

ATSL/DEL/2023-24/1855
December 29, 2023

To,
North-Eastern Electric Power Corporation Ltd ("Issuer")
Brookland Compound Lower New Colony
Dist. East Khasi Hills Shillong-793003, Meghalaya

Sub.: Satisfaction of Charge – Debenture Trustee - 3000 Listed Rated Secured Redeemable Non-Convertible Debentures (NCBs) aggregating to 300 Crores issued by North-Eastern Electric Power Corporation Limited (NEEPCO).

Ref.:

1. Request from the Company for the issue of NOC and release of charge bearing ISIN INE636F07241 w.r.t XXth Series NCDs.
2. Request letter to all the Debenture Holders seeking approval.
3. Statutory Auditor Certificate.
4. Indemnity cum Undertaking from the issuer.
5. Deemed Approval from Debenture Holders (copies enclosed).
6. Charge Id: 100239598

Dear Sir/Ma'am,

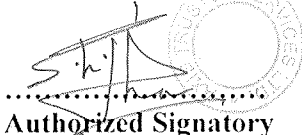
We write in our capacity of Debenture Trustee in term of Debenture Trust Deed dated January 24, 2019, as amended from time to time for the 3000 Secured Redeemable Non-Convertible Taxable Bonds (NCBs) aggregating to 300 Crores issued by the issuer.

As per the request received, the issuer has paid the interest payment and principal redemption against the XXth series Debentures of Rs. 300 Crore (INE636F07241) on November 29, 2023.

Based on the aforesaid references, we in our capacity as Debenture Trustee hereby provide our No Objection for satisfaction of Charge ID 100239598 created by the company for securing the above-mentioned facility, extinguishment of ISIN INE636F07241 and release of charge.

We request you to take the same on record and file the necessary satisfaction form with Registrar of Companies ("ROC") within the statutory timeline.

Yours faithfully,
For **Axis Trustee Services Limited**




Authorized Signatory
Name: Subhash Jha
Designation: DGM



R.Pal & Co.
Chartered Accountants

Membership No - 54234

Firm Registration No: 322343E

C.P.I Office Campus, Quinton Road, Shillong, Pin- 793001 Office: () 0364-2224371, E-mail: ranadhirpal@gmail.com

To

**Axis Trustee Services Ltd,
The Ruby, 2nd Floor(SW),
29,Senapati Bapat Marg,
Dadar West, Mumbai-400028**

Based on the records produced before us we certify that NEEPCO 9.50% Secured Redeemable Non-Convertible Taxable Bonds XXth Series bearing ISIN: **INE636F07241** of Rs.300 crore has been fully redeemed on 29.11.2023.

For R. Pal & Co

Chartered Accountants

RANADHIR PAL
Digitally signed
by RANADHIR
PAL
Date: 2023.12.05
18:53:56 +05'30'

Proprietor

Membership No. 54234

FRN:- 322343E

UDIN: 23054234BGUYZG9884

Dated Shillong

The 05th December 2023



मेघालय MEGHALAYA

214643

This Deed of Undertaking cum Indemnity made at Shillong on December 21, 2023 by:

North-Eastern Electric Power Corporation Limited (NEEPCO), (A Government of India Enterprise), a Public Limited Company within the meaning of the Companies Act, 1956 (1 of 1956) and having its Registered and Corporate Office at Brookland Compound, Lower New Colony, Shillong – 793 003, in the State of Meghalaya (hereinafter referred to as “the NEEPCO”/“the Company”) which expression shall, unless excluded by or repugnant to the context or meaning thereof, include its successors and permitted assigns of the one part.

In favor of **Axis Trustee Services Limited**, a company within the meaning of the Companies Act, 2013 (1 of 2013) and having its Registered Office at Axis House, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai – 400 025 and Corporate Office at The Ruby, 2nd Floor, SW, 29 Senapati Bapat Marg, Dadar West, Mumbai – 400028 and branch office Address is Plot 25, IInd Floor, Pusa Road, Karol Bagh, New Delhi -110005 (hereinafter called the “Trustees/Debenture Trustee” which expression shall include its successors and assigns and the Trustees for the time being wherever the context or meaning shall so require or permit) of the OTHER PART

Whereas,

1. The Company has issued 3000 Secured Redeemable Non-Convertible Taxable Bonds (NCBs) in the nature of Debentures of the face value of Rs.10,00,000/- (Rupees Ten Lacs) each aggregating to Rs.300 Crores represented by the XXth Issue (the “NCD”).

2. The NCD were secured under and pursuant to the Debenture Trust Deed dated January 24, 2019 (the "Debenture Trust Deed") executed between the Company and Axis Trustee Services Limited ("Trustee"). Bonds are to be secured by the first legal Registered Mortgage and Charge on the said Properties comprising of (a) Gujarat Immovable Property and (b) the assets at the Kameng Hydro Power Station of the Company under this Bond Trust Deed.
3. The particulars of the creation of the Security were filed with the Registrar of Companies, under the Charge ID 100239598 dated January 24, 2019.

