

Shridhar & Associates

Chartered Accountants

Date: 13th March, 2025

To,
IDBI Trusteeship Services Limited
Universal Insurance Building,
Ground Floor, Sir P.M. Road,
Fort , Mumbai-400 001

Security Coverage certificate as per SEBI circular dated May 16, 2024 & in terms of regulation 54 read with Regulation 56(1)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (the “Regulations”) for the Quarter ended December 31, 2024 in respect of Sundaram Finance Limited.

1. The IDBI Trusteeship Services Limited (ITSL) (referred to as the Company's Debenture Trustee') has requested us by engagement letter dated May 03, 2023 to certify the particulars in in Annexure I containing the accompanying Security Cover Certificate as on December 31, 2024 (the 'Statement') of M/s Sundaram Finance 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 and presentation of the accompanying the 'Statement from the unaudited books of accounts unaudited financial results of the Company for the quarter ended December 31, 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 complies with the requirements of the Regulations and the Debenture Trust Deeds.

The Debenture Trustee's responsibility for the Statement

4. ITSL on quarterly basis provide the certified market value of assets which are offered as security 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 quarter ended December 31, 2024, and other relevant records and documents maintained by the Company,

Independent Chartered Accountants responsibility for the Statement

6. We have undertaken independent evaluation of the financial statements, specified elements, accounts or items thereof, for the purpose of this report to ascertain the security cover available. Accordingly, our opinion is limited to the evaluation and ascertaining the security cover available for the Listed NCD issued by the Company wherein ITSL is the Debenture Trustee .
7. 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.
8. We have performed the following procedures in relation to the Statement:
 - i. Read the information memorandum and debenture trust deed in relation the non-convertible debentures issued by the Company to assess the nature of the debentures i.e., secured or unsecured;
 - ii. As disclosure of Statement of Assets and Liabilities/ Balance Sheet to the Stock Exchange is not mandatory on quarterly basis under extant regulations, the same is not forming part of the audited/ unaudited financial statements the quarter ended December 31, 2024. We have verified the amounts forming part of the statement based on certificate dated February 03, 2025, issued by the Statutory Auditor of the Company for the quarter ended December 31, 2024, and verified the arithmetical accuracy of the same;

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- iii. Examined and verified the arithmetical accuracy of the Computation of security cover in the accompanying Statement;
 - iv. Compares the Security Cover with the Security Cover required to be maintained as per information memorandum and/or Debenture Trust Deed;
9. The Unaudited Financial Results for the Quarter ended December 31, 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.
10. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (the "Guidance Note") issued by the Institute of Chartered Accountant of India (ICAI) and the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 in so far as applicable for the purpose of this Certificate, which includes the concepts of test checks and materiality. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
11. We have complied with the relevant applicable requirements of the Standard on Quality Control ('SQC') 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Conclusion:-

12. 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 December 31, 2024 extracted from the Unaudited Standalone Financial Results of the Company for the quarter ended December 31, 2024.
 - ii. The security cover provided by the Company is 1.18 times (Market value) of the amount borrowed through non-convertible debentures is in accordance with the terms of the issue.

Restriction on use

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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 SHRIDHAR AND ASSOCIATES,

CHARTERED ACCOUNTANT

Firm Reg. No: 134427W

**HEMANT
VINAYAK
PHATAK**

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HEMANT VINAYAK
PHATAK
Date: 2025.03.13 15:11:19
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Hemant Phatak

PARTNER

Membership No: 160832

UDIN - 25160832BBIKW5391

Mumbai

Sundaram Finance Limited
Annexure I
Security Cover as per Regulation 54(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as on 31st December, 2024

(Rs in Crores)

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
Particulars	Description of asset for which this certificate relates	Exclusive Charge	Exclusive Charge	Part-Pass Charge	Part-Pass Charge	Part-Pass Charge	Assets not offered as Security	If shortfall (amount in negative)	(Total C to H)	Related to only those items covered by this certificate				
		Debt for which this certificate being issued	Other Secured Debts Issued	Debt for which this certificate being issued	Assets shared by part pass debt holder (includes debt for which this certificate is issued & other debt with part-pass charge)	Other assets on which there is part-pass charge (including 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	Market Value for Part-pass charge Assets	Carrying book value for part pass charge assets where market value is not ascertainable or applicable	Total Value (K + L + M + N)
		Book Value	Book Value	Yes/No	Book Value	Book Value					Referring to Column F			
Assets														
Passenger, Plant & Equipments	Freehold Building	0.02	-	No	-	519.86	-	519.88	0.40	-	-	-	-	0.40
Capital Work in Progress		-	-	No	-	-	-	-	-	-	-	-	-	-
Plant in use assets		-	-	No	-	79.83	-	79.83	-	-	-	-	-	-
Goodwill		-	-	No	-	-	-	-	-	-	-	-	-	-
Intangible Assets		-	-	No	-	14.15	-	14.15	-	-	-	-	-	-
Intangible Assets under development		-	-	No	-	2.12	-	2.12	-	-	-	-	-	-
Receivables		-	-	No	-	6,720.06	-	6,720.06	-	-	-	-	-	-
Loans	Loans not off provisions	13,212.01	18,787.89	-	-	4,064.44	-	11,801.88	-	-	-	13,212.01	-	13,212.01
Inventory		-	-	No	-	-	-	-	-	-	-	-	-	-
Trade Receivables		-	-	No	-	27.60	-	27.60	-	-	-	-	-	-
Cash & Cash Equivalents		-	-	No	-	307.76	-	307.76	-	-	-	-	-	-
Bank Balances other than Cash and Cash Equivalents		-	-	No	-	1,721.14	-	1,721.14	-	-	-	-	-	-
Others		-	-	No	-	463.09	-	463.09	-	-	-	-	-	-
Total		13,212.03	18,787.89	-	-	4,064.44	-	21,733.28	-	57,777.64	0.40	13,212.01	-	13,212.41
Liabilities														
Debt Securities to which this certificate applies		11,196.79	-	Yes	-	-	-	-	11,196.79	-	-	11,196.79	-	11,196.79
Other Debt during life tenure charge with above debt		-	-	Yes	-	-	-	-	-	-	-	-	-	-
Other Debt		-	-	No	-	4,819.24	-	4,819.24	-	-	-	-	-	-
Subordinated Debt		-	-	No	-	2,600.54	-	2,600.54	-	-	-	-	-	-
Receivables		-	-	No	-	-	-	-	-	-	-	-	-	-
Bank		-	18,941.63	No	-	2,519.29	-	21,460.91	-	-	-	-	-	-
Debt Securities		-	-	No	-	6,257.25	-	6,257.25	-	-	-	-	-	-
Others		-	-	No	-	171.03	-	171.03	-	-	-	-	-	-
Trade Payables		-	-	No	-	56.23	-	56.23	-	-	-	-	-	-
Other liabilities		-	-	No	-	37.62	-	37.62	-	-	-	-	-	-
Provisions		-	-	No	-	88.11	-	88.11	-	-	-	-	-	-
Total		11,196.79	18,941.63	-	-	2,519.29	-	14,578.22	-	47,835.92	-	11,196.79	-	11,196.79
Cover as Book Value		1.18			NIL									1.18
Cover as Market Value			1.18	Part-Pass Security Cover Ratio	NIL									

Notes : The market value of the asset of Rs. 6,720 crores is on the basis of certified valuation done on April 23, 2022.
The "Bank Borrowings (Other than Debt Securities)" mentioned in Column D of Rs. 18941.63 crores includes outstanding term loans with availed amount of Rs. 1800 crores, in respect of which creation of security is under process.