

Head Office : Nilkamal House, 77/78, Road No. 13/14, M.I.D.C., Andheri (East), Mumbai - 400 093, INDIA. Tel. : (91-22) 4235 8888

Material Handling Division : Fax : (91-22) 2836 1923 ● E-mail : marketing@nilkamal.com ● Visit us at : www.nilkamalmaterialhandling.com

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Ref: BOD/NOVEMBER/2023

Date:01-11-2023

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

SCRIPT CODE : 523385

Dear Sir,

Sub:- Independent Auditor's Certificate on the statement of a certificate on Security Cover Ratio as on 30th September, 2023 pursuant to Regulation 54(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2021

Dear Sir/Madam,

This is with reference to the compliance with Regulation 54(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2021, we hereby submit the Independent Auditor's Certificate on the statement of a certificate on Security Cover Ratio as on 30th September, 2023.

You are requested to take the above information on record.

Thanking you,
Yours faithfully,
For Nilkamal Limited



Priti Dave
(Company Secretary)
Encl: a.a.

Independent Auditor's Report on book values of the assets and compliance with respect to financial covenants as at September 30, 2023 for submission to Debenture Trustee

To
The Board of Directors
Nilkamal Limited
Survey No 354/2, Near Rakholi Bridge,
Silvassa - Khanvel Road, Village – Vasona,
Silvassa -396230 (D & NH)

1. This Report is issued in accordance with the terms of the service scope letter and master engagement agreement dated July 24, 2023 (including subsequent amendments made thereto) with Nilkamal Limited (hereinafter the "Company").
2. We S R B C & CO LLP, Chartered Accountants, are the Statutory Auditors of the Company and have been requested by the Company to examine the accompanying *Statement on book value of assets and compliance status of financial covenants for 6.80% Nilkamal Series A 2022 and 7.40% Nilkamal Series B 2022 Non- Convertible Debentures* of the Company, as at September 30, 2023 in Annexure 1 (hereinafter the "Statement") which has been prepared by the Company from the Board approved unaudited standalone financial results, underlying books of account and other relevant records and documents maintained by the Company as at and for the period ended September 30, 2023 pursuant to the requirements of the SEBI circular dated May 19, 2022 on Revised format of security cover certificate, monitoring and revision in timelines (hereinafter the "SEBI Circular"), and has been initialed by us for identification purposes only.

This Report is required by the Company for the purpose of submission with SBICAP Trustee Company Limited (hereinafter the "Debenture Trustee") to ensure compliance with the SEBI Circular in respect of its 6.80% Nilkamal Series A 2022 and 7.40% Nilkamal Series B 2022 Non- Convertible Debentures, each having a face value of Rs. 10,00,000 (Rupees Ten Lakh only) ("Debentures"). The Company has entered into an agreement with the Debenture Trustee vide agreement dated March 07, 2022 in respect of such Debentures.

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 responsible for ensuring that the Company complies with all the relevant requirements of the SEBI circular and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended including providing all relevant information to the Debenture Trustee.

Auditor's Responsibility

5. It is our responsibility to provide a limited assurance and conclude as to whether the:
 - (a) Book values of assets as included in the Statement are in agreement with the books of accounts underlying the unaudited standalone financial results of the Company for the quarter ended September 30, 2023.



- (b) Company is in compliance with financial covenants as mentioned in the clause 10.11 of the Debenture Trust Deed dated March 7, 2022, as at September 30, 2023.
6. We have performed a limited review of the unaudited standalone financial results of the Company for the period ended September 30, 2023, prepared by the Company pursuant to the requirements of Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015., and issued an unmodified conclusion dated November 01, 2023. Our review of those financial results 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").
7. 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"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. 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.
9. 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.
10. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the applicable criteria, mentioned in paragraph 5 above. The procedures performed vary in nature and timing from, and are less extent than for, a reasonable assurance. 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, our procedures included the following in relation to the Statement:
- a) Obtained and read the Trust Deed dated March 7, 2022.
- b) Obtained the Board approved financial results of the Company for the period ended September 30, 2023.
- c) Obtained unaudited financial information and relevant records (including fixed asset register, details related to assets on which pari-passu charge is created) as at September 30, 2023 and traced the book values of assets and liabilities as appearing in the statement with the books of accounts.
- d) For the covenants stipulated in clause 10.11 of the Trust Deed "Financial Covenants and Conditions", read the relevant clauses to identify financial covenants and for each of those assessed whether these are complied with as of September 30, 2023
- e) Tested the arithmetical accuracy of the figures appearing in the Statement.
- f) Performed necessary inquiries with the management and obtained necessary representations.

