

**Independent Auditor's Certificate on Book Value of Assets of the Company Contained in Columns A to J of Statement of Security Cover and Statement of Compliance Status of Covenants in respect of Listed Non-Convertible Debentures of the SEIL Energy India Limited for the year ended and as at March 31, 2025**

To  
The Board of Directors  
SEIL Energy India Limited  
Building No 7A, Level 5,  
DLF Cybercity,  
Gurugram - 122022, Haryana.

1. This certificate is issued in accordance with the terms of our engagement letter dated July 15, 2024.
2. We, Deloitte Haskins & Sells, Chartered Accountants, are the Statutory Auditors of **SEIL Energy India Limited** ("the Company"), have been requested by the Management of the Company to certify "Book Value of Assets of the Company contained in Columns A to J of Statement of Security Cover and Statement of Compliance Status of Covenants in respect of Listed Non-Convertible Debentures of the Company for the year ended and as at March 31, 2025" (hereinafter referred together as "the Statement").

The Statement is prepared by the Company from the audited books of accounts and other relevant records and documents maintained by the Company as at March 31, 2025 pursuant to requirements of Circular no. SEBI/HO/MIRSD/MIRSD\_CRADT/CIR/P/2022/67 dated May 19, 2022 issued by Securities and Exchange Board of India in terms of regulation 54 read with regulation 56(1)(d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 15(1)(t) of Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 (hereinafter referred together as "the SEBI Regulations"), as amended, for the purpose of submission to Catalyst Trusteeship Limited, Debenture Trustee of the above mentioned Listed Debt Securities (hereinafter referred to as "the Debenture Trustee"). The responsibility for compiling the information contained in the Statement is of the Management of the Company and the same is stamped by us for identification purposes only.

**Management's Responsibility**

3. The preparation of the Statement 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 the design, implementation and maintenance of 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.
4. The management of the Company is also responsible for ensuring that the Company complies with all the relevant requirements of the SEBI Regulations and for providing all relevant information to the Debenture Trustees and for complying with all the covenants as prescribed in the Debenture Trust Deed.

**Auditor's Responsibility**

5. Pursuant to the requirements of Circular no. SEBI/HO/MIRSD/MIRSD\_CRADT/CIR/P/2022/67 dated May 19, 2022 issued by Securities and Exchange Board of India, our responsibility for the purpose of this certificate is to provide a limited assurance on whether the Book Value of Assets of the Company contained in Columns A to J of Statement of Security Cover and Statement of Compliance Status of Covenants in respect of Listed Non-Convertible Debentures for the year ended and as at March 31, 2025 have been accurately extracted and ascertained from the audited books of accounts of the Company and other relevant records and documents maintained by the Company except in the cases of non-financial covenant, for which we have relied upon the management representation. This did not include the evaluation of adherence by the Company with terms of the Debenture Trust Deed and the SEBI Regulations.
6. The engagement involves performing procedures to obtain sufficient appropriate evidence to provide limited assurance on the Statement as mentioned in paragraph 5 above. The procedures performed vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

Accordingly, we have performed the following procedures in relation to the statement:

- a) Obtained the Statement from the management.
  - b) Verified that the information contained in the statement except in the case of non-financial for which we have relied on management representation have been accurately extracted and ascertained from the audited books of accounts of the Company for the year ended and as at March 31, 2025 and other relevant records and documents maintained by the Company, in the normal course of its business.
  - c) Verified the arithmetical accuracy of the information included in the statement.
  - d) Reviewed the Debenture Trust Deed to understand the nature of charge (viz. exclusive charge or pari-passu charge) on assets of the Company.
  - e) Obtained Register of Charges maintained by the Company as per the requirements of the Companies Act, 2013 to understand the composition of charges created on assets of the Company.
  - f) Made necessary inquiries with the management and obtained relevant representations in respect of matters relating to the Statement.
7. In respect of statement of compliance status of covenants, our procedures were limited to the financial covenants as listed in Note 2.1 to the statement. The compliance with respect to non-financial covenants are as certified by the Management of the Company. We have not carried out any other procedures in respect of the non-financial covenants and we have neither ascertained the completeness nor verified the accuracy of such compliances.
8. We conducted our examination and obtained the explanations in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (ICAI). This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Review Historical Financial Information, and Other Assurance and Related Services Engagements.

### **Conclusion**

10. Based on the procedures performed as referred to in paragraph 6, read with and subject to our comments in paragraph 7 above and according to the information and explanations provided to us by the Management of the Company, nothing has come to our attention that causes us to believe that the Book Value of Assets of the Company contained in Columns A to J of Statement of Security Cover and information contained in the Statement of Compliance Status of Covenants have not been accurately extracted and ascertained from audited books of accounts of the Company for the year ended and as at March 31, 2025 and other relevant records and documents maintained by the Company and that the Company had not complied with financial covenants of the debentures.

