

**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 Sagar Cements Limited for half year ended and as at September 30, 2022 - Revised**

To  
The Board of Directors  
Sagar Cements Limited  
Plot No. 111, Road No. 10, Jubilee Hills,  
Hyderabad - 500003

1. This certificate is issued in accordance with the terms of our engagement letter dated November 12, 2022.
2. We, Deloitte Haskins & Sells, Chartered Accountants, the Statutory Auditors of Sagar Cements 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 half year ended and as at September 30, 2022" (hereinafter referred together as "the Revised Statement").

The Revised Statement is prepared by the Company from the unaudited books of accounts and other relevant records and documents maintained by the Company as at September 30, 2022 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 IDBI Trusteeship Services 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 Revised Statement is of the Management of the Company and the same is initialed by us for identification purposes only.

This certificate replaces our earlier certificate issued dated November 29, 2022 with UDIN No. 22213649BEJMXE8978. This revised certificate has been issued at the request of the Management of the Company to incorporate limited revisions in "the Statement" to the original certificate as per the communication received from the debenture trustees dated December 02, 2022 to consider and include all covenants (financial and non-financial) listed in Schedule VII of the Debenture Trust Deed.

## **Management's Responsibility**

3. The preparation of the Revised 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 Revised 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 of the Company for the half year ended and as at September 30, 2022 have been accurately extracted and ascertained from the unaudited books of accounts of the Company and other relevant records and documents maintained by the Company, except in the case of non-financial covenants, for which we have relied upon the management representations.
6. The engagement involves performing procedures to obtain sufficient appropriate evidence to provide limited assurance on the Revised 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 revised statement:

- a) Obtained the Revised Statement from the management.
  - b) Verified that the information contained in the revised statement, except in the case of non-financial covenants for which we have relied on management representations, have been accurately extracted and ascertained from the unaudited books of accounts of the Company for the half year ended and as at September 30, 2022 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 revised 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 Revised Statement
7. In respect of revised statement of compliance status of covenants, our procedures were limited to the financial covenants as listed in Note 1.1 of the revised 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 para 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 unaudited books of accounts of the Company for the half year ended and as at September 30, 2022 and other relevant records and documents maintained by the Company.

**Restriction on Use**

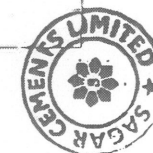
11. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of submission to the Debenture Trustee and should not be used by any other person or for any other purposes without our prior consent in writing. Accordingly, we do not accept or assume any 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

Place: Hyderabad  
Date: December 14, 2022  
UDIN: 22213649BFLBWY6017

## Table - I



**Notes:**

1. The Company has complied with all financial covenants (refer 1.1 below) and non-financial covenants as detailed in Schedule VII of the Debenture trust deed except as stated below.

Particulars	Required	Actual*
Current Ratio	1.30 times	1.08
Financial Indebtedness to EBITDA	< 3 times	22.26**
Peak Debt Service Coverage Ratio	> 1.3 times	0.19**

\* These ratios are calculated based on consolidated numbers of Sagar Cements Limited as per the sanction letter.

\*\* Not annualised

1.1. The financial covenants are as detailed below:

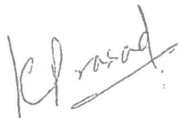
- Current Ratio
- Liabilities to Tangible Networth Ratio
- Financial Indebtedness to EBITDA
- Peak Debt Service Coverage Ratio
- Security Cover

2. The financial information as on September 30, 2022 has been extracted and ascertained from unaudited books of accounts of the Company for the half year ended and as at September 30, 2022 and other relevant records and documents maintained by the Company.

3. 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 Company vide their report dated June 10, 2022. The Statutory Auditors have not performed any independent procedures in this regard.

4. The assets of the Company provide coverage of 4.14 times of the interest and principal amount, which is more than the required coverage in accordance with the terms of issue/ debenture trust deed.

For Sagar Cements Limited



K. Prasad  
Chief Financial Officer

