V S C & ASSOCIATES
CHARTERED ACCOUNTANTS

Ref No: VSC/Vardhman/IIFLFin/2025-26/04 Jun 23, 2025

Vardhman Trusteeship Private Limited
The Capital, A Wing, 412A,
BKC, Bandra (East)
Mumbai - 400051.

Dear Sir / Madam,

Sub. : Security Cover Certificate in respect of listed debt securities of IIFL Finance Limited for the quarter ended on Mar 31, 2025

1. We, **V S C & Associates,** Chartered Accountants appointed by the **Vardhman Trusteeship Private Limited ("Debenture Trustee/ Vardhman")** for **IIFL Finance Limited ("Company / Issuer")** state as follows:

   a) We have reviewed and relied on the audited financial results and statement of accounts, records and other such relevant documents, reports and certifications as at Mar 31, 2025 as provided to us by the Company.

   b) We have prepared security cover certificate on the basis of such examination, the discussions held with the authorized representatives of the Issuer and on independent verification of the various relevant documents, reports and certifications as at Mar 31, 2025 provided by the Company and such procedures did not necessarily reveal any material misstatement. Any events, change in understanding or contingencies post this date, may have an impact which has not been factored in our working. Our responsibility is to provide limited assurance with respect to the security cover certificate.

2. Based on examination of books of accounts and other relevant records/documents, we hereby certify that:

   a) The listed entity has vide its Board Resolution and information memorandum/ offer document and under various Debenture Trust Deeds, has issued the following listed debt securities as on Mar 31, 2025: Refer Annexure I & Annexure II

   b) Security Cover for listed debt securities:

   i. The financial information as on Mar 31, 2025 has been extracted from the books of accounts for the period ended Mar 31, 2025 and other relevant records of the listed entity

   ii. The assets of the listed entity provide coverage of **1.46 times** of the interest and principal amount, which is in accordance with the terms of issue/ debenture trust deed (Refer Annexure I - Calculation as per SEBI circular dated dated March 31, 2023 (updated as on July 6, 2023) - Master Circular for Debenture Trustees)

Notes:

(a) *The values presented in Annexure III is the sole responsibility of the Management of the Company and supporting details have been provided for our verification.*

(b) *We have relied on the audited financial data of the Company for the period ended on Mar 31, 2025. The value of the assets is considered basis the value appearing in the Financial Statements provided to us.*

(c) *Receivables of the company are considered at book value.*

(d) *The company has provided all the information, documents, representation and certifications etc. on E-mails in soft copies and we have relied on the same.*

Security Cover Ratio of previous Quarter- Dec 2024	1.63 times
Security Cover Ratio of current Quarter- Mar 2025	1.46 times
Reason, in case of reduction in the computed value of security cover in comparison to the previous quarter or previously calculated security cover	Secured Borrowings have increased from Rs.14,405.91 Crore as on Dec 31, 2024 to Rs.18,852.76 Crore as on Mar 31, 2025 due to which there is a reduction in the security cover. However, the security cover is higher that the cover stipulated in the terms of issue/ debenture trust deed.

This Certificate has been issued basis the Non-Disclosure Agreement cum Engagement Letter executed between us and Vardhman and the same is for the sole use of Vardhman. Quarterly Security Cover Certificate for the quarter ended 31.03.2025 is required as per the SEBI circular dated November 12, 2020 (Monitoring and Disclosures by Debenture Trustee(s)). We will not accept any duty or liability or responsibility to any other party to whom our Certificate is shown or into whose hands it may come without our prior permission.

It should be understood that we make no representation regarding the sufficiency of the procedures performed in the preceding paragraphs. Also, such procedures would not necessarily ensure completeness of all contingent liabilities requiring disclosure. We make no comment about the Issuer's definitions, calculations or usefulness for any purpose.

Our report should not be construed as a valuation report and we have relied on the quality of the receivables, investments, fixed assets and any other assets as certified by the Management. The certificate is issued based on the information, explanations and representation by the management.

For V S C & Associates
Chartered Accountants
Firm Registration No. 141677W

CA Shweta Chandak
Partner
Membership No. 141001

UDIN : **25141001BMLBRT6700**

Date : 23.06.2025
Place : Mumbai

Annexure I: Listed Debt Securities as on Mar 31, 2025 pertaining to Vardhman Trusteeship Private Limited

ISIN	Private Placement / Public Issue	Secured / Unsecured	Sanctioned Amount (Rs.in Crore)
INE530B07294	Public Issue	Secured	57.21
INE530B07286	Public Issue	Secured	24.13
INE530B07310	Public Issue	Secured	157.24
INE530B07260	Public Issue	Secured	118.93
INE530B07278	Public Issue	Secured	37.86
INE530B07336	Public Issue	Secured	46.98
INE530B07393	Public Issue	Secured	14.24
INE530B07344	Public Issue	Secured	123.58
INE530B07351	Public Issue	Secured	8.91
INE530B07385	Public Issue	Secured	88.20
INE530B07377	Public Issue	Secured	131.94
INE530B07369	Public Issue	Secured	37.52
	Total		**846.75**

