

Ref. No.-4557/ITSL/OPR/2026-27/ CL/26-27/DEB/589
Dated – 10th August 2026
Indigrid Infrastructure Trust

Unit No. 101, First Floor, Windsor,
Village Kolkalyan, off CST Road,
Vidyanagari Marg, Kalina,
Santacruz (East), Mumbai – 400 098

Dear Sir,

Subject – No-Objection for sharing Pari-Pasu charge on Security proposed for the Partly paid-up, senior, secured, listed, rated, redeemable, non-convertible Debt Securities or Debentures “SERIES AI”

We, **IDBI Trusteeship Services Limited**, write in our capacity as the **Debenture Trustee** for the issuance of **Non-Convertible Debentures/Debt Securities**, as well as the **Security Trustee** for various **loan facilities**, as described below:

Facility Agreement/ DTD Date	ISIN	Bank/ NCD (Debt Securities)	Sanctioned Amount (in Cr.)
13-Feb-18	-	Term Loan - Indusind Bank	500
17-Sep-18, amended on 17-Jun-2020, amended on 28-Dec-23 C amended on 25-Sep-24	INE219X07462	NCD Series A	250
29-Dec-20	-	Term Loan - Axis Bank	750
31-Mar-21	-	Term Loan - HDFC Bank	2000
05-May-21	INE219X07173/1 81/199/207/215/ 223/231/249/25 6/264/272/280	Public NCD	1000
14-Sep-21	INE219X07306	NCD Series M	850
04-Feb-22	INE219X07330	NCD Series L	400
27-Feb-23	INE219X07363	NCD Series P	500
27-Feb-23	INE219X07355	NCD Series Q	500
27-Feb-23	-	Term Loan - HSBC Bank	200
23-Aug-23	-	Term Loan - Federal Bank	300
13-Apr-23	INE219X07371	NCD Series R	1140
11-Aug-23	INE219X07389	NCD Series S	1650
21-Aug-23	-	Term Loan - HSBC Bank	450
22-Aug-23	INE219X07413	NCD Series U	500
04-Oct-23	-	Term Loan - Federal Bank	400
16-Feb-24	INE219X07447	NCD Series W	500
16-Feb-24	INE219X07439	NCD Series X	500
21-Jun-24	INE219X07454	NCD Series Y	650
27-Jun-24	-	Term Loan - Punjab National Bank	2000

09-Oct-24	-	Term Loan - Federal Bank	500
29-Nov-24	-	Term Loan - SBI	1000
26-Mar-25	INE219X07488	NCD Series Z	500
	INE219X07470	NCD Series AA	70
	INE219X07496	NCD Series AB	630
24-Apr-25	INE219X07504	NCD Series AC	470
26-Mar-25	INE219X07512	NCD Series AD	300
	INE219X07546	NCD Series AE	1500
	INE219X07520	NCD Series AF	1200
	INE219X07538	NCD Series AG	300
29-Jul-25	INE219X07579	NCD (Partially Paid NCD) Series AH	1900
02-Mar-26	-	Term Loan NaBFID	1600
06-May-26	-	Term Loan PNB	1000

We are in receipt of a **request Letter dated 9th July 2026** (copy enclosed) from **IndiGrid Infrastructure Trust** for the issuance of a **No Objection** for sharing of **pari-passu charge on security** as mentioned the request letter for the proposed Partly paid-up, senior, secured, listed, rated, redeemable, non-convertible Debt Securities or Debentures “**SERIES AI**”

IndiGrid Infrastructure Trust has also confirmed through the above-mentioned request letter that **all the conditions for Additional Debt have been fulfilled** as per the respective **Financing Documents**.

We also refer to the **CA certificate dated 10th August 2026**, issued by **Gokhale & Sathe, Chartered Accountants**, in connection with the **maintenance of the minimum-security cover with respect to all the existing debt of IndiGrid Infrastructure Trust**.

