

**CENTRAL ELECTRICITY REGULATORY COMMISSION  
NEW DELHI**

**Petition No. 457/MP/2020**

Subject : Petition seeking approval under Section 17(3) and 17(4) of the Electricity Act, 2003 read with Article 15 of the Transmission Service Agreement dated 24.6.2015 for creation of security interest in the transmission project assets and other relevant documents of Chhattisgarh-WR Transmission Limited in favour of Security Trustee.

Date of Hearing : 25.8.2020

Coram : Shri P. K. Pujari, Chairperson  
Shri I. S. Jha, Member  
Shri Arun Goyal, Member

Petitioner : Chhattisgarh-WR Transmission Limited (CWRTL) and Anr.

Respondents : Maharashtra State Electricity Distribution Company Limited and 7 Ors.

Parties present : Shri Amit Kapur, Advocate, CWRTL  
Ms. Poonam Verma, Adocate, CWRTL  
Ms. Aparajita Upadhyay, Advocate, CWRTL  
Ms. Sakshi Kapoor, Advocate, CWRTL  
Shri Vivek Singla, CWRTL  
Shri Bhavesh Kundalia, CWRTL  
Shri Sameer Trikha, CWRTL

**Record of Proceedings**

The matter was heard through video conferencing.

2. Learned counsel for the Petitioners submitted that the present Petition has been filed, *inter-alia*, seeking in-principle approval for creation of security in favour of the Petitioner No.2, Catalyst Trusteeship Limited by way of mortgage, hypothecation and charge or assignment over all movable and immovable assets of the Petitioner No.1, Chhattisgarh-WR Transmission Limited including its beneficial rights, title and interest under the provisions of the Transmission Service Agreement, transmission licence and other transmission project related documents. Learned counsel for the Petitioners further submitted as under:

(a) The Commission in its order dated 16.8.2016 in Petition No. 109/MP/2016 had granted approval for creation of security interest over the project assets of Petitioner No.1 in favour of IDBI Trusteeship Limited acting as the Security Trustee for the benefits of Rupee Lenders, the Account Bank and the Facility



Agent. Subsequently, the Commission in its order dated 9.7.2019 in Petition No. 349/MP/2018 had allowed the change of constitution of the consortium of existing Rupee Lenders.

(c) The Rupee Term loan availed by the Petitioner No.1 is now being refinanced by issuing Senior Secured Notes to eligible investors by way of private placement ('USPP Notes'). The USPP Notes will have tenure of 30 years and shall mature in March, 2050.

(d) In order to avail the proposed debt facility by issuance of USPP Notes, the Petitioner No. 1 has entered into a Master Note and Guarantee Agreement dated 4.3.2020, as amended and supplemented and Security Trustee and Intercreditor Deed dated 6.3.2020, as amended and supplemented. Under the said Agreements, the Petitioner No.1 is required to secure its obligations to the secured parties (which includes USPP Note holders, Hedge Counterparties, other secured parties and their respective successors, assignees, novatees and transferees) by creating security on the Petitioner No.1's assets in favour of Petitioner No.2, Catalyst Trusteeship Limited acting for the benefits of the secured parties.

(e) The Petitioner No.1 will also be entering into Hedging Agreements with various banks and financial institutions ('Hedge Counterparties') to manage the risk of adverse interest rate or currency movements in the short or medium term in its business or funding in accordance with the Security Trustee and Intercreditor Deed.

3. After hearing the learned counsel for the Petitioners, the Commission admitted the Petition and directed to issue notice to the Respondents.

4. The Commission directed the Petitioners to serve copy of the Petition on the Respondents immediately, if not already served. The Respondents were directed to file their reply by 14.9.2020, with advance copy to the Petitioner, who may file its rejoinder, if any, by 25.9.2020. The due date of filing of reply and rejoinder should be strictly complied with.

5. The Petition shall be listed for hearing in due course for which separate notice will be issued.

**By order of the Commission**

**Sd/-  
(T.D. Pant)  
Deputy Chief (Law)**



