

Independent Auditor's Certificate on Book Value of Assets of the Company Contained in Columns A to J of "Statement of Security Cover and Statement of Compliance Status of Financial Covenants in respect of Non-Convertible debentures of Bhilangana Hydro Power Limited for period ended and as at September 30, 2022" ("the Statement")

To

The Board of Directors

Bhilangana Hydro Power Limited

Lohia Head Road,

District-Udham Singh Nagar,

Khatima, Uttarakhand – 262308

1. We, Jain Pramod Jain & Co., Chartered Accountants, the statutory auditor of Bhilangana Hydro Power Limited ("the Company"), have been requested by the Management of the Company to certify book value of assets of the Company contained in Columns A to J of the Statement, and whether the Company has complied with financial covenants with respect to the listed secured non-convertible debentures issued and outstanding as at September 30, 2022.

The Statement is prepared by the Company from the unaudited books of accounts and other relevant records and documents maintained by the Company as at September 30, 2022 pursuant to requirements of Circular no. SEBI / HO / MIRSD / MIRSD _ CRADT / CIR / P / 2022 / 67 dated May 19, 2022 issued by Securities and Exchange Board of India in terms of regulation 54 read with regulation 56(1)(d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 15(1)(t) of Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 (hereinafter referred together as "the SEBI Regulations"), as amended, for the purpose of submission to Axis Trustee Services Limited, Debenture Trustee of the Non -Convertible debentures (hereinafter referred to as "the Debenture Trustee") issued by the Company and outstanding as at September 30, 2022.

Management's Responsibility

2. The preparation of the Statement 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 and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
3. The management of the Company is also responsible for ensuring that the Company complies with all the relevant requirements of the SEBI Regulations and for providing all relevant information to the Debenture Trustees and for complying with all the covenants as prescribed in the terms of Offer Document / Information Memorandum / Debenture Trust Deed.



Auditor's Responsibility

4. Pursuant to the requirements of Circular no. SEBI / HO / MIRSD / MIRSD _ CRADT / CIR / P / 2022 / 67 dated May 19, 2022 issued by Securities and Exchange Board of India, our responsibility for the purpose of this certificate is to provide a limited assurance on whether the book values of the assets of the Company contained in Columns A to J of the Statement have been accurately extracted and ascertained from the unaudited books of accounts of the Company and other relevant records and documents maintained by the Company, and whether the Company has complied with financial covenants of the debentures.
5. A limited assurance engagement involves making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. The procedures performed vary in nature and timing from a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement 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:

- a) Obtained the Statement from the management.
 - b) Verified that the information contained in the Statement have been accurately extracted and ascertained from the unaudited books of accounts of the Company as at and for the period ended September 30, 2022 and other relevant records and documents maintained by the Company, in the normal course of its business.
 - c) Verified and examined the arithmetical and clerical accuracy of the information included in the Statement.
 - d) Reviewed the terms of Offer Document / Information Memorandum / Debenture Trust Deed to understand the nature of charge (viz. exclusive charge or pari-passu charge) on assets of the Company.
 - e) Obtained Register of Charges kept by the Company as per the requirements of the Companies Act, 2013 to understand the composition of charges already created on assets of the company.
 - f) Read the terms relating to financial covenants of the debentures and recomputed the financial covenants.
 - g) Performed necessary inquiries with the management and obtained necessary representations.
6. We conducted our examination and obtained the explanations in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (ICAI). This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
 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 Review Historical Financial Information, and Other Assurance and Related Services Engagements.



Conclusion

8. Based on the procedures performed as referred to in paragraph 6 above and according to the information and explanations provided to us by the Management of the Company, nothing has come to our attention that causes us to believe that the book values of the assets of the Company contained in Columns A to J of the Statement have not been accurately extracted and ascertained from unaudited books of accounts of the Company for the period ended and as at September 30, 2022 and other relevant records and documents maintained by the Company and that the Company has not complied with financial covenants of the debentures.
9. ISIN wise details of Secured Non-Convertible debentures is as under:

Sn	ISIN	Private Placement/Public	Secured/ Unsecured
1	INE453I07195	Private Placement	Secured
2	INE453I07203	Private Placement	Secured
3	INE453I07211	Private Placement	Secured
4	INE453I07229	Private Placement	Secured

10. Asset cover for listed debt securities:

- i) The financial information as on 30 Sep 2022 and other relevant records of the listed entity has been extracted from the books of accounts;
- ii) The assets of the listed entity provide coverage of 2.72 times of the interest and principal amount, which is in accordance with the terms of the issue / debenture trust deed (calculation as per statement of asset cover ratio for the secured debt securities - Annexure A)

Restriction on Use

11. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of submission to the Debenture Trustee and should not be used by any other person or for any other purposes without our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For Jain Pramod Jain & Co.

