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## **Summary Terms of the Notes**

	3 subsidiaries of Adani	Green Energy Lin	mited ("Parent") issuing	green bonds under a singl	e ISIN and CUSIP			
Co-Issuers	– Prayatna Develop	ers Pvt Ltd ("PDP	L"), Parampujya Solar E	nergy Pvt Ltd ("PSEPL"), an	id Adani Green Energy (U	JP) Ltd ("AGE(UP)L")		
Guarantor	The Notes will be guar	anteed by each o	f the Co-Issuers. The Pa	erent is not providing a gua	rantee or other credit su	pport for the Notes		
Expected Issue Ratings	S&P: BB+	Fil	tch: BB+					
Format	144A/Reg S							
Ranking	Senior secured obligat	ions of the Issuer	rs .					
Use of Proceeds			,	canding external commerci Filiates for Capex in Eligible		ents of other liabilities		
Tenor	[5.5 years]							
Amount / Currency	US\$[]mm							
Coupon	[]%; Fixed rate in semi	-annual instalmer	nts, subject to pricing c	ap as applicable under ECE	3 guidelines			
Currency	USD							
Security	Substantially all of the	Co-Issuers' asset	s, contractual docume	nts, and 100% pledge of sh	ares			
Optional Redemption	(i) Tax Event, (ii) By pa	ying Make-whole	at any time except in la	st six months when Notes	can be redeemed at Par			
Change of Control Put	At 101% upon Change	of Control and a F	Ratings Decline					
Covenants	Certain covenants that among other things require Co-Issuers i) to maintain a minimum Debt Service Coverage Ratio of 1.10 ii) to sweep cash into a Senior Debt Redemption Account if (a) the Project Life cover Ratio is less than the Threshold Project Life Cover Ratio if a Pool Protection Event has occurred and is continuing or (b) Senior Debt exceeds the NPV of EBITDA Forecast plus any residual cash divided by the Threshold Project Life Cover Ratio times the NPV rate of the weighted cost of Senior Debt; iii) To restrict distributions linked to Debt Service Coverage Ratio and FFO/ Net Debt position and iv) To restrict distributions one year before maturity of the Notes in case Acceptable Refinance Plan not submitted till such time one is submitted							
Debt Service Reserve Account	One semi-annual perio	d equivalent to be	e maintained in Senior	Debt Service Reserve Acco	unt for benefit of Note h	nolders & INR lenders		
Listing	SGX / India INX							
Governing Law	English Law							
Joint Global Coordinators	<b>BARCLAYS</b>	cîtî	CREDIT SUISSE	J.P.Morgan	MUFG	Standard Schartered		
Joint Book Runners	() Emirates NBD	SBICAP SRI Canital Markets	YES BANK					



## **Contents**

- 1 Adani Group
- 2 Adani Green Energy Limited
- 3 Restricted Group
- 4 Transaction Structure
- A Appendix

