Sundaram & Srinivasan	**Chaturvedi & Co LLP**
Chartered Accountants	**Chartered Accountants**
#23, C.P. Ramaswamy Road,	**2nd Floor, Park Centre,**
Alwarpet,	**24, Park Street,**
Chennai – 600018	**Kolkata – 700 016**

To

The Board of Directors,

NLC India Limited

Independent Statutory Auditors' Certificate for compliance with covenants in respect of listed unsecured debt securities of NLC India Limited as at June 30, 2025.

1. This Certificate is issued at the request of the management of M/s. NLC India Limited (the "Company"/ "NLCIL") vide our letter of engagement dated August 02, 2025.

2. This is to certify the compliance with all the covenants (the 'Statement of Compliance with Covenants') for the period ended June 30, 2025 in respect of outstanding Un-secured issuances of rated, non- cumulative, non- convertible, redeemable, taxable bonds in the nature of debentures (NCDs) namely

   - NLCIL bonds 2021 series -I amounting to Rs.1175 Crore issued on 12/02/2021 with interest at 6.05% p.a.;
   - NLCIL bonds 2021 series -II amounting to Rs.500 Crore issued on 20/12/2021 with interest at 6.85% p.a.;

   Aggregated to Rs. 1720.18 Crore including accrued interest.

Management's Responsibility

3. The preparation of the Statement of Compliance with Covenants in the format prescribed by SEBI vide its Circular No. SEBI/HO/DDHS-PoD3/P/CIR/2024/46 dated May 16, 2024 (the 'SEBI Circular') and SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 (the 'Regulation') is the responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement of Compliance with Covenants and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

4. The Company's management is also responsible for ensuring that the Company complies with the LODR Regulations, the Circular and other requirements stated in the Information Memorandum of the Un-Secured Bonds.

Auditors' Responsibility

5. Pursuant to the management's request, we have examined the covenant compliance based on the criteria mentioned in the Circular referred in Paragraph 3 above. We provide a limited assurance

as to whether the Company has complied with the covenants mentioned in the information memorandum.

6. We conducted our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes and Standards on Auditing 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.

7. 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 Services Engagements.

8. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the reporting criteria mentioned in paragraph 3 above. The procedures selected depends on the auditors' judgement including the assessment of the risks associated with the reporting criteria. The procedures performed vary in nature and timing from and are less extent than for, reasonable assurance. Consequently, the level of assurance is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Accordingly, we have performed the following procedures in relation to the Statement of Compliance with Covenants:

    a. Obtained and read Debenture Trust Deeds and Information Memorandums.

    b. With respect to compliance with covenants, the management has represented and confirmed that the Company has complied with all the other covenants [including affirmative, informative, and negative covenants], as prescribed in the Debenture Trust Deeds, for the period ended June 30, 2025.

    c. Performed necessary inquiries with the Management and obtained necessary representations.

Conclusion

9. Based on our review conducted as above and the information and explanation provided to us, nothing has come to our attention that causes us to believe that the accompanying Statement of compliance with covenants contain any material misstatement.

Restriction on Use

10. This certificate has been issued on the request of the Management of M/s. NLC India Limited to be submitted to **IDBI Trusteeship Services Limited** (herein referred to as "Debenture trustee") to express the Compliance with covenants in respect of the listed Unsecured debt securities by NLCIL. Our certificate should not be used for any other purpose other than specified above.

11. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other person other than Debenture Trustee, to whom this certificate is shown or into

SUNDARAM & SRINIVASAN CHARTERED ACCOUNTANTS New No:4, Old No:23, C.P. Road, Chennai 600 018.

CHATURVEDI & CO LLP ★ KOLKATA ★ CHARTERED ACCOUNTANTS whose hands it may come save where expressly agreed by our prior consent in writing.

12. We have no responsibility to update this certificate for events and circumstances occurring after the date of the certificate.

For Sundaram & Srinivasan	**For Chaturvedi & Co LLP**
Chartered Accountants	**Chartered Accountants**
Firm Regn. No: 004207S	**Firm Regn. No: 302137E/E300286**
P Menakshi Sundaram	**Amit Kumar**
Partner	**Partner**
M No. 217914	**M No. 318210**
UDIN:25217914BMKYRK7216	**UDIN:25318210BMRKGU5527**

Place: Chennai
Date: August 07, 2025

Statement of Compliance with Covenants

The listed entity has vide its Board Resolution and information memorandum/ offer document and under various Debenture Trust Deeds, has issued the following listed Un-secured debt securities:

ISIN	Private Placement/Public Issue	Secured/ Unsecured	Value of Bond
INE589A08035	Private Placement	Unsecured	1175 Crore
INE589A08043			500 Crore

We certify that the company has complied with all the covenant/terms of the issue mentioned in the offer document/ Information Memorandum and/or Debenture Trust Deed for the period ended June 30, 2025, for the above mentioned Un-Secured Non-convertible debt securities in accordance to the Clause 56(1) (d) of Regulations read with clause 2.1 of the Chapter VI of the Circular.

