Total Value=(K+L+M+N)	Debt not backed by any assets offered for security #
		Book Value	Book Value	Yes/No	Book Value	Book Value				Relating to Column F					
<b>Assets</b>															
Property, Plant and Equipment *									44.00		14.36		14.36		
Capital Work-in-Progress	Land and Building			Yes	3.40		40.60								
Right of Use Assets							34.40		34.40						
Goodwill									0.04						
Intangible Assets							0.04								
Intangible Assets under Development							11.20		11.20						
Investments							17,304.14		17,304.14						
Loans (book Debt) **/**		NA	NA	Yes	25,569.10	15,359.86	3,69,900.19		4,10,829.15			18,760.08	18,760.08		
Inventories	Book Debts														
Trade Receivables															
Cash and Cash Equivalents							22.14		22.14						
Bank Balances other than Cash and Cash Equivalents							1,595.96		1,595.96						
Others							14,992.03		14,992.03						
<b>Total</b>					<b>25,572.50</b>	<b>15,359.86</b>	<b>4,03,900.70</b>		<b>4,44,833.06</b>		<b>14.36</b>	<b>18,760.08</b>	<b>18,774.44</b>		
<b>Liabilities</b>															
Debt securities to which this certificate relates				Yes	<b>18,126.12</b>				<b>18,126.12</b>						
Other debt sharing pari-passu charge with above debt				No	6,794.67				6,794.67						
Other Debt															
Subordinated debt															
Borrowings				No	13,482.38	13,482.38	87,746.51		1,01,228.89					9,311.84	9,311.84
Debt Securities		NA	NA											87,746.51	87,746.51
Others	Not to be filled						2,39,906.26		2,39,906.26					2,39,906.26	2,39,906.26
Trade Payables															
Lease liabilities															
Provisions							323.65		323.65						
Others							5,939.40		5,939.40						
<b>Total</b>					<b>24,920.79</b>	<b>13,482.38</b>	<b>3,43,227.66</b>		<b>3,81,630.83</b>					<b>3,36,964.61</b>	<b>3,36,964.61</b>
<b>Cover on Book Value</b>															
<b>Cover on Market Value***</b>															

We confirm the Company has complied with the covenants mentioned in the disclosure documents of the secured redeemable Non-convertible debentures for the period ended March 31, 2023

The Issue Proceeds of proposed Public Issue i.e. Rs. 5,000 crore has not been factored in the Asset Side of above statement.

\* The market value of Rs 12.73 Cr & Rs 1.63 Cr (total -Rs 14.36 Cr) to the immovable properties are on the basis of certified valuation done on 19th May 2022 & 26th May 2022 respectively.

\*\* Loans (Book Debts) shared by pari passu charge are calculated based on security cover requirements as per information memorandum for securities

\*\*\* Loans (Book Debts) shared by pari passu charge includes charge against 54EC bonds amounting to Rs. 6,794.67 Cr for which this certificate is not being issued

\*\*\*\* Security Cover ratio is calculated only on debt for which this certificate is being issued

# applicable only for debt securities, borrowings and sub-ordinated debt

  
 SAJJAY MEHROTA  
 EX FAVORABLE

**सविशेषतः राजेश कुमार**  
**मुख्य प्रबंधक (वित्त) / Chief Manager (Finance)**  
**पावर फाइनेंस कॉर्पोरेशन लि. / P.F.C. Ltd.**  
**“ऊजानिधि”, 1, बारखा लेन, कर्नाट जिल्हा,**  
**TURJANUPUR, Karnataka**

Date 17/07/2023  
 Sd/-