# 1. Adani Group

## Adani Group - Leading Energy & Infrastructure Conglomerate in India

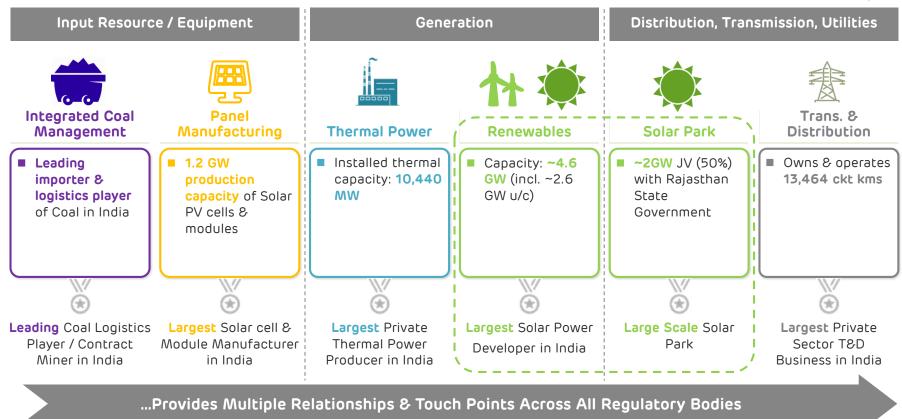
#### Pit to Plug Integration in Energy Value Chain Presence Across Transport & Logistics Space India's Leading Renewable Player: 4.560 MW India's Leading Ports Operator: **200 MMT** adani India's Leading Thermal Player: India's private Rail network 10.440 MW 312 Km Owner & Operator: India's Leading **Transmission** Player: 13.464 Ckt Km (Australia) 75.0% 74.9% 86.5% 74.8% 74.9% 62.3% Adani Enterprises Adani Power Adani Transmission Adani Green Energy Adani Gas Adani Ports & SEZ Abbot Point ■ Total capacity of ■ Total capacity of ■ Total capacity of Focused pure play Leading coal mine ■ 10 Ports across ■ Strategically 10.440 MW 13.464 ckt km 4,560 MW (Installed gas marketing & developer and Indian coast with positioned coal capacity of 1,970 distribution co. operator leading market terminal with 50 ■ Low Merchant Risk ■ Investment Grade MW: u/c 2.590 MW) share in India's sea mtpa operational Operational 4 GAs + ■ Coal Logistics: - 95% PPA (25 yr) rated by Moody's, borne cargo capacity 15 new Capacity of 66 Diversified fuel mix S&P, Fitch Diversified fuel mix MTPA ■ Multi modal ■ Proximity to world's ■ Total authorization Diversified with significant largest metallurgical loaistics for 35 GAs (AGL + Solar panel pass through 100% 👃 geographical spread & thermal coal JV) manufacturing characteristics ■ Mundra SEZ basins Diversified (8,481 ha) AEML ■ Wilmar JV for counterparties ■ Limited competition branded agri ■ Investment Grade with high entry products Acquired Mumbai ■ 100% contracted rated by Moody's, barriers Distribution in Aug long tenor PPAs ■ Incubated S&P, Fitch 2018 for Enterprise ■ Long term take or businesses: Value of ~\$1.9 bn pay contracts with Airports – Socialization of Successful ■ Serving 3 million costs bidders for 6 consumers in airports suburban Mumbai ■ Investment Grade Roads (500 MW captive rated by S&P, Fitch generation) ■ Water M. Cap: \$2,497mm M. Cap: \$3,446mm M. Cap: \$909mm M. Cap: \$2,114mm M. Cap: \$2,015mm M. Cap: \$11,720mm

Notes: Shareholding as on 31-Mar-2019; M. Cap – Market Cap as on 30-Apr-2019; Exchange rate: 1 USD = 69.2679 INR (RBI reference rate as of 3<sup>rd</sup> May); Ckt km – Circuit kilometer <sup>1</sup> As of 31.12.2018 (Source: Adani estimate, excluding non-Adani and coastal LNG, LPG volume)



## Adani Group - Largest Integrated Energy Player in India

## Adani Group's End to End Integration in the Energy Value Chain...



Ministry MoP, MNRE Advisory CEA Regulatory CERC, SERC

Statutory NLDC, RLDC, SLDC T&D Utilities
CTU, STU

Dispute Resolution
APTEL

Notes: u/c - Under Construction; PV - Photo Voltaic; ckm - Circuit Kilometers; T&D - Transmission and Distribution; JV - Joint Venture; MoP - Ministry of Power; MNRE - Ministry of New & Renewable Energy; CEA - Central Electricity Authority of India; CERC - Central Electricity Regulatory Commission; SERC - State Electricity Regulatory Commission; NLDC - National Load Dispatch Center; RLDC - Regional Load Dispatch Center; SLDC - State Load Dispatch Center; CTU - Central Transmission Utility: STU - State Transmission Utility: APTEL - Appellate Tribunal for Electricity: Ckt km - Circuit kilometer



## Adani Group - Track Record of Delivering World Class Assets

#### Leveraging Core Strengths...



#### Large Scale Businesses Delivering Consistent Growth

- Mundra Port: India's Largest Commercial Port
- > Mundra-Mohindergarh 1,980 Ckt Km: One of the Longest Private Asian HVDC
- Mundra: Largest Single Location Private Thermal Power Station in India
- > 648 MW, Tamil Nadu: India's Largest Single Location Solar Power Plant



#### Unmatched Execution Capabilities - Timely and Cost Effective

- 9 Months: Time for 648 MW Mega Solar Project Construction & Commissioning
- > Competitive Capex / MW vis-à-vis Thermal Sector in India



#### Strong Operational Efficiencies

- ➤ 60%+: Higher EBITDA margin Among Port Peers Globally
- > 99%+ Availability: Higher Operational Efficiencies in Power Transmission
- > 5%: Low Operation & Maintenance Costs in Solar Power Generation



## Growing M&A Capabilities

- ➤ **Dhamra**: From Loss in 2014 to 65% EBIDTA Margin
- > Mumbai Distribution: Recently acquired; integration underway
- ➤ **Udupi**: From Loss to Profit of ~US\$21.9mm in FY16; CUF from 61% to 77% in FY16

