

KANCHANJUNGA

February 10, 2023

To

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G –Block
Bandra-Kurla Complex, Bandra (East)
Mumbai-400051

Symbol: NCD-KPCP29; KPCP33; KPCP24

Subject: Security Cover under Regulation 54 of SEBI (LODR) Regulations, 2015

Dear Sir / Madam,

In pursuant to the provisions of Regulation 54 of SEBI (LODR) Regulations, 2015, we enclose herewith the Security Cover Certificate issued by statutory auditor of the Company for Secured Listed Non-Convertible Debentures as on December 31, 2022.

Kindly take this on record.

Thanking you,
Yours faithfully,
For **Kanchanjunga Power Company Private Limited**

Jyoti
Jyoti Chawla
Company Secretary
M. No.-A44668



Kanchanjunga Power Company Private Limited

CIN No.: U74899DL1991PTC046387 | GSTIN: 02AABCK9368H1ZG Email Id: *pyg.secretarial@polyplex.com*
Corporate Office: B-37, 3rd Floor, Sector - 1, Noida- 201301, Gautam Budh Nagar, (U.P.), India, Board: +91-120 4621300 | Fax: +91-120 4621333
Registered Office: A-26/5, First Floor, Street No. 8, West Vinod Nagar, Delhi-110092
Site: KPCPL Power House, Patnikuhal Shila, Halan II Road, Tehsil Manali, District Kullu - 175129, Himachal Pradesh
Website: *indiahydro.in/consoctium-members/kanchanjunga-power-pvt-ltd*

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 Kanchanjunga Power Company Private Limited for period ended and as at December 31, 2022" ("the Statement")

To

The Board of Directors

Kanchanjunga Power Company Private Limited

A-26/5, 1st Floor, Street No.8

West Vinod Nagar

Delhi – 110092

1. We, Jain Pramod Jain & Co. , Chartered Accountants, the statutory auditor of Kanchanjunga Power Company Private 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 Annexed Statement, and whether the Company has complied with financial covenants with respect to the listed secured non-convertible debentures issued and outstanding as at December 31, 2022 as given in column F of the Statement ("the debentures").

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 December 31, 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 December 31, 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 December 31, 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 December 31, 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	INE117N07089	Private Placement	Secured
2	INE117N07097	Private Placement	Secured
3	INE117N07105	Private Placement	Secured

Restriction on Use

10. 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)

PARTNER

Membership No. 010479

UDIN: 23010479BGZEMT5519



Place: New Delhi

Dated: 10.02.2023