Based on the above-mentioned certificate and having regard to the fact that the **security cover is maintained for the existing outstanding debt together with the proposed** Partly paid-up, senior, secured, listed, rated, redeemable, non-convertible Debt Securities or Debentures “**SERIES AI**”, we have **no objection to cede charge on a pari-passu basis**.

This **No Objection** for ceding **pari-passu charge** is subject to the following:

1. **IndiGrid Infrastructure Trust** shall maintain, at all times on an ongoing basis, the **required security cover for the debt mentioned above**, as stipulated under **SEBI InvIT Regulations and/or the respective Finance Documents**.
2. **No payment-related Event of Default has occurred and is subsisting**.

This is for your information and record.

For IDBI Trusteeship Services Limited

Authorised Signatory

Annexure – I

CA Certificate

gokhale & sathe (regd.)
Chartered accountants
304/308/309, Udyog Mandir No.1,
Bhagoji Keer Marg, Mahim,
Mumbai - 400016, India

Certificate pursuant to requirement of due diligence by the Debenture Trustee as per SEBI circular no. SEBI/HO/DDHS-PoD-1/P/CIR/2025/117 dated August 13, 2025

To,
IDBI Trusteeship Services Limited
Universal Insurance Building, Ground Floor,
SIR Phirozshah Mehta Road, Fort,
Bazargate, Mumbai - 400001, Maharashtra.

1. Introduction

This certificate is issued in terms of our engagement with IDBI Trusteeship Services Limited ("the Company") as its appointed agency to issue a certificate towards asset cover as a part of due diligence requirement arising out of SEBI circular no. SEBI/HO/DDHS-PoD-1/P/CIR/2025/117 dated August 13, 2025 as amended from time to time ("the Circular").

We have been informed that Indigrid Infrastructure Trust (formerly known as India Grid Trust) ("the Issuer") has resolved to borrow funds issue of financing facilities ("Debt Securities") on private placement basis in one or more tranches as may be decided by the management, upto Rs. 6,400 crores vide Board Resolution dated February 12, 2026. Out of the said amount, the present proposed issue of NCDs amounts to Rs.1,100 crores ("the proposed issue").

In connection with the above, we have examined the sufficiency of assets owned by the Issuer proposed to be provided as security in favour of the Company. The annexed Annexure I indicates the calculation of security cover and has been prepared by the management of the Issuer under SEBI Circular no SEBI/HO/DDHS-PoD-1/P/CIR/2025/117 dated August 13, 2025.

2. Management's Responsibility

The Management of the Issuer and the Company is responsible for compliance with the terms specified in the Circular and with all other notification/regulations/guidelines/master circulars issued by the Securities and Exchange Board of India (SEBI).

This responsibility includes-

- a. Identifying the assets on which charge is already created in case of existing debt and further proposed to be created for the proposed issue of Fully paid, Senior, Secured, Listed, Rated, Redeemable, Non-Convertible Debentures/ Debt Securities.
- b. Registration of charge on the charged assets;
- c. Maintenance of adequate assets sufficient to cover the outstanding amount of proposed issue as required by SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and.



- d. Providing accurate details and particulars of amounts reported in Annexure I.
- e. Creation and maintenance of proper accounting and other records on the basis of the provisions of the Companies Act, 2013 and any applicable law;

Further, this responsibility includes ensuring that the relevant records provided to us for our examination are correct and complete.

3. Practitioner's Responsibility

Our responsibility is to provide a limited assurance based on our examination of the relevant records provided by the Company and to report in the 'Conclusion' paragraph below.

A limited assurance engagement includes performing procedures to address the certifying requirements mentioned above. The procedures performed vary in nature and timing from, and are less extent than for, a reasonable assurance and consequently, the level of assurance obtained is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

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

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) - 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Service Engagements.

4. Conclusion

Based on the details of borrowings and other debt of the Issuer outstanding as on March 31, 2026 and the Loans, Investments and other assets of the Issuer as on March 31, 2026 as made available to us, other information and explanations given to us and procedures performed by us, nothing has come to our attention that causes us to believe, that –

- i. the assets (principal portion of standard receivables and interest accrued thereon, if any, at book value) over which charge is proposed to be created are not sufficient to discharge the interest and principal amount with respect to the proposed issue of the Issuer.
- ii. the details of assets available for proposed issue of debt securities and total borrowings already secured by such assets as provided in the Annexure I are incorrect.