#### ...to Deliver World Class Assets

648 MW Ultra Mega Solar Power Plant



India's Largest Commercial Port



Largest Private Thermal Power Station in India



One of the Longest Private HVDC Line in India



## Unparalleled growth and exemplary value creation

Notes: HVDC - High Voltage Direct Current; Ckt km - Circuit kilometer



# 2. Adani Green Energy Limited ("AGEL")

## AGEL – Leading Pan India Renewable Player, Well Diversified Portfolio



86.5% Adani Family



4,560 MW1 57 Locations in 11 States

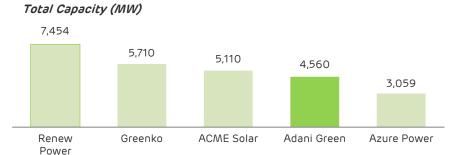


100%

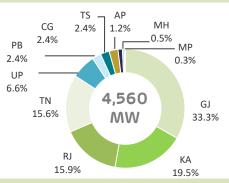
25 Year PPAs



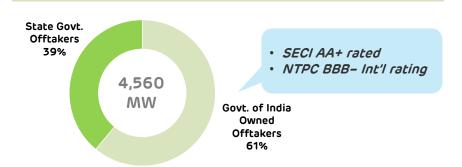
## Amongst the Largest Renewable Utility Players in India<sup>3</sup>



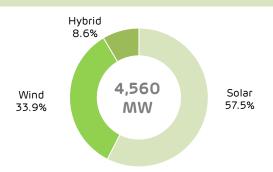
## Diversified Geographical Footprint<sup>4</sup>



#### Diversified Mix of Offtakers4



#### Diversified Fuel Mix4



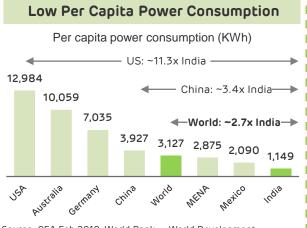
#### AGEL is the Only Large Listed Pure Play Renewable Power Producer in India

Notes: Exchange rate: 1 USD = 69.1713 INR (31-Mar-19) for historical numbers; Note: GJ - Gujarat; KA - Karnataka; RJ - Rajasthan; TN - Tamil Nadu; UP - Uttar Pradesh; PB - Punjab; CG: Chattisgarh; TS: Telangana; AP - Andhra Pradesh; MH - Maharashtra; MP: Madhya Pradesh; BESCOM - Bangalore Electricity supply company Ltd; PSPCL – Punjab State Power Corporation Limited; 1 Operational capacity: 1,970 MW; Under construction capacity: 2,590 MW; 2 As of Sep-18; 3 Source: CRISIL report titled "Industry Report – Power, Solar and Wind Sector": 4 As of Mar-19

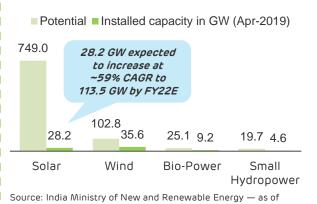


## Renewables - Attractive Industry Outlook

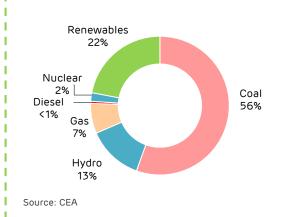
April 2019



## Untapped Solar and Wind Resources



#### Low Share in Generation Mix1



Source: CEA Feb 2019, World Bank — World Development Indicators, accessed Apr 2019

Aggressive Renewable Roadmap

■ Wind ■ Solar ■ Other renewables

\_3.4x growth

-4.0x growth

~1.9x growth

~227 GW

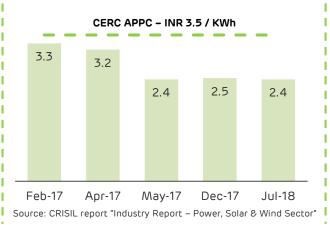
47

114

67

FY22E (Revised)

## Renewables - A Competitive Power Source



## **Attractive Source of Energy**

- India's high import dependency for energy needs
- ✓ High irradiation & low resource risk
- Aggressive growth targets set by Government
  - ✓ Signatory to Paris Accord
  - Stated commitment to install ~227 GW of renewable capacity
- ✓ Complementary load profile

Source: CRISIL reports titled "Industry Report – Power, Solar and Wind Sector", "Sector Report: Power", and "Sector Report: Solar Energy", India Ministry of New and Renewable Energy. Notes: RPO – Renewable Purchase Obligation; Exchange rate: 1 USD = 69.2679 INR; 1 Generation mix as at 31-Mar-19