### **Restriction on Use**

11. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of submission to Debenture Trustee and should not be used by any other person or for any other purposes without our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **DELOITTE HASKINS & SELLS**  
Chartered Accountants  
(Firm's Registration No. 008072S)

**C Manish Muralidhar**  
Partner  
(Membership No. 213649)  
(UDIN: 25213649BMOEMS1662)

Place: Hyderabad  
Date: May 12, 2025

Statement of Security Cover and Statement of Compliance Status of Covenants in respect of Listed Non-Convertible Debentures of the SEIL Energy India Limited for the year ended March 31, 2025

Table - I

Column A Particulars	Column B Description of asset for which this certificate relates	Column C Exclusive Charge	Column D Exclusive Charge	Column E Pari- Passu Charge	Column F Pari- Passu Charge	Column G Pari- Passu Charge	Column H Assets not offered as Security	Column I Elimination (amount in negative)	Column J (Total C to H)	Column K	Column L	Column M	Column N	Column O
										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 & other debt with pari- passu charge)	Other assets on which there is pari- Passu charge (excluding items covered in column 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	Market Value for Pari passu charge Assets	Carrying value/book value for pari passu charge assets where market value is not ascertainable or applicable	Total Value (=K+L+M+ N)
				Yes/ No	Book Value									
ASSETS														
Property, Plant and Equipment	Plant & Machinery and movable assets	-	-	Yes	123,803.44	-	4,984.33	-	128,787.77	-	-	119,758.32	-	119,758.32
Capital Work-in- Progress		-	-	Yes	39.00	-	2.01	-	41.01	-	-	-	39.00	39.00
Right of Use Assets		-	-	-	-	-	-	597.30	-	597.30	-	-	-	-
Goodwill		-	-	-	-	-	1,234.20	-	1,234.20	-	-	-	-	-
Intangible Assets		-	-	-	-	-	153.91	-	153.91	-	-	-	-	-
Inventories		-	-	-	6,615.70	-	-	-	6,615.70	-	-	-	6,615.70	6,615.70
Investments		-	-	-	4,076.01	-	-	-	4,076.01	-	-	-	4,076.01	4,076.01
Trade Receivables		-	-	-	24,799.70	-	-	-	24,799.70	-	-	-	24,799.70	24,799.70
Cash and Cash Equivalents		-	-	-	6,209.67	-	-	-	6,209.67	-	-	-	6,209.67	6,209.67
Others		-	-	-	11,084.09	-	2,754.89	-	13,838.98	-	-	-	11,084.09	11,084.09
Total		-	-	-	176,642.13	-	9,726.64	-	186,368.77	-	-	119,758.32	52,824.17	172,582.49
LIABILITIES														
Debt securities to which this certificate pertains (Refer note 5)	-	-	-	Yes	2,475.21	-	-	-	2,475.21	-	-	2,475.21	-	2,475.21
Interest accrued on Debt securities to which this certificate pertains	-	-	-	Yes	166.11	-	-	-	166.11	-	-	166.11	-	166.11
Borrowings	-	-	-	-	-	-	61,175.12	-	61,175.12	-	-	-	-	-
Trade payables	-	-	-	-	-	-	2,944.21	-	2,944.21	-	-	-	-	-
Lease Liabilities	-	-	-	-	-	-	75.88	-	75.88	-	-	-	-	-
Provisions	-	-	-	-	-	-	3,153.71	-	3,153.71	-	-	-	-	-
Others	-	-	-	-	-	-	19,777.23	-	19,777.23	-	-	-	-	-
Total	-	-	-	-	2,641.32	-	87,126.15	-	89,767.47	-	-	2,641.32	-	2,641.32
Cover on Book Value	-	-	-	-	66.88	-	-	-	-	-	-	-	-	-
Cover on Market Value	-	-	-	-	-	-	-	-	-	-	-	45.34	-	65.34

Yours faithfully,  
For SEIL Energy India Limited

Ajay Bagri  
Chief Financial Officer

Place: Gurugram  
Date: May 12, 2025



**Notes:**

- 1 This statement is prepared in accordance with Regulation 54 read with Regulation 56(1)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular on Monitoring and Disclosures by Debenture Trustee(s) vide circular No. SEBI / HO / MIRSD / MIRSD \_ CRADT / CIR / P / 2022 / 67 dated May 19, 2022 ("the Regulations").
- 2 The Company has complied with the financial and other covenants as per the debenture trust deeds with respect to Non-convertible debentures issued by it (refer 2.1 below) as detailed in para 36 of the Debenture Trust Deed.  
2.1 The financial covenants are as detailed below:
  - a. Net Debt to Networth
  - b. Total Debt to EBITDA
  - c. Total Debt Cap
  - d. Security CoverAs per the Debenture Trust Deed, the above mentioned financial covenants are to be tested semi-annually on the trailing 12 months on a consolidated basis.
- 3 The financial information as on March 31, 2025 in Table - I, has been extracted and ascertained from audited books of accounts of the Company for the Year ended as at March 31, 2025 and other relevant records and documents maintained by the Company.
- 4 The market values of assets offered as security to the debt for which the certificate is being issued are based on the reports of independent registered valuer appointed by the Debenture trustee vide their report dated May 20, 2024. The Statutory Auditors have not performed any independent procedures in this regard.
- 5 The assets of the Company provide coverage of 66.88 times of the interest and principal amount, which is more than the required coverage in accordance with the terms of issue/debenture trust deed.
- 6 As of March 31, 2025, the value of debenture is ₹ 2,500.00 million, however the carrying value of debenture in books amounting to ₹ 2,475.21 million is adjusted for Effective Interest Rate (EIR) and upfront fees in accordance with IND AS 109 "Financial Instrument".

**Yours faithfully,  
For SEIL Energy India Limited**

  
**Ajay Bagri**  
**Chief Financial Officer**



**Place:** Gurugram  
**Date:** May 12, 2025