



To,

IDBI Trusteeship Services Limited

Universal Insurance Building,

Ground Floor, Sir P.M. Road,

Fort, Mumbai – 400001.

Date : 27th November 2024

Security Coverage certificate as per Chapter V of SEBI circular no.

SEBI/HO/DDHS-PoD3/P/CIR/2024/46 dated May 16, 2024 for the Quarter ended September 30, 2024 in respect of L&T Finance Limited (formerly known as L&T Finance Holdings Limited) (the “Company”)

1. The IDBI Trusteeship Services Limited (ITSL) (referred to as the Company's Debenture Trustee') has requested us by engagement letter dated 3rd May 2023 to certify the particulars contained in the accompanying Security Cover Certificate as on 30th September 2024 (the 'Statement') ('Annexure') of **L&T Finance Limited (formerly known as L&T Finance Holdings Limited)** (the 'Company'). This Statement has been prepared by the Company and certified by the company's statutory auditor to comply with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended till date (referred to as the 'Regulations') for the purpose of its onward submission to the “Security Exchange Board of India” (SEBI) (referred to as the “Regulatory Authority”).

Management's responsibility for the Statement

2. The preparation of the accompanying “Annexure” from the unaudited books of accounts, unaudited financial results of the Company for the six months ended 30th September 2024, and other relevant records and documents 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 designing, implementing and maintaining 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 is also responsible for maintenance of Security cover and compliance.

The Debenture Trustee's responsibility for the Statement

4. ITSL on quarterly basis provide the certified market value of assets based on the due diligence carried out by it or its appointed agencies, as applicable.
5. To provide the particulars contained in the aforesaid statement with respect to book value of assets charged against the listed debt securities issued by the company are in agreement with the unaudited books of accounts, unaudited financial results for the six months ended 30th September 2024, and other relevant records and documents maintained by the company,

Independent Chartered Accountants responsibility for the Statement

6. Pursuant to the request from ITSL being the company's Debenture Trustee, it is our responsibility to provide limited assurance on whether the Company has maintained the required Security cover (as set out in the Statement) as per the requirements of Debenture Trust Deeds (DTDs) for all outstanding listed NCDs and nothing has come to our attention that causes us to believe that the Statement and calculation thereof is not arithmetically accurate.



7. We have performed the following procedures in relation to the Statement-

- i. Obtained a list of receivables and other assets pledged as security against the outstanding listed NCDs.
- ii. Traced the amounts forming part of the Statement with the unaudited financial statements, for the six months ended 30th September 2024 and verified the arithmetical accuracy of the same.
- iii. Verified the security cover certificate issued by the statutory auditor of the Company.
- iv. Examined and verified the arithmetical accuracy of the Computation of security cover in the accompanying statement.
- v. Verified the market value with valuation reports provided by the ITSL, wherever applicable.

9. The Unaudited Financial Results for the Six months ended 30th September 2024 was reviewed by statutory auditor of the Company in accordance with the Standards on Review Engagements ("SRE") 2410 'Review of Interim Financial Information by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India ("ICAI"). Those standards requires that the auditor plan and perform the review to obtain moderate assurance as to whether the financial results are free of material misstatement.

Conclusion: -

10. Based on the procedures mentioned above, according to information and explanation given to us by the management of the Company:



- i. The Financial information as stated in the security cover certificate as of 30th September 2024 has been correctly extracted from the Unaudited Standalone Financial Results of the Company for the Six months ended 30th September 2024.
- ii. The security cover provided by the Company is **1.11** times of the amount borrowed through non-convertible debentures is in accordance with the terms of the issue.

Restriction on use

13. This certificate has been issued at the request of the ITSL (company's debenture trustee) with the aforesaid Regulations. As a result, this certificate may not be suitable for any other purpose and is intended solely and entirely for the above-mentioned purpose. Accordingly, our certificate should not be quoted or referred to in any other document or made available to any other person or persons without our prior written consent. Also, we neither accept nor assume any duty or liability for any other purpose or to any other party to whom our certificate is shown or into whose hands it may come without our prior consent in writing.

For Saraogi & Saraogi
Chartered Accountants

CA Premal Saraogi
Partner
M.No.122350
FRN : 138640W
UDIN : 24122350BJZYQV4893

(Rupees in Crore)

	Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H	Column I	Column J	Column K	Column L	Column M	Column N	Column O
Sr. No.	Particulars	Description of asset for which this certificate relate	Exclusive charge		Pari Passu charge			Assets not offered as security	Debt not backed by any asset offered as security	Total (C to H)	Related to only those items covered by this certificate				
			Debt for which this certificate being issued	Other Secured Debt	Debt for which this certificate being issued	Assets shared by pari passu debt holder (includes debt for which this certificate is issued and other debt with Pari-Passu charge)	Other assets on which there is Pari-Passu charge(excluding items covered in Column F)				Market value for assets charged on Exclusive basis	Carrying/book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg-Bank Balance, DSRA market value is not applicable)	Market Value for Pari Passu charge assets	Carrying value/book value for pari passu charge assets where market value is not ascertainable or applicable (For Eg Bank balance,DSRA market value is not applicable)	Total Value (K+L+M+N)
			Book Value	Book Value	Yes/No	Book Value	Book Value								
	Assets														
1	Property, Plant and Equipment							63.66		63.66					
2	Capital Work In progress														
3	Right of Use Assets							64.85		64.85					
4	Goodwill							87.47		87.47					
5	Intangible Assets							50.55		50.55					
6	Intangible Assets under development							10961.95		12445.23					
7	Investments			1483.28				22360.06		9702.33			26397.75		26397.75
8	Loans	Standard loans	26397.75	30222.16											
9	Inventories														
10	Trade Receivables							150.11		150.11					
11	Cash and Cash Equivalents							2258.24		2258.24					
12	Bank Balances other than cash and cash equivalents			3114.88				1684.87		4799.75					
13	Others							2828.02		2828.02					
	Total		26397.75	34820.32			22360.06	27852.05		111430.18		26397.75			26397.75
	Liabilities														
14	Debt securities to which this certificate pertains		23883.75						-11.15	23872.60					
15	Other debt sharing pari-passu charge with above debt														
16	Other Debt								7194.38	7194.38					
17	Borrowings								2484.01	2484.01					
18	Subordinated Debt														
19	Bank			25547.00			17377.21		3782.35	46706.56					
20	Financial institutions			3098.68					10.53	3109.21					
21	Debt securities														
22	Others			1543.91					1.24	1545.15					
23	Trade payables								1280.68	1280.68					
24	Lease liabilities								73.11	73.11					
25	Provisions								50.78	50.78					
26	Others								1102.43	1102.43					
27	Total		23883.75	30189.59			17377.21		15968.36	87418.91					
28	Cover on book value *		1.11												
29	Cover on market value														1.11
			Exclusive Security Cover Ratio	1.11		Pari-Passu Security Cover Ratio									

The above certificate has been prepared on the basis of the financial information and the provisional Balance Sheet of the Company as at 30.9.2024 as provided to us.