Source: CEA

~78 GW

14

28

36

FY19

## AGEL - Strong Execution Expertise and World Class O&M Capabilities

#### Strong Execution Expertise

- ✓ Deep know-how of land procurement laws in states across India
- ✓ Experience in obtaining regulatory approvals in given timeframe
- ✓ Reduce transmission cost by strategically. identifying land near substations

#### **Engineering**

Land Acquisition &

**Evacuation** 

**Approvals** 

- ✓ Strong in-house design team
- ✓ Standardized & optimized templates to enable speedy execution
- ✓ Stringent equipment specifications to enable tight quality control

#### Procurement

- ✓ Unique leverage with vendors due to Adani Group size and scale
- ✓ Long term partnerships leading to strategic differentiation in cost
- ✓ Volume enables to enforce most stringent quality. requirements

#### Construction

- Strong and experienced in-house execution team
- ✓ Self-EPC enables to minimize externalities and uncertainties
- ✓ Centralized project controls
- ✓ Safety-centric execution culture

#### Strong Vendor Relationships







## World Class O&M Capabilities

#### Key O&M Focus Areas

Automated &

Centralized

**Operations** 

#### Unique **Innovations**

### Remote Operations and Nerve Center (RONC)

#### **Benefits**

- Centralized site monitoring
- ✓ Ability to support complex operations
- Minimal manual intervention

#### Institutionalized Organization & **Practices**

- Cluster Based Management Structure
- Ensure adequate skilled resources at site and centrally
- √ Robust succession planning

### **Business** Intelligence

- Analytics
- Machine Learning
- Thermal Imaging
- Targeted approach for issue resolution
- ✓ Real time diagnostics to improve efficiency

#### Dust Detection Optimize Maintenance

- System Module Level
- Power Electronics
- Optimized module cleaning cycle
- ✓ Ensure string level optimized generation







Notes: O&M - Operations & Maintenance



## **AGEL's Strategic Priorities**

## Growth and Returns Focus

- ✓ Vision to be one of the leading Indian renewable players
- ✓ Disciplined investment decisions framework to add incremental shareholder value

## Optimal Capital Management

- ✓ Leverage internal accruals to drive RoE with accretive growth
- ✓ Commitment to maintain a strong credit profile

## Project Execution

- ✓ Build on infrastructure expertise with consistent track record of creating industry leading infrastructure
- ✓ Leverage on vendor partnerships and relationships to support volumes, quality and cost

## Operational Excellence

- ✓ Drive high and predictable generation (Solar P50, Wind P75)
- ✓ Lower cost through preventive maintenance focus
- ✓ Institutionalized O&M organization and practices

#### Stable Cash Flows

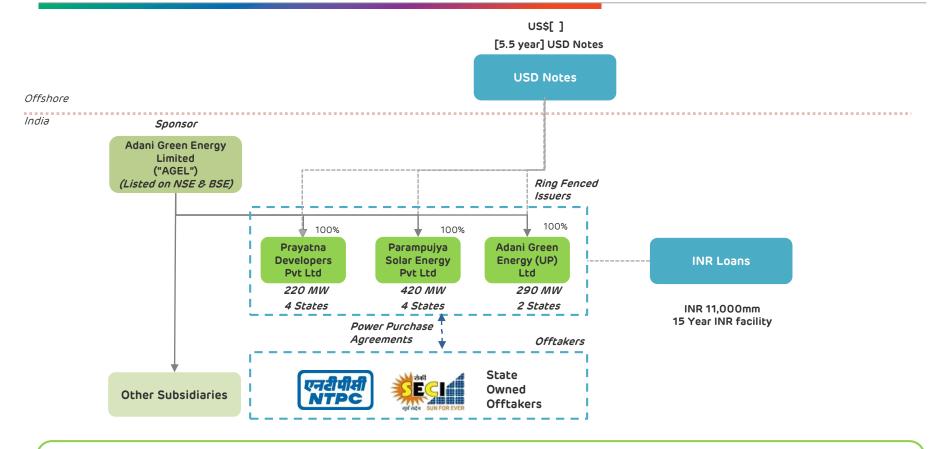
- ✓ Predictable cash flow with 100% contracted business with Long term PPA's (~25 years)
- ✓ Over 65% (on fully completed basis) with Govt. of India Owned Counterparties

Notes: 08M - Operations & Maintenance; RoE - Return on Equity; WACC - Weighted Average Cost of Capital; PPA - Power Purchase Agreement