The Company hereby confirms that interest payment and principal redemption against the XXth Series PSU bonds of Rs.300 crore (INE636F07241) has been made on 29th of November 2023.

In consideration of the aforesaid premises, the Company hereby agrees, undertakes at all times to indemnify, and keep the Trustee, their successors and assigns each of their officers, directors, and employees indemnified, saved and defended against:

1. any and all claims, demands, liabilities, obligations, suits, actions or proceedings of any kind or nature whatsoever that may be instituted or preferred by any person (including but not limited to the NCD holders) claiming to be entitled to any right, title, interest in respect of the Charge Property which may affect or be deemed to affect the mortgage and charge created/to be created by the Company in favour of the Trustee for the benefit of the NCD Holders and all costs, charges and expenses that may be incurred by the Trustee.
2. any and all claims, losses, damages, costs, expenses, claims and demands of whatsoever nature that Trustee may incur or suffer or put to or which may be occasioned to Trustee on account of any deficiency or otherwise in connection with the security discharged in absence of specific no dues certificate from the NCD holder.
3. any and all claims or demands or penalties or costs, charges and expenses of any nature or kind whatsoever and by whomsoever made in respect of the act of the Trustee.
4. for any legal/statutory fine or penal consequence arising on the Trustee due to any non-compliance, misrepresentation or breach of representations and warranties by the Company.

The indemnification as provided by the Company, shall not be deemed exclusive of any other rights to which the Trustee, may be entitled under any provision of law, or any other agreement, or otherwise.

This Deed of Undertaking cum Indemnity shall be binding on our successors, assigns, administrators, liquidators, and all those claiming title under us and shall remain in force.

The Company is aware that it is on the strength and basis of this undertaking cum indemnity that Axis Trustee Services Limited acting as Trustee for the benefit of NCD holder has agreed to provide the No Dues Certificate for satisfaction of charge.

Baidyanath Digitally signed by
Baidyanath Maharana
Maharana Date: 2023.12.21
15:41:44 +05'30'

Signed on behalf of the North Eastern Electric Power Corporation Limited by **Mr. B. Maharana, Director (Finance)** pursuant to the resolutions of the Board of Directors passed on 14th May, 2018.

Gagan1 Arora

From: Gagan1 Arora
Sent: December 6, 2023 2:08 PM
To: Gagan1 Arora
Cc: Dwijen Kumar; Samujjal Sarmah; Cathleen Raneer; Delhi Team; Subhash Kumar Jha
Subject: FW: Redemption Certificate_XXth Series Bond

Importance: High

Dear Debenture Holder(s),

This is with regards to the Listed Secured, Redeemable Non-Convertible Taxable Bonds in nature of Debentures issued by North Eastern Electric Power Corporation Limited (NEEPCO). The issuer has fully redeemed the said NCDs and repaid the principle and interest amount on November 29, 2023.

Now, issuer has requested us to issue the NOC and close/satisfy the charge. We, in the capacity of debenture trustee informing you on the same.

Please provide your concurrence on the same asap but not later than December 13, 2023.

Please be noted that if no revert/query has been received before December 13, 2023, it will be regarded as deemed consent and we will issue the NOC to the issuer to close the charge.

Thanks & Regards,
Gagan Arora
Assistant Manager
| Axis Trustee Services Ltd | Plot 25 | Hnd Floor | Pusa Road,
Karol Bagh, New Delhi - 110005 |
Mobile - +91 98996 09092

Axis Bank | Axis Asset Management | Axis Securities | Axis Capital | Axis Finance | Axis Bank UK

escalation matrix	Contact Person Name	Email Address	Contact Numbers
1st Escalation	Ganesh Tandon	ganesh.tandon@axistrustee.in	9899231554
2nd Escalation	Subhash Kumar Jha	subhash.jha@axistrustee.in	9810303768

From: Samujjal Sarmah <samujjal@neepco.co.in>
Sent: December 6, 2023 1:40 PM
To: Gagan1 Arora <Gagan.Arora@Axistrustee.In>; Ganesh Tandon <ganesh.tandon@axistrustee.in>
Cc: Delhi Team <Delhi.Team@axistrustee.in>; Anil Grover <anil.grover@axistrustee.in>; Dwijen Kumar <dwijenkumar@neepco.co.in>; Cathleen Raneer <cranee@neepco.co.in>; Barisha Pakyntein <bpakyntein@neepco.co.in>
Subject: Redemption Certificate_XXth Series Bond
Importance: High

CAUTION : External Email - VALIDATE SENDER before CLICKING on Links/Attachments.

Dear Sir,

PFA the redemption certificate issued by our CA with respect to XXth Series Bond. Kindly issue a *No Dues Certificate* to NEEPCO for onward submission of the same to NSDL for extinguishment of the ISIN bearing No. INE636F07241.

An early response would be appreciated as our request for extinguishment to the depository needs to be taken up without delay.

Regards,

Samujjal Sarmah
Manager (Finance)
North Eastern Electric Power Corporation Ltd.,
Brookland Compound, Lower New Colony,
Shillong 793003