5. Restriction on use

This Certificate has been issued at the specific request of the Company pursuant to the requirements of the Circular. It should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to which it is shown or into whose hands it may come without our prior consent in writing.

We have no responsibility to update this certificate for events and circumstances occurring after March 31, 2026.

For Gokhale & Sathe
Chartered Accountants
Firm Regn. No.103264W



Rahul Joglekar
Partner
Membership No.: 129389
UDIN: 26129389RGFYFU8796

Place: Mumbai
Date: August 10, 2026

Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H	Column I	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 / Debt not backed by any asset	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 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 considered more than once (due to exclusive plus pari passu charge)						
		Book Value	Book Value	Yes/ No	Book Value	Book Value							Relating to Column F	
ASSETS														
Property, Plant and Equipment		-	-				0.03	-	0.03					
Capital Work-in-Progress		-	-				-	-	-					
Right of Use Assets		-	-				-	-	-					
Goodwill		-	-				-	-	-					
Intangible Assets		-	-				6.40	-	6.40					
Intangible Assets Under Development		-	-				-	-	-					
Investment Property		-	-					-	-					
Investments	In Mutual Funds								381.81	-	-	-	381.81	381.81
Investments (Refer Note 4)	In Subsidiaries						118.10	-	6,776.30	-	-	31,998.94		31,998.94
Loans (Incl NPA) (Refer Note 4)							-	-	22,367.58	-	-			
Inventories		-	-						-					
Trade Receivables		-	-						-					
Cash and Cash Equivalents		-	-					-	21.71	-	-	-	21.71	21.71
Bank Balances other than Cash and Cash Equivalents		-	-					-	73.86				73.86	73.86
Others		-	-				1,973.05	-	1,973.05					
Total		-	-				2,097.57	-	31,600.73	-	-	31,998.94	477.38	32,476.32



Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H	Column I	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/ Debt not backed by any asset	Elimination (amount in negative)	(Total C to H)	Market Value for charged on Assets 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)
LIABILITIES														
Debt securities to which this certificate pertains		-	-	Yes	1,100.00				1,100.00	-	-	-	1,100.00	1,100.00
Other debt sharing pari-passu charge with above debt		-		No	14,940.06		(63.03)	-	14,877.03	-	-	-	14,940.06	14,940.06
Other Debt														
Subordinated debt														
Borrowings (TL)				No	5,943.11		(10.38)	-	5,932.73	-	-	-	5,943.11	5,943.11
Debt Securities														
Others														
Trade payables							22.85	-	22.85					
Lease Liabilities														
Provisions (Incl NPA)														
Others	Financial Liabilities			No			93.04	-	93.04				-	-
Others	Equity & Retained Earnings						10,675.07		10,675.07					
Total		-	-		21,983.17	-	10,717.55	-	32,700.72	-	-	-	21,983.17	21,983.17
Cover on Book Value		NA			1.34									
Cover on Market Value		NA			1.48									
		Exclusive Security Cover Ratio			Pari-Passu Security Cover Ratio									

Note:

1. The amounts considered as secured assets or otherwise are based on Issuer's confirmation.
2. The Trust has made investment in the 40 operational subsidiaries which are transmission Special Purpose Vehicle entities and solar Special Purpose Vehicle entities through equity shares, preference shares, compulsory-convertible debentures (CCD), non-convertible debentures (NCD) and have also provided unsecured loans to all the subsidiaries. For the purpose of the investment in these subsidiaries, the Trust has obtained term loans from banks and issued secured redeemable listed non convertible debentures/Debt securities (NCDs). The loans and NCDs obtained by the Trust have pari-passu charge over all the current assets and unsecured loans extended by the Trust to the subsidiaries. The shares of these subsidiaries have been pledged with the Debenture Trustee as per the respective pledge agreements.
3. The amounts considered are on the basis of data and financial statements as on 31st March 2026
4. Market Value considered for Loans & Investments is Fair Enterprise Value of Project SPVs as of 31st March 2026 as per the valuation report dated 14th May, 2026