# 3. Restricted Group ("RG")

## Ring Fenced Obligor Group with Documented Pool Protection Features



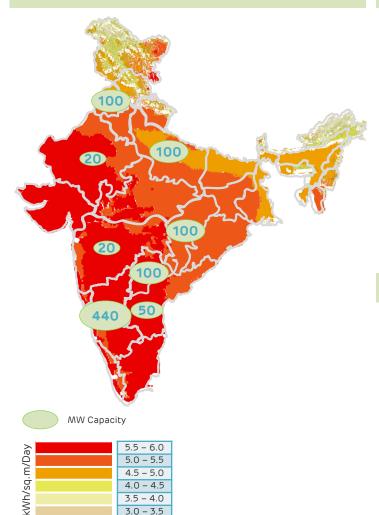
- ✓ Ring fenced group of operating solar assets with no greenfield development risk
- ✓ Restricted Group credit quality maintained through amortizing debt and other structural protections
- ✓ Standard Project Finance features Cash flow waterfall, restricted distribution, security and collateral package

Note: The Adani Group and AGEL are not providing a guarantee or other credit support to the Notes



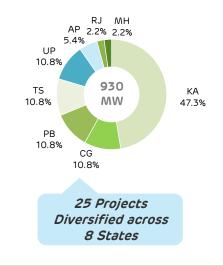
## **Diversified Pool of Operating Solar Assets**

## **Asset Presence Across High Irradiation** Zones in India



4.0 - 4.5 3.5 - 4.03.0 - 3.5

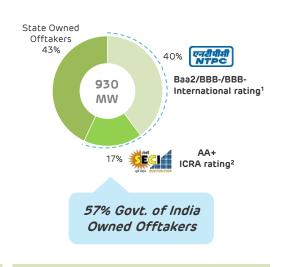
## **Diversified Geographic Footprint**



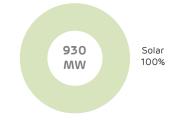
## 100% Operating Portfolio



#### **Diversified Mix of Offtakers**



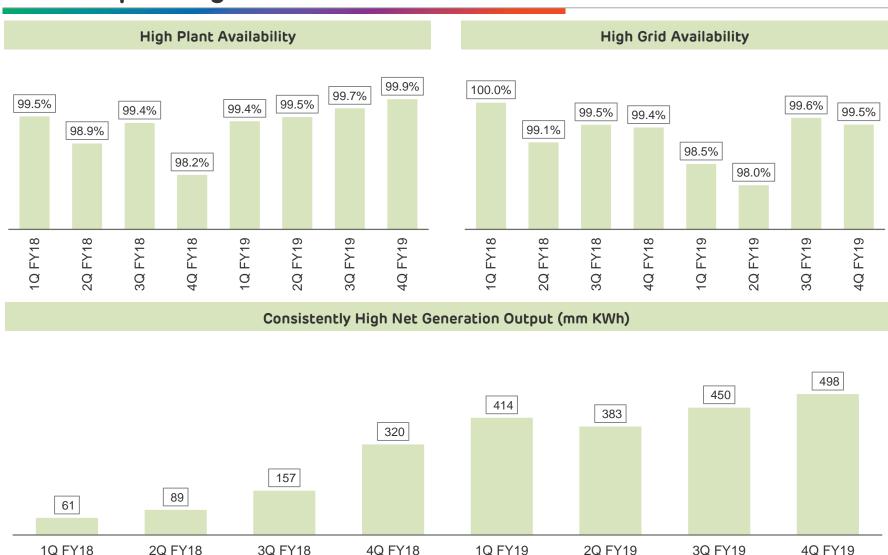
## 100% Solar Assets



Note: CG: Chattisgarh; KA: Karnataka; PB: Punjab; TS: Telangana; TN: Tamil Nadu; UP: Uttar Pradesh; 1 Baa2/BBB-/BBB- rating by Moody's/S&P/Fitch respectively; 2 AA+ rating by ICRA;



## Robust Operating Metrics...



Note: Above details correspond to year ending 31-Mar-2019; CUF – Capacity Utilization Factor; PDPL – Prayatna Developers Pvt Ltd; PSEPL – Parampujya Solar Energy Pvt Ltd; AGE(UP)L – Adani Green Energy (UP) Ltd; Annual Plant / Grid Availability calculated as weighted average of monthly Availability using number of days in each month as weights