Chartered Accountants

FRN: 016746N

P.K. Jain

(P.K. Jain)

PARTNER

Membership No. 010479

UDIN: 22010479BDCMHR9728

New Delhi

Dated: 14-11-2022



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 ^{viii}	Column K	Column L	Column M	Column N	Column O
Particulars	Description of Asset for which this certificate release	Debt for which this certificate to being issued	Exclusive Charge	Peri-Passu Charge	Assets shared by pari-passu holder included debt for which this certificate is issued & other debt with pari-passu charge)	Other assets on which there is pari-passu charge (excluding terms covered in Column F)	Asset 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, DPDA, market value is not applicable)	Market Value for Peri-Passu charge Assets	Carrying value / book value for peri-passu charge assets where market value is not ascertainable or applicable. (For Eg. Bank Balance, DPDA, market value is not applicable)	Total Value (K+L+N+O)
		Book Value	Book Value	Yes / No	Book Value	Book Value		debt amount considers d more than once (due to exclusive plus pari passu charge)			Relating to Column F			
	ASSETS								-					
	Property, Plant and Equipment													
	Capital Work-in-Progress			Yes	4,679.52				4,679.52			-	4,679.52	4,679.52
	Right of Use Assets			NA	-				-			-	-	
	Goodwill			NA	-				-			-	-	
	Intangible Assets			No	112.75				112.75			-	-	
	Intangible Assets under Development			Yes	20.53				20.53			-	-	20.53
	Investments			Yes										
	Investment in mutual fund			Yes										
	Loans			Yes	8,885.44				8,885.44			9,313.25	-	9,313.25
	Inventories			Yes	12,409.38				12,409.38			-	12,409.38	12,409.38
	Trade Receivables			Yes	4,285.49				4,285.49			-	4,285.49	4,285.49
	Cash and Cash Equivalents			Yes	248.21				248.21			-	248.21	248.21
	Bank Balances other than Cash and Cash Equivalents			Yes	797.65				797.65			-	797.65	797.65
	Fixed Deposits			Yes	404.96				404.96			-	404.96	404.96
	Short term loan and advances, other current assets and other non-current assets			Yes	755.47				1,109.88			-	755.47	755.47
				Yes	183.34				183.34			-	183.34	183.34
TOTAL LIABILITIES			354.41		32,782.74				33,137.15			9,313.25	23,784.55	33,097.80
Debt Securities to which this Certificate pertains				8.25% Listed NCDS	9,980.00				9,980.00					9,980.00
Other debt sharing pari-passu charge with above debt				8.25% unlisted NCDS	2,020.00				2,020.00					2,020.00
				Non Fund Based Limit from ABC Bank	31.08				31.08					31.08
Other Debt			320.00											
Subordinated Debt														
Borrowings														
Bank														
Debt Securities														
Others														
Trade Payables														
Lease Liabilities														
Provisions														
Others														
Cover on Book Value			320.00		12,031.08				12,031.08					12,031.08
Cover on Market Value					272									272
		Exclusive Security Cover Ratio			Pari-Passu Security Ratio									

i. This column shall include book value of assets having exclusive charge and outstanding book value of debt for which this certificate issues.

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 book value of assets having pari-passu charge, b) outstanding book value of debt for which this certificate is used; 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 assets having pari-passu charge and outstanding book value of corresponding debt.

vi. This column shall include all charges and shall include unsecured borrowings including subordinated debt which has been created more than once (included under pari-passu column as also under pari-passu).

vii. On order to match the liability amount which financials, it is to eliminate the debt which has been created more than once (included under pari-passu column as also under pari-passu).

viii. On the assets side, there shall not be elongation as there is no overlap.

ix. Assets which are considered at Market Value/Land, Building Residential/Commercial Real Estate to be stated at Market Value. Other assets having charge to be stated at book value / Carrying Value.

x. The market value shall be calculated as per the total value of assets mentioned in Column Q.