Annexure II: ISIN – wise details of Listed Secured Debt Securities

Rs.in Crore

Sr. No.	ISIN	Facility	Type of Charge	Sanctioned Amount	O/s Amt. as on 31.03.2025	Interest	Total	Cover Required (times)	Asset Required
1	INE530B07294	NCD	Pari-passu	57.21	57.21	0.92	58.13	1	58.13
2	INE530B07286	NCD	Pari-passu	24.13	24.13	4.86	28.99	1	28.99
3	INE530B07310	NCD	Pari-passu	157.24	157.24	1.16	158.40	1	158.40
4	INE530B07260	NCD	Pari-passu	118.93	118.93	1.96	120.90	1	120.90
5	INE530B07278	NCD	Pari-passu	37.86	37.86	7.85	45.71	1	45.71
6	INE530B07336	NCD	Pari-passu	46.98	46.98	2.98	49.96	1	49.96
7	INE530B07393	NCD	Pari-passu	14.24	14.24	2.16	16.40	1	16.40
8	INE530B07344	NCD	Pari-passu	123.58	123.58	7.97	131.56	1	131.56
9	INE530B07351	NCD	Pari-passu	8.91	8.91	1.38	10.29	1	10.29
10	INE530B07385	NCD	Pari-passu	88.20	88.20	0.65	88.84	1	88.84
11	INE530B07377	NCD	Pari-passu	131.94	131.94	9.01	140.95	1	140.95
12	INE530B07369	NCD	Pari-passu	37.52	37.52	6.15	43.67	1	43.67
		Total		**846.75**	**846.75**	**47.04**	**893.79**		**893.79**

Annexure III - Annexure for Security Cover ***INR 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
		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				
Particulars	Description of asset for which this certificate relate	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 & other debt with pari passu charge***	Other assets on which there is pari- Passu charge (excludin g items covered in coloumn F		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 Assetsviii Relating to Column F	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	Hypothecated Property		-		0.00		129.13		129.13				0.00	0.00
Capital Work-in- Progress			-		-		22.29		22.29				-	-
Right of Use Assets			-		-		339.38		339.38				-	-
Goodwill			-		-		-		-				-	-
Intangible Assets			-		-		6.17		6.17				-	-
Intangible Assets under Development			-		-		0.88		0.88				-	-
Investments	The receivables of the Company, book debts, loans and advances and current assets of the Company		-	Yes	3,891.94		2,159.89		6,051.83				3,891.94	3,891.94
Loans			1,019.71	Yes	21,919.32		423.68		23,362.71				21,919.32	21,919.32
Inventories			-		-		-		-				-	-
Trade Receivables			-	Yes	30.29		19.08		49.37				30.29	30.29
Cash and Cash Equivalents			-	Yes	528.23		-		528.23				528.23	528.23
Bank Balances other than Cash and Cash Equivalents			26.49		805.90		-		832.38				805.90	805.90
Others			-	Yes	364.62		1,534.70		1,899.32				364.62	364.62
Total		**-**	**1,046.20**		**27,540.30**	**-**	**4,635.20**	**-**	**33,221.70**				**27,540.30**	**27,540.30**
LIABILITIES														
Debt securities to which this certificate pertains			-	Yes	890.46		-		8,771.15					
Other debt sharing pari-passu charge with above debt			-	No	17,962.30		-		10,081.61					
			-		-		-		-					
Other Debt			-		-		-		-					
Subordinated debt			-		-		1,866.22		1,866.22					
Borrowings			-		-		-		-					
Bank			650.00		-		225.00		875.00					
Debt Securities			-		-		2,588.85		2,588.85					
Others			341.33		-		-		341.33					
Trade payables			-		-		93.29		93.29					
Lease Liabilities			-		-		351.27		351.27					
Provisions			-		-		1,170.59		1,170.59					
Others			-		-		575.28		575.28					
Total	**-**	**-**	**991.33**		**18,852.76**	**-**	**6,870.50**	**-**	**26,714.59**					
Cover on Book Value**														
Cover on Market Value														
				Pari-Passu Security Cover Ratio	1.46									

**The receivables of the Company are non trading book where loans are in the nature of held to maturity and created with a sole objective of collecting principal and interest. The Company has considered the carrying value (before netting off impairment loss allowance) for this certificate*
***Asset cover ratio is calculated only for debt for which this certificate is issued*
****The total assets considered for pari passu charge is calculated based on asset cover requirement as per respective borrowing documents*

For IIFL Finance Limited

Mr. Govind Modani
Head - Treasury