09th July 2026

To,
IDBI Trusteeship Services Limited
Mumbai

Sub: Approval for sharing Pari-passu charge on Security

Dear Sir/Madam,

IndiGrid Infrastructure Trust (IndiGrid) is an infrastructure investment trust (InvIT) listed on NSE & BSE ("Borrower"). IndiGrid has availed various borrowings as per facility agreements/Debt Security Trust Deeds mentioned below:

Facility Agreement/ DTD Date	ISIN	Bank/ NCD (Debt Securities)	Sanctioned Amount (in Cr.)
13-Feb-18	-	Term Loan - IndusInd Bank	500
17-Sep-18, amended on 17-Jun-2020, amended on 28-Dec-23 & amended on 25-Sep-24	INE219X07462	NCD Series A	250
29-Dec-20	-	Term Loan - Axis Bank	750
31-Mar-21	-	Term Loan - HDFC Bank	2000
05-May-21	INE219X07173/181/199/207/215/223/231/249/256/264/272/280	Public NCD	1000
14-Sep-21	INE219X07306	NCD Series M	850
25-Jun-21	INE219X07298	NCD Series L	400
27-Feb-23	INE219X07363	NCD Series P	500
27-Feb-23	INE219X07355	NCD Series Q	500
27-Feb-23	-	Term Loan - HSBC Bank I	200
23-Aug-23	-	Term Loan - Federal Bank	300
13-Apr-23	INE219X07371	NCD Series R	1140
11-Aug-23	INE219X07389	NCD Series S	1650
21-Aug-23	-	Term Loan - HSBC Bank	450
22-Aug-23	INE219X07413	NCD Series U	500
04-Oct-23	-	Term Loan - Federal Bank	400
16-Feb-24	INE219X07447	NCD Series W	500
16-Feb-24	INE219X07439	NCD Series X	500
21-Jun-24	INE219X07454	NCD Series Y	650
27-Jun-24	-	Term Loan - Punjab National Bank	2000
09-Oct-24	-	Term Loan - Federal Bank	500
29-Nov-24	-	Term Loan - SBI	1000
26-Mar-25	INE219X07488	NCD Series Z	500
	INE219X07470	NCD Series AA	70
	INE219X07496	NCD Series AB	630
24-Apr-25	INE219X07504	NCD Series AC	470
26-Mar-25	INE219X07512	NCD Series AD	300
	INE219X07546	NCD Series AE	1500

IndiGrid Investment Managers Limited

Registered & Corporate Office: Unit No. 101, First Floor, Windsor, Village Kule Kalyan, off CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098, Maharashtra, India **CIN:** U28113MH2010PLC308857

Ph: +91 72084 93885 | **Email:** complianceofficer@indigrid.com | www.indigrid.co.in



	INE219X07520	NCD Series AF	1200
	INE219X07538	NCD Series AG	300
29-Jul-25	INE219X07579	NCD Series AH (Partially Paid NCD)	1900
02-Mar-26	-	Term Loan – NaBFID	1600
06-May-26	-	Term Loan - Punjab National Bank	1000

For the purpose of securing the above Debt, IndiGrid has agreed to provide below common security:

Security

1. First pari-passu charge (along with other current and future lenders of the Borrower) on entire current assets of the Borrower, loans and advances (present & future) and any receivables accrued/realized from such loans and advances extended by Borrower to its Hold Cos and/or SPVs. Step in rights on the loans advanced by the Borrower shall be with the Security Trustee. It being understood that loans and advances extended by the Borrower will be subordinate to any senior debt availed or to be availed at the Hold Cos/SPVs level.
2. First pari-passu charge on all current assets of the IGL, IGL1 & IGL2, including loans and advances and any receivables accrued/realized from loans and advances extended by the IGL, IGL1 & IGL2 to its SPVs. Step-in rights with respect to IGL, IGL1 & IGL2 loans shall be with the Security Trustee. It being understood that loans and advances extended by the IGL, IGL1 & IGL2 will be subordinate to any senior debt availed or to be availed at the SPVs and it is also clarified that IGL, IGL1 & IGL2 can create charge on up to 90 days of their receivables for availing working capital facility.
3. First pari-passu charge (along with other current and future lenders of the Borrower) on Escrow Account of the Borrower, and all its sub-accounts including Cash Trap Account (excluding, in each case the interest service reserve account / debt service reserve accounts / distribution accounts) in respect of the outstanding facilities/debt securities and any additional debt permitted under the respective financing documents).
4. A first pari passu pledge over (i) equity shares to the extent of at least 99% (ninety nine percent) of the equity share capital of JTCL, MTL, RTCL, PKTCL, NRSS, PTCPL, GPTL, JKTPL, ENICL, NER-II, OGPTL, Kallam, BDTCL, RSTCPL, KTL, RSAPL, KNTL, JUPL, Gadag, TNSEPL, UMD, TKSPL, TRSPL, Solar Edge, TSEC, TSETPL, PLG, USUPL, TL Patlasi, TL Nangla, TL Gadna, GGEPL, GBPL, IGL, IGL1 and IGL2 (ii) equity shares to the extent of at least 73% (seventy three percent) of the equity share capital of PrKTCL (iii) equity shares to the extent of at least 65% (sixty five percent) of the equity share capital of TL Sitamauss. The Borrower may provide a pledge over a higher number of shares of the SPVs or any other company, as an additional security, by intimating the Security Trustee. It is hereby clarified that by virtue of pledge of equity shares of IGL, IGL1 & IGL2, the Lenders would not have any recourse or rights against any subsidiaries of IGL, IGL1 and IGL2, save and except those subsidiaries whose shares have been provided as a pledge to secure the facility/issuance.

Notwithstanding anything contained above, the Restructuring (merger/demerger/amalgamation/slump sale/sale or any other similar transaction) of SPVs and HoldCos shall be permitted if: (i) the asset is continued to be held by IndiGrid Infrastructure Trust or any of its Hold Cos or its SPV's; and (ii) such Restructuring is undertaken amongst IndiGrid Infrastructure Trust Group (IndiGrid Infrastructure Trust, Hold Cos & SPVs). The Security Trustee is authorized (without any prior approval from any lenders) to issue NOCs/approvals/release of security / pledging / removing pledge/ repledging or to enter into any agreement or carry any other activity necessary for the same.



IndiGrid Investment Managers Limited

Registered & Corporate Office: Unit No. 101, First Floor, Windsor, Village Kole Kalyan, off CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098, Maharashtra, India **CIN:** U28113MH2010PLC308857

Ph: +91 72084 93885 | **Email:** complianceofficer@indigrid.com | www.indigrid.co.in

Any additional comfort, timeline for security creation and terms remain as per respective financing documents.

IndiGrid is in process of raising the additional debt through issuance of Non-Convertible Debenture/ Debt Securities of INR 1100 crores. Above security will be shared on Pari-passu basis for the benefit of Debenture holders/ Debt Securities Holder. We hereby confirm that IndiGrid has fulfilled Additional Debt Conditions as per respective financing documents.

Since IDBI Trusteeship is holding security for existing Term Loan Lender/Debenture Holders/ Debt Securities Holders of IndiGrid, we request you to share above mentioned security for borrowing through issuance of Non-Convertible Debenture/ Debt Securities of INR 1100 crores in favour of the IDBI Trusteeship Services Limited (yourself) who will be acting as Debenture Trustee/ Debt Security Trustee for the benefit of above mentioned Debenture Holders/ Debt Securities Holder.

For IndiGrid Investment Managers Limited

(Acting in the capacity of Investment manager to IndiGrid Infrastructure Trust)


Authorized Signatories