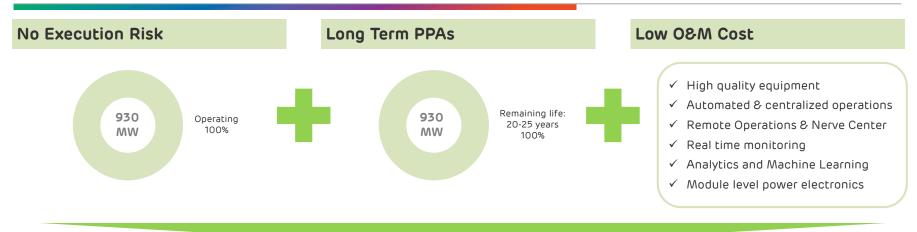
## ...Leading to Strong Financial Performance

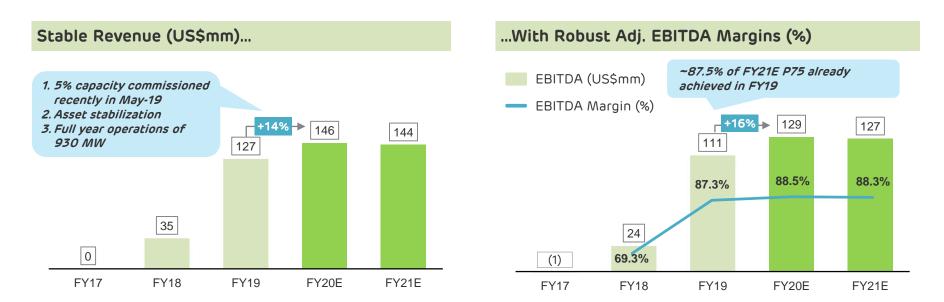


Notes: Exchange rate: 1 USD = 69.1713 INR (31-Mar-19) for historical numbers; FYE – 31-Mar; <sup>1</sup> Revenue reflects total income (i.e, including other income); <sup>2</sup> Adj. EBITDA represents Earnings Before Interest, Tax, Depreciation and Amortization; <sup>3</sup> Net debt calculated as total debt (long term borrowings, short term borrowings, current maturities of long term debt) less borrowings from non-RG less cash and cash equivalents (including current investments and margin money deposit with banks); <sup>4</sup> Shareholders' equity calculated as equity share capital (including reserves and surplus) and includes compulsorily convertible debentures (CCDs) and other unsecured borrowings from Non-RG



## High Degree of Visibility on Steady State EBITDA Throughout PPA Life





Source: Exchange rate: 1 USD = 69.1713 INR (31-Mar-19) for historical numbers; 1 USD = 69.2679 INR (03-May-19) for future projections; FYE – 31-Mar. Projections for FY20E & FY21E from Independent Consultant's Report on Projections issued by Deloitte; Notes: 1 Revenue reflects total income (i.e, including other income); 2 Adj. EBITDA is Earnings Before Interest, Tax, Depreciation and Amortization.



## Pro Forma Capitalization

	Current	: (Mar-19)	Pro Forma (Mar-19) <sup>1</sup>		
	US\$mm	xFY20E Adj. EBITDA	Adj. (US\$mm)	US\$mm	xFY20E Adj. EBITDA
Existing External Indebtedness	\$513	4.0x	(\$513)	-	-
Capital Creditors	\$119	0.9x	(\$119)	-	-
Senior Secured USD Notes	-	-	\$500	\$500	3.9x
Senior Secured INR Term Loans	-	-	\$159	\$159	1.2x
Total External Indebtedness and Capex Creditors	\$632	4.9x	\$27	\$659	5.1x
Subordinated Loans from Parent/ Affiliates <sup>2</sup>	\$188	1.5x	(\$13)	\$175	1.4x
Total Equity <sup>3</sup>	\$83	0.6x		\$83	0.6x
Total Capitalization	\$903	7.0x	\$14	\$917	7.1x
FY20E Adj. EBITDA	\$129			\$129	

Exchange rate: 1 USD = 69.1713 INR (31-Mar-19) for historical numbers; 1 USD = 69.2679 INR (03-May-19) for future projections. Projections from Independent Consultant's Report issued by Deloitte <sup>1</sup> Pro-forma numbers presented assuming new bond size of US\$500mm

<sup>&</sup>lt;sup>3</sup> Total Equity is Net Parent Investments as disclosed in Restricted Group financials and inclusive of Unsecured Perpetual Debt, Retained Losses and Other Comprehensive Income/ (Losses)



<sup>&</sup>lt;sup>2</sup> Current Subordinated Loans from Parent/ Affiliates include Compulsory Convertible Debentures (CCDs). Pro-forma Subordinated Loans from Parent/ Affiliates presented is approximate number and may be subject to variations depending on final issuance related expenses and quantum of capital creditors

