

CHHOWALA KAPADIA & CO LLP

C H A R T E R E D A C C O U N T A N T S

To,

VISTRA ITCL (INDIA) LIMITED

Office No. 505 A2/ 5th floor,
B wing, The Capital building,
BKC, Bandra E, Mumbai -400051.

Dear Sir,

Subject:- Security Cover Certificate of CEAT Limited as at 31st December, 2024 in accordance with SEBI circular number SEBI/HO/DDHS-PoD3/P/CIR/2023/46 dated 16th May, 2024.

1. This has reference to our engagement with Vistra ITCL (INDIA) Limited (“Vistra” and/or “Trustee”) vide letter dated 08th January, 2025 in connection with Security Cover Certificate of CEAT Limited (the “Company”) having its Registered Office at 463, DR. Annie Besant Road, Worli, Mumbai City, Mumbai, Maharashtra, India, 400030.
2. Vistra is acting as the Debenture Trustee for the issuance of secured, listed, redeemable non-convertible debenture aggregating to Rs. 10,000 Lacs issued by the Company (“Debentures”). We are engaged by the Trustee to conduct our independent due diligence and calculate and certify the Security Cover Ratio based on SEBI circular number SEBI/HO/DDHS-PoD3/P/CIR/2023/46 dated 16th May, 2024 and confirm that the existing Debentures meet the financial covenants/other covenants agreed to by the Company in respect of its borrowings and maintaining the stipulated Security Cover for the said Debentures.
3. We have been provided with following documents shared by Debenture Trustee;
 - a. Limited review unaudited Financial Statements as on 31st December, 2024 by the auditor dated 15th January, 2025.
 - b. Debentures Trust Deed.
 - c. Quarterly Compliance Certificate.
 - d. Statutory Auditor’s Certified Security Cover Certificate and Compliance with Covenants as on 31st December, 2024.
 - e. Valuation report issued by the valuer as mentioned in Annexure A.
4. The Company is required to maintain one of the following financial covenants mentioned in the debenture trust deed in respect of its borrowings;

SL No	Financial Covenant	Remarks
1	Security Cover of at least 1.25 times	Prescribed in secured Debenture trust deed of the Company.

5. The Trustee has provided the details of assets as on 31st December, 2024 that are provided as a security for listed, secured Debentures of the Company as detailed in **Annexure A**. Our responsibility is to provide a limited assurance on whether the Company has complied with the requirement of providing the Security Cover as per SEBI circular dated 16th May, 2024.

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6. Our scope of work did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial results of the Company taken as a whole. We have not performed an audit, the objective of which would be the expression of an opinion on the financial results, specified elements, accounts or items thereof, for the purpose of this report. Accordingly, we do not express such opinion.
7. Based on our review of above mentioned documents and other books and records provided to us for our verification by the Trustee and on the basis of such other information, explanations and representations provided to us by the Trustee as we thought fit for the purpose of this certificate, we certify that;
 - (i) Based on the details the value of the secured assets of the Company as at 31st December, 2024 over which Listed Secured Debentures of the company are secured on First Pari-passu charge basis which are sufficient to maintain 1.25 times of the total outstanding Listed secured borrowings;
8. In Previous quarter Security Cover Ratio was 7.93times (as per book value) and 11.14 times (as per market value) and in this quarter ratio is 8.53 times (as per book value) and 11.91 times (as per market value). The reason for deviation of Security Cover ratio as compared to previous quarter is because of decrease in the amount of debts.
9. We have reviewed the documents submitted by the Debenture Trustee with respect to covenants mentioned in the transaction documents and we hereby certify that the compliances made by the listed entity in respect of the financial covenants/terms of the issue of the listed Debentures in this quarter have been complied by the listed entity.

In view of the above, the existing Listed Secured Debenture does not result in breach of financial covenants/other covenants agreed to by the Company in respect of its borrowings.

This certificate is issued for specific purpose mentioned herein above. This certificate shall not be used for any other purpose without obtaining our prior written consent.

For Chhowala Kapadia & Co LLP
Chartered Accountants
FRN: 141262W/W100904

Shahid F. Chhowala
Partner
Membership No.: 167124
Place: Surat
Date: 24th January, 2025
UDIN: 25167124BMHBOU4386

ANNEXURE A- Security Cover Certificate as per the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations. 2015 as at December 31, 2024 of CEAT Limited. (₹ in Lacs)

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 relate	Exclusive Charge	Exclusive Charge	Pari-passu Charge	Pari-passu Charge	Pari-passu Charge	Assets not offered as Security*	Elimination (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 Debt	Debt for which this certificate is being issued	Assets shared by pari passu debt holder (includes debt for which this certificate is issued & other debt with paripass charge) other debt with paripassu charge)	Other assets on which there is pari-Passu charge		Debt amount considered more than once (due to exclusive plus pari passu charge)		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														
Property, Plant and Equipment				Yes	69,512		556,425		625,937				69,512	69,512
Capital Work-in-Progress				Yes	12,257		52,938		65,195				12,257	12,257
Right of Use Assets				Yes	4,723		21,153		25,876			39,020	-	39,020
Goodwill					-		-		-				-	-
Intangible Assets				Yes	140		8,292		8,432				140	140
Intangible Assets under Development					-		5,454		5,454				-	-
Investments							16,219		16,219					-
Loans							-		-		-			-
Inventories							146,908		146,908					-
Trade Receivables							130,864		130,864					-
Cash and Cash Equivalents							1,015		1,015					-
Bank Balances other than Cash and Cash Equivalents							385		385					-
Others					-		34,128		34,128					-
Total		-	-	-	86,632	-	973,781	-	1,060,413	-	-	39,020	81,909	120,929
LIABILITIES														
Debt securities to which this certificate pertains (including outstanding interest)**					10,153		-		10,153		-		10,153	10,153
Other debt sharing pari-passu charge with above debt		not to be filled					-		-					-
Other Debt							15,341		15,341					-
Subordinated debt							-		-					-
Borrowings							-		-					-
Bank							-		-					-
Debt Securities							-		-					-
Others							-		-					-
Trade Payables							-		-					-
Lease Liabilities							-		-					-
Provisions							-		-					-
Others						-		-					-	
Total		-	-	-	10,153	-	15,341	-	25,494	-	-	-	10,153	10,153
Cover on Book Value					8.53									
Cover on Market Value														11.91

Notes:
* The information as set out in above Table has been extracted from the security cover certificate certified by the statutory auditor of the company and unaudited financial statement of the Company for the period ended 31st December, 2024.
** Includes Rs. 153.42 lacs interest accrued but not due as on reporting period.
*** Market value of immovable property has been taken from the valuation report issued by Prashant Agarwal dated 07th June, 2024.

Annexure B

The listed entity has vide its Board Resolution and information memorandum/ offer document and under various Debenture Trust Deeds, issued the following Secured listed debt securities which are outstanding as at 31st December, 2024:

S. No.	ISIN	Facility	Type of charge	Sanctioned Amount	(Rs. In Lacs)	
					Amount outstanding as on 31.12.2024	
					Principal	Interest
1	INE482A07068	NCDs	First Pari-Passu charge	10,000	10,000	153.42