

Prospectus for Public issue of Commercial Papers worth Nu. 300.00 Million

The following constitutes full and true disclosure of all material facts relating to the commercial papers offered by this Prospectus, as required by the Companies Act of Bhutan 2016:

**1. General Information:**

Name of the Company : DRUK GREEN POWER CORPORATION LTD.

Registered Office : THIMPHU

Subsidiary Company : BHUTAN HYDROPOWER SERVICE LTD, DAGACHHU HYDRO POWER CORPOPATION LTD, TANGSIBJI HYDRO ENERGY LTD

Auditors : TR Chadha & Co LPP (Chartered Accountants)

Bankers : BANK OF BHUTAN

Registration/License : U20071224THI0201

**2. Objective of the issue: TO ADDRESS THE WORKING CAPITAL REQUIREMENT**

**3. Particulars of offer:**

Issue Price per CP	Number of CPs Offered	Subscription Date	Allotment Date	Nature of Script
Face Value (100,000.00)	3,000.00	May 29, 2020	June 03, 2020	PTC and BPC Receivable and Fixed Asset

**4. Term of the Commercial Paper & Rate of Interest**

Term	Interest Rate	Payment of Coupon Amount
119 days	4.00%	3,901,639.30 3,912,328.77

**5. Maturity Period:** The maturity period of the CP will be for 119 days from the date of allotment as specified above. In event of premature redemption of the CP, the issuer will redeem only the principal amount and the interest accrued till the date of premature redemption subject to payment of 3% penalty;

**6. Method of distribution:** In Lump sum amount through RSEBL facility

*[Handwritten Signature]*



Other Assets	3,737.81	2,044.18	2,183.01
<b>Total</b>	<b>55,215.313</b>	<b>53,476.12</b>	<b>54,943.37</b>
Profit before tax	7,053.05	6,679.06	7,224.45
Profit after tax	4,946.531	4,496.57	5,086.97
Dividend	5,132.99	4,500.00	4,905.35

**12. Particulars of Present Board of Directors and CEO:**

NAME	DESIGNATION
SONAM TOBGAY, SECRETARY, MoHCA	CHAIRMAN
DASHO CHHEWANG RINZIN, MD, DGPC	BOARD MEMBER
NIM DORJI, SECRETARY, MOF	BOARD MEMBER
TASHI LHAMO, FINANCE DIRECTOR, DHI	BOARD MEMBER
TANDIN TSHERING, DG, DCSI, MOEA	BOARD MEMBER
KINGA TSHERING, DHI BOARD DIRECTOR	BOARD MEMBER
DASHO LOBZANG DORJI, DZONGDA ZEMGANG	BOARD MEMBER

**13. Statutory dues/Pending cases:** At present, the Company has no outstanding statutory dues. There are no litigation cases made by the Company for realization of amount outstanding against loans, the verdict of which is not yet given by the authorities.

**14. Declaration:** We hereby declare that the relevant provisions of the Companies Act 2016 and these guidelines issued by the Regulatory Authority have been complied with and no statements made in the offer memorandum are contrary to the provisions of Companies Act, 2016.

Place -  
Date -

Signature of Chairman/Director

*(Handwritten signature)*

Seal & Signature of the Chief Executive Officer



*(Handwritten signature)*

Managing Director

7. **Use of Fund:** The fund shall be used for the dividend payable to DHI during the month of June 2020.

8. **Payment of Interest/coupon:**

- (1) The CP shall be listed with the Stock Exchange for secondary transactions.
- (2) The interest amount shall be paid to the investors by A/c payee cheque.
- (3) The Central Depository of RSEB shall be the custodian for the debt instrument and facilitate the interest payments.

9. **Risk factors:**

The investors should make their own assumption/ analysis on the general market risks before deciding to invest in the scripts. However, following risks are directly related in the Investment Business:

- **Operational Risk:** Our revenue is depended on generation and subsequently hydrology has impact on the generation which may vary our revenue.
- **Market/Economy Risk:** The energy of DGPC is being exported to India through long term Power Purchase Agreement (PPA) where the price has already been determined. Likewise, the domestic energy is being sold to BPC through predetermined rate. As such the market risk of DGPC is mitigated.

10. **Present Capital Structure of the Company:**

(Authorized Capital - 50,000.00 million)  
(Issued and paid up Capital - 32,071.06 million.)

11. **Financial Highlights of the issuer for last three years (audited figure):**

(Figures in Nu. Million)

<u>Sources of Fund</u>	2019	2018	2017
Authorized Capital (Shares of Nu.100/-each)	50,000.00	50,000.00	50,000.00
Issued & Paid up Capital	32,071.06	31,776.20	31,545.69
Reserves & Surplus	14,533.93	14,216.80	9,405.32
Deposits/Funds/Borrowings	6,072.68	5,090.45	4,011.18
Other Liabilities	2,537.65	2,392.67	4,765.09
<b>Total</b>	<b>55,214.31</b>	<b>53,476.13</b>	<b>54,943.37</b>
<u>Application of Fund</u>			
Cash & Deposits	3,796.72	2,946.68	4,374.91
Loans & Advances (Net of Provisions)	183.19	174.70	54.74
Fixed assets (Net Block)	47,533.59	48,309.51	