Further, please find below list of the covenants which the company has failed to comply for the period:

Covenants	Document reference	Date of breach	Cure period (if any)
NIL			

Statement of Security Coverage Ratio ("Statement")

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
		Exclusive Charge		Pari- Passu Charge				Elimination on (amount in negative)		Related to only those items covered by this Certificate				
Particulars	Description of Asset for which this Certificate relate	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)	Assets not offered as Security	Debt amount considered more than once (due to exclusive plus pari passu charge)	(Total C to H)	Market Value for Assets charged on Exclusive Basis (Note 8)	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) (Note 11)	Market Value for Pari passu charge Assets (Note 8)	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) (Note 11)	Total Value (=K+L+M+ N)
		Book Value	Book Value	Yes/ No	Book Value	Book Value						Relating to Column F		
Assets		TPS II EXP	Solar 709MW		NNTPS	300MW (Solar)								
Property, Plant and Equipment (Note 15)	PPE of TPS II Expansion (Exclusive charge) & Neyveli New Thermal Power station (Pari - passu Charge) With SBI Cap Trustee company Ltd.	1,621.43	2,287.77		5,457.19	769.13	7,034.96	-	17,170.48	-	1,621.43	-	1,184.00	2,805.43
Capital Work-in- Progress		-	-		1,020.81	-	4,137.85	-	5,158.66	-	-	-	-	-
Right of Use Assets		-	-		-	-	76.97	-	76.97	-	-	-	-	-
Goodwill		-	-		-	-	-	-		-	-	-	-	-
Intangible Assets		-	-		-	-	206.38	-	206.38	-	-	-	-	-
Assets under Development		-	-		-	-	-			-	-	-	-	-
Investments		-	-		-	-	5,091.52	-	5,091.52	-	-	-	-	-
Loans		-	-		-	-	215.91	-	215.91	-	-	-	-	-
Trade Receivables		-	-		-	-	1,478.77	-	1,478.77	-	-	-	-	-
Inventories		-	-		-	-	1,177.86	-	1,177.86	-	-	-	-	-
Cash and Cash Equivalents		-	-		-	-	162.74	-	162.74	-	-	-	-	-
Bank Balances other than Cash and Cash Equivalents		-	-		-	-	125.34	-	125.34	-	-	-	-	-
Others (note - 9)		-	-		-	-	5,286.95	-	5,286.95	-	-	-	-	-
Total		**1,621.43**	**2,287.77**		**6,478.00**	**769.13**	**24,995.25**	-	**36,151.58**		**1,621.43**	-	**1,184.00**	**2,805.43**
														-
Liabilities		-	-		-	-				-	-	-	-	-
Debt securities to which Certificate pertains		2,000.00	-		1,184.00	-	-	-1,184.00	2,000.00	-	1,594.23		405.77	2,000.00
Other debt sharing pari-passu charge with above debt		-	-		1,660.79	-	-310.79	-	1,350.00	-	-	-	-	-
other debt		-	-		-	-	-	-	-	-	-	-	-	-
Subordinated debt		-	-		-	-	-	-	-	-	-	-	-	-
Borrowings :		-	-		-	-	-	-	-	-	-	-	-	-
-Bank		-	1,042.44		-	780.00	-	-	1,822.44	-	-	-	-	-
- Debt Securities		-	-		-	-	1,675.00	-	1,675.00	-	-	-	-	-
- Others		-	-		-	-	697.36	-	697.36	-	-	-	-	-
Trade Payables		-	-		-	-	1,081.72	-	1,081.72	-	-	-	-	-
Lease Liabilities		-	-		-	-	37.04	-	37.04	-	-	-	-	-
Provisions		-	-		-	-	1,350.67	-	1,350.67	-	-	-	-	-
Others (note -10 & 13)		27.20	8.53		0.36	-	26,128.46	-27.20	26,137.35	-	27.20	-	-	27.20
Total		**2,027.20**	**1,050.97**		**2,845.15**	**780.00**	**30,659.46**	**-1,211.20**	**36,151.58**	-	**1,621.43**	-	**405.77**	**2,027.20**
														-
Cover on Book Value		**0.80**	-		**2.28**	-	-	-	-	-	-	-	-	
Cover on Market Value		-	-		-	-	-	-	-	-	-	-	-	**1.38**
Security Cover ratio (Note 14)		**1.38**	-		**2.28**	-	-	-		-	**1.00**	-	**2.92**	**1.38**

Notes

1. Column C - includes book value of assets having exclusive charge and outstanding book value of debt for which this certificate is issued.
2. Column D - includes book value of assets having exclusive charge and outstanding book value of all corresponding debt other than column C.
3. Column E -includes debt for which this certificate is issued having pari passu charge.
4. Column F - includes : 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
5. Column G - includes book value of all other assets having pari passu charge and outstanding book value of corresponding debt.
6. Column H - includes all those assets which are not charged and all unsecured borrowings
7. Column I - includes the debt which has been counted more than once (included under exclusive charge column as also under pari passu). In order to match the liability amount with financials, the debt which has been counted more than once (included under exclusive charge column as also under pari passu) has been eliminated.
8. Justification for not providing Market Value as on 30.06.2025: This is to confirm that the last valuation for TPS 2 Expansion and NNTPS was carried out for the period ending 31.03.2025 for which valuation report is submitted to Debenture Trustee. Book value as on 30.06.2025 has been considered as fair value by the management.
9. Other assets include Current tax assets, Other Financial assets, Other Non current assets, other current assets and Regulatory deferral account debit balances
10. Other Liabilities in Column H include the Deferred Tax Liabilities, Other current liabilities and non current liabilities, other financial and Non-financial liabilities, Regulatory deferral account credit balances, equity share capital and other equity of the company.
11. The market value cover is calculated as per the total value of assets mentioned in Column O.
12. The above financial information as on 30.06.2025 has been extracted from standalone books of accounts for the period ended 30.06.2025 and other relevant records of the listed entity which have been subject to audit.
13. Other Liabilities in Column D, F and L represents interest accrued
14. The Security Cover ratio of 1.38 times derived by considering the Exclusive charge asset as well as Paripassu Charge Asset pertaining to Secured NCDs.
15. Property, Plant and Equipment mentioned in column C represents net book value after deducting assets that are not paid for amounting to 13.41 Crores and in column D, F and G represents net book value without excluding assets not paid for, if any.