Conclusion

11. Based on the procedures performed by us, as referred to in paragraph 10 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:



SRBC & CO LLP

Chartered Accountants

- a) The Book values of assets as included in the Statement are not in agreement with the books of account underlying the unaudited standalone financial results of the Company for the quarter and half year ended September 30, 2023.
- b) The Company has not complied with the covenants as mentioned in the clause 10.11 of the Debenture Trust Deed dated March 07, 2022 between the Company and SBICAP Trustee Company Limited.

Restriction on Use

12. The Report has been issued at the request of the Company, solely in connection with the purpose mentioned in paragraph 2 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 Report for events and circumstances occurring after the date of this report.

For SRBC & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003



per Ravi Bansal
Partner
Membership Number: 49365



UDIN: 23049365BGWUFG9273

Place of Signature: Mumbai
Date: November 1, 2023

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Statement of Certificate on Security Coverage Ratio as on 30 September 2023

To,

SBICAP Trustee Company Limited

We hereby certify that:

- a) The Company entity has vide its Board Resolution and information memorandum/ offer document and under various Debenture Trust Deeds, has issued the following listed debt securities and outstanding as on 30 September 2023:

ISIN	Series	Private Placement/ Public Issue	Secured/ Unsecured	Sanctioned Amount (In crores)
INE310A07012	A	Private Placement	Secured	50
INE310A07020	B	Private Placement	Secured	49

- b) Security Cover for listed debt securities:

- i. The financial information as on 30 September 2023 has been extracted from the books of accounts for the period ended 30 September 2023 and other relevant records of the listed entity;
- ii. The security of the listed entity provide coverage of 2.00 times of the principal amount and interest accrued, which is in accordance with the terms of issue/ debenture trust deed (calculation as per statement of security cover ratio for the Secured debt securities - Annexure 1) (as per requirement of Regulation 54 read with Regulation 56(1)(d) of LODR Regulations).



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ISIN wise details

S. No.	ISIN	Facility	Type of charge	Sanctioned Amount	Outstanding Amount As on 30 September 2023	Cover Required	Security Required
1.	INE310A07012	Non-convertible Debt Securities	Pari- passu	INR 50 Cr	INR 50 Cr as on 30-09-2023	1.25 Times	INR 62.5 Cr
2.	INE310A07020	Non-convertible Debt Securities	Pari- passu	INR 49 Cr	INR 49 Cr as on 30-09-2023	1.25 Times	INR 61.25 Cr
	Grand Total			INR 99 Cr	INR 99 Cr as on 30-09-2023	1.25 Times	INR 123.75 Cr

c) Compliance of all the covenants/terms of the issue in respect of listed debt securities of the listed entity

The Company has complied with all the covenants as specified in clause 10.11 of the Debenture Trust deed dated 7 March 2022 between the Company and SBICAP Trustee Company Limited.

For Nilkamal Limited



Paresh B. Mehta
Chief Financial Officer
Mumbai
01 November 2023



Registered Office: Survey No. 354/2 and 354/3 , Near Rakholi Bridge,
Silvassa-Khanvel Road,Village Vasona, Silvassa (D & N H).
Website : www.nilkamal.com Email : investor@nilkamal.com
CIN:L25209DN1985PLC000162

Annexure 1

(₹ In Lakhs)