# 4. Transaction Structure

## Structural Protection to Debt Investors (1/2)

#### Standard Project Finance Features

- Bankruptcy remote Obligor Group operating Project Assets
- 100% amortizing debt (INR debt/ designated accounts) over PPA life
- Cashflow waterfall mechanism
- One semi-annual period equivalent DSRA
- DSCR linked Restricted Payments
- Detailed information and compliance certificates

#### Security and Collateral Package

- 100% Issuer shares pledge
- Direct pledge over all assets and contractual documents
- Common security sharing with other Creditors of the Obligor Group

#### Unique Covenants and Other Structural Features

- Only operating assets to be part of the pool; no greenfield risk ever
- Unique covenants
  - Project Life Cover Ratio (PLCR)
  - FFO/ Net Debt
  - Govt. of India Owned Counterparties attributable EBITDA & CFADS
  - Graded distribution linked to Operating Performance
  - Capex Reserve
- 100% Cash Sweep/ lock up and Debt Reduction, if required
- Additional informational disclosure:
  - Obligor EBITDA attributable to Sovereign Counterparties
  - Refinancing plan/ capex plan for next six month period

## Summary Cashflow Waterfall<sup>1</sup> Taxes and Operating Expenses Senior Debt Payments (including hedging costs) Senior Debt Service Reserve Senior Debt Restricted Reserve Capex Reserve Account 6 Distribution Account

Note:  $^{1}$  Detailed waterfall mechanism including all sub-accounts detailed out in the Offering Circular

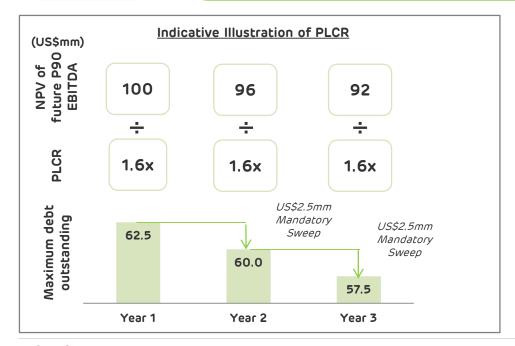


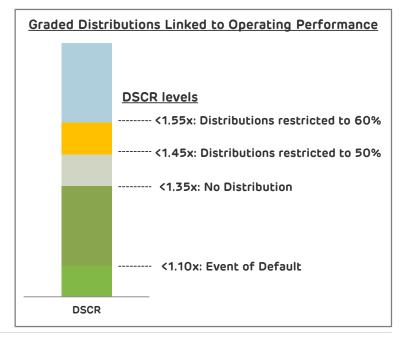
## Structural Protection to Debt Investors (2/2)

Unique Covenants Structured to Mitigate Key Risks

#### 1. Project Life Cover Ratio (PLCR): Finite PPA life and generation/ O&M risk

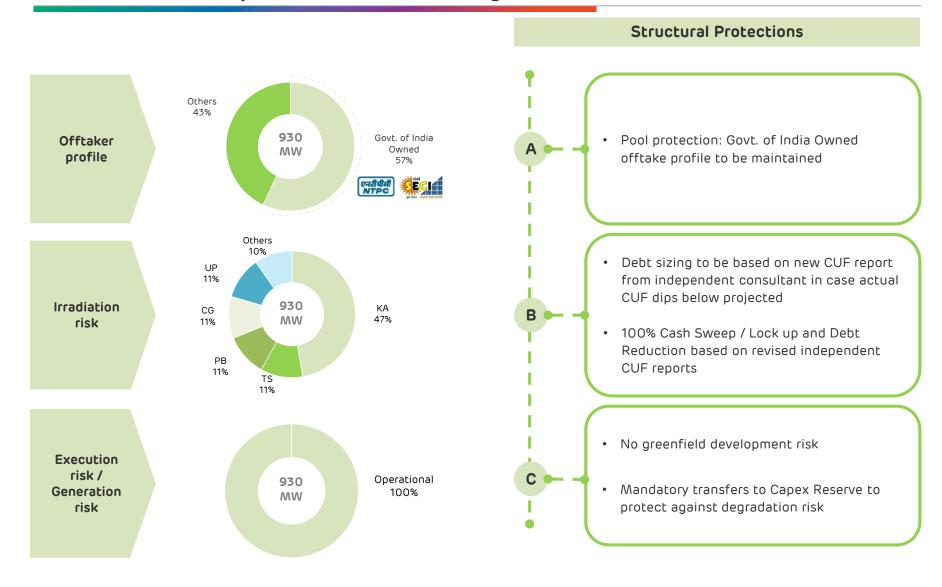
- NPV of EBITDA over PPA life divided by Senior Debt should be higher than threshold PLCR (1.6)
- Cash sweep, if required to align with threshold PLCR
- 2. Capex Reserve: Degradation Risk
  - · Mandatory transfer as stipulated by Independent Consultant CUF report to Capex Reserve Account for repowering
- 3. FFO/ Net Debt: Receivables Risk
  - Limitations on distributions in case FFO/ Net Debt < 6%</li>
- 4. Attributable financials to Sovereign Counterparties: Quality of earnings Risk
  - 55% of Issuers' EBITDA should be on account of Sovereign Counterparties
  - Sovereign Counterparties attributable CFADS to repay all interest and 75% of Total Debt
- 5. Graded distribution linked to Operating Performance: Distribution Risk
  - Permitted distributions linked to DSCR levels no distributions below 1.35x







