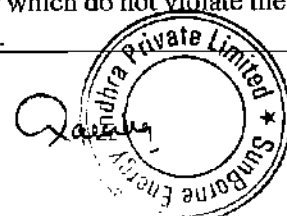
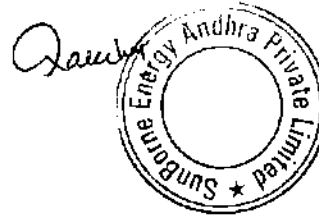


Term Sheet

1	Facility Amount:	INR 500 crore (As per Annexure I)																				
2	Instrument:	Unlisted, Unrated, Secured Rupee Denominated NCDs of the face value of Rs.1,00,000 each																				
3	Purpose:	The facility will be utilised for: <ul style="list-style-type: none">- working capital purposes including repayment of existing working capital loan- capital expenditure- transaction expenses																				
4	Borrowers:	As per Annexure – I																				
5	Guarantors / Security Providers:	As per Annexure - II																				
6	Tenor:	30 months from the pay in date of the Bonds with put option as at the end of 18 months from allotment date ("Put Option").																				
7	Repayment:	Facility to be redeemed/ repaid as follows: <table><tr><td>3 months from pay in date of the Bonds</td><td>5% of the Bonds</td></tr><tr><td>6 months from pay in date of the Bonds</td><td>5% of the Bonds</td></tr><tr><td>9 months from pay in date of the Bonds</td><td>5% of the Bonds</td></tr><tr><td>12 months from pay in date of the Bonds</td><td>5% of the Bonds</td></tr><tr><td>15 months from pay in date of the Bonds</td><td>5% of the Bonds</td></tr><tr><td>18 months from pay in date of the Bonds</td><td>5% of the Bonds</td></tr><tr><td>21 months from pay in date of the Bonds</td><td>5% of the Bonds</td></tr><tr><td>24 months from pay in date of the Bonds</td><td>5% of the Bonds</td></tr><tr><td>27 months from pay in date of the Bonds</td><td>5% of the Bonds</td></tr><tr><td>30 months from pay in date of the Bonds</td><td>55% of the Bonds</td></tr></table>	3 months from pay in date of the Bonds	5% of the Bonds	6 months from pay in date of the Bonds	5% of the Bonds	9 months from pay in date of the Bonds	5% of the Bonds	12 months from pay in date of the Bonds	5% of the Bonds	15 months from pay in date of the Bonds	5% of the Bonds	18 months from pay in date of the Bonds	5% of the Bonds	21 months from pay in date of the Bonds	5% of the Bonds	24 months from pay in date of the Bonds	5% of the Bonds	27 months from pay in date of the Bonds	5% of the Bonds	30 months from pay in date of the Bonds	55% of the Bonds
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30 months from pay in date of the Bonds	55% of the Bonds																					
8	Coupon:	9.00% p.a. payable quarterly on 29 th Sep, 29 th Dec, 29 th Mar and 29 th June each year commencing from 29 th Sep 2021																				
9	Make-whole Period:	18 months																				
10	Security:	<p>a. first ranking exclusive charge created by the Obligors over all their account receivables and operational revenues;</p> <p>b. first ranking exclusive charge created by the Obligors over all bank accounts, related investments, fixed deposit and monies lying to the credit of such accounts;</p> <p>c. first ranking floating charge created by the Obligors over all cash/cash equivalent;</p> <p>d. unconditional and irrevocable guarantees by all Obligors</p> <p><u>It is clarified that the security covered in paragraph (a) to (c) does not include the Excluded Assets (defined below).</u></p> <p>"Excluded Assets" mean the following:</p> <ul style="list-style-type: none">- proceeds of the Rupee denominated non-convertible debentures and any other additional INR denominated external commercial borrowings availed/issued by an Obligor and any other permitted form of indebtedness which may be incurred by an Obligor from Greenko Dutch B.V. or its successors ("Rupee Debt");- proceeds of any financial support received by an Obligor under the terms of the Rupee Debt availed/issued by it; and- proceeds of any permitted shareholder loans or investments received by an Obligor under the terms of or which do not violate the terms of the Rupee Debt availed/issued by it.																				



11.	Security Cover:	1.2 times of outstanding loan amount
12.	Mandatory Pre-payment:	(a) Illegality; (b) Redemption/ prepayment/ discharge of the USD 940 million Notes (except the schedule repayments); (c) Failure to maintain Security Cover; (d) Any disposal of assets by the Obligors (except if such assets are replaced / substituted by other assets of similar quality); and (e) Exercise of Put Option by the Bond Trustee.
13.	Tax Gross Up:	All payments by the Obligors will be grossed up for all taxes.



Annexure I

List of Borrowers and NCD amounts

Sl. No.	Name of the Company	NCD - Amount (INR crore)
1	SEI Adhavan Power Private Limited	90.00
2	SEI Aditi Power Private Limited	40.00
3	SEI Bheem Private Limited	20.00
4	SEI Kathiravan Power Private Limited	20.00
5	SEI Phoebus Private Limited	40.00
6	SEI Venus Private Limited	40.00
7	Sunborne Energy Andhra Private Limited	50.00
8	Greenko Rayala Wind Power Private Limited	200.00
	Total	500.00

Annexure II

List of Obligors

Sl. No.	Name of the Company
1	SEI Adhavan Power Private Limited
2	SEI Aditi Power Private Limited
3	SEI Bheem Private Limited
4	SEI Kathiravan Power Private Limited
5	SEI Phoebus Private Limited
6	SEI Venus Private Limited
7	Sunborne Energy Andhra Private Limited
8	Greenko Rayala Wind Power Private Limited
9	Sandla Wind Projects Private Limited
10	Greenko Solar (Dharmavaram) Private Ltd
11	SEI Arushi Private Limited
12	SEI Diamond Private Limited
13	SEI Sriram Power Private Limited
14	SEI Suryashakti Power Private Limited
15	Fortune Five Hydel Projects Private Limited
16	Jed Solar Parks Private Limited
17	Poly Solar Parks Private Limited
18	Ratnagiri Wind Power Projects Private Limited
19	AMR Power Private Limited
20	Greenko Budhil Hydro Power Private Limited
21	Hemavathy Power And Light Private Limited
22	Rithwik Energy Generation Private Limited