Statement of Security Coverage Ratio														
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		Pari- Passu Charge			Assets not offered as Security	Elimination on (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)				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	Plant & Equipment, Furniture & Fixtures			No	38,784.02	-	23,496.25	-	62,280.27					
Capital Work-in- Progress				No			2,770.25		2,770.25					
Right of Use Assets				No			12,263.75		12,263.75					
Goodwill				No			675.60		675.60					
Intangible Assets				No			78.33		78.33					
Intangible Assets under Development				No					-					
Investments				No			376.30		376.30					
Loans				No			375.38		375.38					
Trade Receivables				No			43,125.70		43,125.70					
Inventories				No			66,284.37		66,284.37					
Cash and Cash Equivalents				No			747.98		747.98					
Bank Balances other than Cash and Cash Equivalents				No			317.83		317.83					
Others (Refer Note-2)				No			16,069.39		16,069.39					
Total					38,784.02	-	1,66,581.13		2,05,365.15					
Liabilities														
Debt securities to which Certificate pertains (Refer Note - 1 and 3)	Non convertible debenture			Yes	10,253.16				10,253.16					
Other debt sharing pari-passu charge with above debt (Refer Note - 1 and 3)	Term Loan			No	9,186.07				9,186.07					
other debt									-					
Subordinated debt									-					
Borrowings				No			5,013.81		5,013.81					
Bank									-					
Debt Securities									-					
Others									-					
Trade Payables				No			22,267.41		22,267.41					
Lease Liabilities				No			14,834.32		14,834.32					
Provisions				No			1,913.59		1,913.59					
Others (Refer Note-4)				No			1,41,896.79		1,41,896.79					
Total					19,439.23	-	1,85,925.92		2,05,365.15					
Cover on Book Value					2.00									
Cover on Market Value (refer note 5 below)														
		Exclusive Security Cover Ratio			Pari-Passu Security Cover Ratio		2.00							

Refer note 5 below

SIGNED FOR IDENTIFICATION BY

SRBC & COLLP
MUMBAI



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CIN:L25209DN1985PLC000162

- 1. Column C** - includes book value of assets having exclusive charge and outstanding book value of debt for which this certificate is issued.
- 2. Column D** - includes book value of assets having exclusive charge and outstanding book value of all corresponding debt other than column C.
- 3. Column E** - include debt for which this certificate is issued having any pari passu charge
- 4. Column F** - includes : a) book value of assets having pari-passu charge b) outstanding book value of debt for which this certificate is issued and c) other debt sharing pari-passu charge along with debt for which certificate is issued.
- 5. Column G** - includes book value of all other assets having pari passu charge and outstanding book value of corresponding debt.
- 6. Column H** - includes all those assets which are not charged and shall include all unsecured borrowings including subordinated debt and shall include only those assets which are paid-for.
- 7. Column I** - includes the debt which has been counted more than once (included under exclusive charge column as also under pari passu). In order to match the liability amount with financials, it is necessary to eliminate the debt which has been counted more than once (included under exclusive charge column as also under pari passu). On the assets side, there shall not be elimination as there is no overlap.
- 8. Column N**- All assets are stated at book value.

Notes

- The secured debt securities ('Securities') issued by the Company are secured by pari-passu charge on Plant and Equipments and Furniture & Fixtures of the Company. For the purpose of calculation of security cover available for these Securities, Plant and Equipments of Rs. 36,591.89 lakhs and Furniture & Fixtures of Rs. 2,192.12 lakhs have been considered out of the total Property, Plant & Equipment of Rs. 74,544.02 lakhs (including ROU of Rs. 12,263.75 lakhs).
- Other Assets include the Other financial assets, Other non-current assets, Current tax assets & Other Current assets of the Company.
- Debt securities to which Certificate pertains and Other debt sharing pari-passu charge with above debt include interest accrued as on 30 September 2023, of Rs. 398.46 lakhs and Rs. 28.26 lakhs respectively.
- Other Liabilities include Deferred Tax Liabilities, Other financial liabilities (excluding interest accrued as on 30 September 2023), Other Non-financial liabilities, Current tax liability, Equity Share Capital and Other Equity of the Company.
- As per clause 10.3 of SEBI circular dated May 19, 2022 valuation report for assets offered as security is required once in three years. Company had done valuation at inception of loan i.e. 01 March 2022. Accordingly details of market value of assets offered as security as required in column K to O is not disclosed above.
- The above financial information as on 30 September 2023 has been extracted from the unaudited standalone books of accounts for the period ended 30 September 2023 and other relevant records of the listed entity.

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BY

S R B C & CO LLP
MUMBAI

