

Ref: Samfin/BSE/91/2023-24

January 23, 2024

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Dear Sir/Madam,

Sub: Disclosure under Regulation 54 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated May 19, 2022, for the quarter ended December 31, 2023

BSE Scrip Code: 958328

With reference to the above, we hereby inform that, all the outstanding Non-Convertible Debt Securities are secured by way of an exclusive charge on identified receivables of the Company with security cover ranging between 1 to 1.10 times of outstanding amount on such securities at any point in time.

Also, please find attached the Security Cover Certificate along with compliance status with respect to Financial Covenants as on December 31, 2023, certified by M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants, Statutory Auditors of the Company.

Kindly request you to take the same on record.

Thanking you,

Yours faithfully,

For Samunnati Financial Intermediation & Services Private Limited

S Arun Kumar
Company Secretary & Compliance Officer

Enclosure: As above

Copy to:
Debenture Trustees

PKF SRIDHAR & SANTHANAM LLP

Chartered Accountants

To

The Board of Directors,

Samunnati Financial Intermediation & Services Private Limited,

Independent Auditor's Certificate on maintenance of Asset Cover as at December 31, 2023 as per the terms of debenture trust deeds for secured listed non-convertible debt securities.

1. This certificate is issued in accordance with the terms of our engagement letter dated February 06, 2023.
2. This Certificate is prepared to certify whether the company has maintained adequate asset cover for secured listed non-convertible debt securities as at December 31, 2023 as per the terms of respective debenture trust deeds. The Report has been prepared in compliance with the requirements of para 80 read with para 32A of Guidance Note on Reports or Certificates for Special Purposes and Standards of Auditing issued by the Institute of Chartered Accountants of India.
3. The accompanying statement attached as Annexure 'I' contains details of Asset cover for secured listed non-convertible debt securities issued by the company as at December 31, 2023. The Certificate is issued to the Board of Directors of the Company; as per the requirement of Regulation 54(3) read with Regulation 56(1)(d) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended for the purpose of submission to Catalyst Trusteeship Limited (the Debenture Trustee) in respect of secured listed non-convertible debt securities issued by Samunnati Financial Intermediation & Services Private Limited vide various disclosure documents as stated below.

ISIN	Private Placement/ Public Issue	Secured/ Unsecured	Sanctioned Amount
INE551U07167	Private Placement	Secured	INR 40,00,00,000/-
INE551U07209	Private Placement	Secured	INR 59,40,00,000/-

Management responsibility

4. 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.
5. The Management of the Company is also responsible for ensuring that the Company complies with all the relevant requirements of the SEBI circular, SEBI Regulations, Companies Act, 2013 and other applicable laws and regulations, as applicable.
6. The Management is also responsible to ensure that Assets Cover Ratio as on December 31, 2023 is in compliance with SEBI circular no. SEBI/ HO/ MIRSD/ CRADT/ CIR/ P/ 2020/230 dated November 12, 2020 with the minimum asset cover requirement of hundred percent as per the SEBI Regulations as given in Annexure I attached to this certificate.



Auditor's Responsibility

7. Our responsibility, for the purpose of this certificate is to verify the particulars contained in the Statement, on the basis of the reviewed financial results and other relevant records and documents maintained by the Company and to certify asset cover ratio is minimum hundred percent as per the minimum requirement stated in SEBI Regulations.
8. We have reviewed the Financial Results for the quarter ended December 31, 2023, prepared by the Company pursuant to the requirements of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and issued an unmodified conclusion dated January 23, 2024. Our review of these financial results for the quarter ended December 31, 2023 was conducted in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India ("ICAI") respectively.
9. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
10. 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.
11. 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.
12. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the applicable criteria, mentioned in paragraph 7 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 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 and read the Debenture Term sheet and the Information Memorandum in respect of the secured Debenture and noted the asset cover percentage required to be maintained by the Company in respect of such Debenture, as Indicated in Annexure I of the Statement.
 - (b) Traced and agreed the principal amount of the Debentures outstanding as on December 31, 2023 to the reviewed financial results of the Company and unaudited books of account maintained by the Company as at December 31, 2023.
 - (c) Obtained and read the particulars of asset cover required to be provided in respect of Debentures as indicated in the Debenture Term sheet and the Information Memorandum.
 - (d) Traced the value of assets indicated in Annexure I of the Statement to the reviewed financial results of the Company and unaudited books of account maintained by the Company as at December 31, 2023.



- (e) Obtained the list of security created in the register of charges maintained by the Company. Traced the value of charge created in favor of debenture trustee.
- (f) Obtained the list and value of assets placed under lien or encumbrance for the purpose of obtaining any other loan and determined that such assets are not included in the calculation of asset cover in respect of the Debentures.
- (g) Examined and verified the arithmetical accuracy of the computation of asset cover indicated in Annexure I of the Statement.
- (h) Traced the financial covenants from debenture term sheet and verified whether those are complied with.