## RG Credit Quality Maintained Through Structural Protections



Notes: KA: Karnataka; TS: Telangana; PB: Punjab; CG: Chattisgarh; UP: Uttar Pradesh



## Highest Rated India Renewable Offering



## **Fitch**Ratings

## **Expected Ratings**

BB+

BB+

## Commentary

- The pool has low operating correlation, providing meaningful diversity with different counterparties and locations. We believe this reduces the likelihood of the assets underperforming expectations
- Our operations phase SACP of 'bb+' for PSEPL RG reflects the preliminary operations phase SACP of 'bbb-' and a 1 notch negative adjustment in our comparative analysis assessment
- The rating can go up if the counterparty credit profile improves, resulting in a higher stand-alone credit profile (SACP) for PSEPL RG, or if the likelihood of the Indian government supporting off-takers increases

- Unlike other rated issuances from most of the Indian restricted groups, the issuers will directly own operating assets and are not meagre lender to the operating entities
- Any additional senior debt is allowed only if its term ends at least a year before the end of the average remaining life of the pool's power purchase agreements, project life cover ratio (PLCR)-based debt sizing test is met and credit ratings are maintained (by at least two agencies)
- The waterfall accounts for PLCR-based debt sizing, 6 months debt service cover, maintenance capex and liquidity reserve before letting any cash go out of the pool. The covenants also require capex for repowering of the solar panel to address fall in PLFs from degradation of solar panel as part of the cashflow waterfall. This in our view, addresses any potential lacuna in the equipment performance
- Fitch expects the financial leverage of AGEL Pool 1 to improve to under 5x by end-FY21



## AGEL's Restricted Group - A Compelling Investment Opportunity

## Strong Sponsorship of Adani Group

- ✓ Adani Group: Largest Energy & Infrastructure Conglomerate in India
  - ✓ World class project execution skills and O&M capabilities
  - √ Multiple relationships and touch points across relevant stakeholders across the India energy landscape
- ✓ AGEL: Only India Listed Company in the India Renewable Sector

## **Quality**Assets

- √ 100% long term contracted capacity
- ✓ Strong offtakers with 57% of installed capacity contracted with Govt. of India Owned Offtakers
- ✓ Portfolio Diversified by Geography and Counterparty Profile
- √ 100% operational solar assets

## Robust Structural Protections

- √ Standard Project Finance Features
- √ Security and Collateral Package
- ✓ Unique Covenants and Other Structural Features

## Highest Rated Indian Renewable Offering

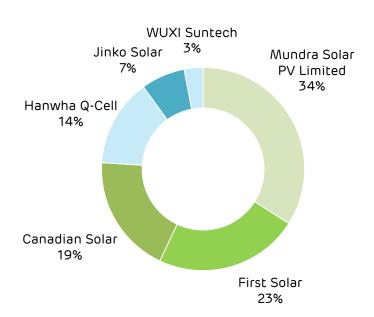
 $\checkmark$  The issue has been rated BB+ by S&P and BB+ by Fitch (expected)



# A. Appendix

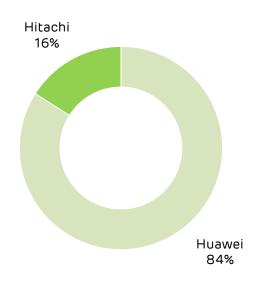
## Restricted Group – OEM Details

## Module supplier



- ✓ All modules sourced from tier 1 modules suppliers¹. Further, high standards ensured through component level certifications prescribed by IEC
- ✓ Key suppliers have high accreditations from DNV-GL, Solar Buyer, CEA etc. as an assurance for the warranted life of module

## Inverter supplier



- √ Amongst the first to adopt string inverters in projects
- ✓ Source inverters from market leading companies. This assures long term reliability and lower O&M cost
- ✓ Inverters sourced with max efficiency, string management support and Maximum Power Point Tracking