13. We have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate.

Conclusion

14. (A) Based on the procedures performed by us, as referred to in paragraph 12 above and according to the information and explanations received and Management representations obtained, nothing has come to our attention that causes us to believe that the Company has not maintained hundred percent asset cover or asset cover as per the terms of the Debenture Term Sheet and Information Memorandum.

(B) Nothing has come to our attention that causes us to believe that the Company has not complied with Financial Covenants as stated in the respective debenture term sheet except for the cases listed in Annexure II in respect of the secured listed non-convertible debt securities as at December 31, 2023.

Restriction on Use

15. The Report has been issued at the request of the Company, solely in connection with the purpose mentioned in paragraph 3 above and to be submitted with the accompanying Statement to the Debenture Trustee and is not to be used or referred to for any other person. 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 report is shown or into whose hands it may come. We have no responsibility to update this certificate for events and circumstances occurring after the date of this report.

Place: Chennai
Date: January 23, 2024

For **PKF Sridhar & Santhanam LLP**
Chartered Accountants
Firm Registration Number: 003990S / S200018

V. Kothandaraman
Partner
Membership No. 025973
UDIN No: 24025973BKERGG4703



Annexure -I

₹ in millions

Column A	Column B	Column C i	Column D ii	Column E iii	Column F iv	Column G v	Column H vi	Column I vii	Column N 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 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 (For Eg. Bank Balance, DSRA market value is not applicable)	Market Value for Pari passu charge Assetsviii	Carrying value/book value for pari passu charge assets where market value is not ascertainable or applicable	Total Value(=K+L+M+N)	
		Book Value		Yes/ No	Book Value	Book Value						Relating to Column F		
ASSETS														
Property, Plant and Equipment			-				28.78		28.78					
Capital Work-in- Progress							-		-					
Right of Use Assets							6.78		6.78					
Goodwill							-		-					
Intangible Assets							27.41		27.41					
Intangible Assets under Development							34.40		34.40					
Investments			-				2,896.48		2,896.48					
Loans	Book Debts Receivable	991.21	7,803.16				3,192.16		11,986.53		991.21			991.21
Less: Impairment Loss allowance as per IND AS		-13.10	-98.08				-344.37		-455.55					
Inventories							-		-					
Trade Receivables							-		-					
Cash and Cash Equivalents			-				205.45		205.45					
Bank Balances other than Cash and Cash Equivalents	Fixed Deposit						642.47		642.47					
Others							948.64		948.64					
Total		978.11	7,705.25				7,638.03		16,321.40		991.21			991.21
LIABILITIES														
Debt securities to which this certificate pertains		936.57	2,899.23	No			429.30		4,265.09		936.57			936.57
Other debt sharing pari-passu charge with above debt														
Other Debt														
Subordinated debt														
Borrowings														
Bank Debt Securities			519.60				-		519.60					
Others			3,790.77				478.75		4,269.52					
Trade payables							6.79		6.79					
Lease Liabilities							7.13		7.13					
Provisions							44.27		44.27					
Others							117.06		117.06					
Total		936.57	7,209.59				1,083.30		9,229.46		936.57			936.57
Cover on Book Value														1.06
Cover on Market Value ^{ix}														
		Exclusive Security Cover Ratio					Pari-Passu Security Cover Ratio							

Notes:

* Assets cover is calculated only on debts for which this certificate is being issued.

** Borrowing values listed are as reported in financial statements under Ind AS.



Annexure II

The Company has complied with the covenants in respect of listed non-convertible debentures as per the terms mentioned in the offer document/information memorandum except in cases listed below:

ISIN	Financial Covenants	Covenant Level	Level as on 31-12-2023
INE551U07167	PAR90+Restructured+Writeoffs/ GLP < 7% (From Jan 1, 2022)	7%	13.93%
INE551U07167	Exposure to Related Parties (Subsidiaries) / Total Capital < 60% - Exposure on B/S items – 47.34% - Exposure on Off Balance sheet items – 36.87% - Total Exposure / Total Capital – 84.20%	60%	84.20%
INE551U07167	Top 10 Credit Exposure/ Tier 1 Capital (From Jan 1, 2023) < 45%	45%	48.07%
INE551U07209	PAR90+Restructured+Writeoffs/ GLP < 10% (From Oct 01, 2022)	10%	13.93%
INE551U07209	Exposure to Related Parties (Subsidiaries)* / Total Capital < 40% (From April 1, 2022) - Exposure on B/S items – 47.34% - Exposure on Off Balance sheet items – 36.87% - Total Exposure / Total Capital – 84.20%	40%	84.20%

