

REF / MP/ 2023-24/ 68

Independent Auditor's Certificate on Book Value of Assets of the Company Contained in Columns A to J of Statement of Security Cover in respect of Listed Non-Convertible Debentures of the Company for period ended and as at June 30, 2023

To
The Board of Directors
Piramal Pharma Limited
Ground Floor, Piramal Ananta,
Agastya Corporate Park,
Kamani Junction,
LBS Marg, Kurla (West),
Mumbai – 400 070

1. This certificate is issued in accordance with the terms of our engagement letter dated August 01, 2023.
2. We, Deloitte Haskins & Sells LLP, Chartered Accountants, are the Statutory Auditors of Piramal Pharma 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 in respect of Listed Non Convertible Debentures of the Company for the period ended and as at June 30, 2023" (hereinafter referred together as "the Statement").

The Statement is prepared by the Company from the unaudited books of account and other relevant records and documents maintained by the Company as at June 30, 2023 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 Non Convertible Debentures (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 initialed 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.



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 in respect of Listed Non Convertible Debentures of the Company for the period ended and as at June 30, 2023 have been accurately extracted and ascertained from the unaudited books of account of the Company and other relevant records and documents maintained by the Company.
6. The engagement involves performing procedures to obtain sufficient appropriate evidence to provide reasonable 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 have been accurately extracted and ascertained from the unaudited books of account of the Company for the period ended and as at June 30, 2023 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 terms of the Debenture Trust Deed to understand the nature of charge (viz. exclusive charge or pari-passu charge) on assets of the Company.
 - e) Made necessary inquiries with the management and obtained relevant representations in respect of matters relating to the Statement.
7. 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.
 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 Review Historical Financial Information, and Other Assurance and Related Services Engagements.

Conclusion

9. Based on the procedures performed as referred to in paragraph 6 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 have not been accurately extracted and ascertained from unaudited books of account of the Company for the period ended and as at June 30, 2023 and other relevant records and documents maintained by the Company.



Deloitte Haskins & Sells LLP

Restriction on Use

10. 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 LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)



Mehul Parekh
Partner
Membership No. 121513
(UDIN: 23121513BGYAAE9731)

Place: Mumbai
Date: August 03, 2023

Statement of Security Cover in respect of Listed Non-Convertible Debentures for the period ended and as at June 30, 2023

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	Exclusive Charge	Pari-Passu Charge	Pari-Passu Charge	Pari-Passu Charge	Assets not offered as Security	Elimination (amount in negative)	(Total C to H)	Market Value for Assets charged on Exclusive basis	Related to only those items covered by this certificate			Total Value (C+L+M+N)
		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 paripassu 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)			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 (Note-4)	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)	
		Book Value	Book Value	Yes/ No	Book Value	Book Value								
ASSETS														
Property, Plant and Equipment	Identified tangible assets	-	-	-	525.67	251.68	898.91	-	1,676.26	-	-	-	525.67	525.67
Capital Work-in-Progress		-	-	-	-	5.71	134.13	-	139.84	-	-	-	-	-
Right of Use Assets		-	-	-	-	16.56	105.17	-	121.73	-	-	-	-	-
Goodwill		-	-	-	-	-	160.55	-	160.55	-	-	-	-	-
Intangible Assets	Identified intangible assets	-	-	-	11.65	162.43	464.43	-	638.51	-	-	403.21	-	403.21
Intangible Assets under Development		-	-	-	-	-	276.95	-	276.95	-	-	-	-	-
Investments (non-current)		-	-	-	-	-	1,646.87	-	1,646.87	-	-	-	-	-
Loans (non-current)		-	-	-	-	-	889.12	-	889.12	-	-	-	-	-
Other non-current financial assets		-	-	-	-	-	19.71	-	19.71	-	-	-	-	-
Other non-current assets		-	-	-	-	-	46.43	-	46.43	-	-	-	-	-
Inventories		-	-	-	-	917.59	-	-	917.59	-	-	-	-	-
Investments (current)		-	-	-	-	56.76	-	-	56.76	-	-	-	-	-
Trade Receivables		-	-	-	-	799.19	-	-	799.19	-	-	-	-	-
Cash and Cash Equivalents		-	-	-	-	103.99	-	-	103.99	-	-	-	-	-
Bank Balances other than Cash and Cash Equivalents		-	-	-	-	12.35	-	-	12.35	-	-	-	-	-
Loans (current)		-	-	-	-	34.01	-	-	34.01	-	-	-	-	-
Other current financial assets		-	-	-	-	36.91	-	-	36.91	-	-	-	-	-
Other current assets		-	-	-	-	350.50	-	-	350.50	-	-	-	-	-
Total		-	-	-	537.32	2,853.32	4,642.26	-	7,927.27	-	-	403.21	525.67	928.88
LIABILITIES														
Debt securities to which this certificate pertains	Listed secured NCDs	-	-	Yes	105.24	-	-	-	105.24	-	-	105.24	105.24	105.24
Other debt sharing pari-passu charge with above debt		-	-	No	308.77	1,101.22	-	-	1,409.98	-	-	106.44	106.44	106.44
Other debt		-	-	No	-	-	-	-	-	-	-	-	-	-
Subordinated debt		-	-	-	-	-	-	-	-	-	-	-	-	-
Borrowings		-	-	-	-	-	-	-	-	-	-	-	-	-
Bank (term loan - secured)		-	-	-	-	-	-	-	-	-	-	-	-	-
Debt Securities (unlisted NCDs - secured)		-	-	-	-	-	-	-	-	-	-	-	-	-
Others (deposits - unsecured)		not to be filled	-	-	-	-	-	-	-	-	-	-	-	-
Trade payables		-	-	-	-	791.60	-	-	791.60	-	-	-	-	-
Lease Liabilities (Non Current)		-	-	-	-	16.78	-	-	16.78	-	-	-	-	-
Provisions		-	-	-	-	69.87	-	-	69.87	-	-	-	-	-
Lease Liabilities (Current)		-	-	-	-	4.84	-	-	4.84	-	-	-	-	-
Deferred tax liability		-	-	-	-	186.87	-	-	186.87	-	-	-	-	-
Other current Financial Liabilities		-	-	-	-	61.55	-	-	61.55	-	-	-	-	-
Other current Liabilities		-	-	-	-	50.12	-	-	50.12	-	-	-	-	-
Total		-	-	-	414.01	1,101.22	1,181.63	-	2,696.86	-	-	211.69	211.69	211.69
Cover on Book Value					1.30							1.90	2.48	4.39
					Pari-Passu Security Cover Ratio							Pari-Passu Security Cover Ratio		

Notes:

- As per sub para (a) of Para 3.1. of the circular SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated May 19, 2022, the statutory auditor of the listed entity is required to certify only the book values of the assets provided in the above Statement.
- The Management of the Company has exercised necessary due diligence to ensure appropriate extraction and compilation of the requisite information in the above table from the unaudited books of account of the Company.
- Cover on Book Value = (Total Asset under pari-passu / Debt securities to which this pari passu assets pertains)
- Based on the fair valuation report of "Identified intangible assets" as at March 31, 2023 and has not been subjected to review by Statutory Auditors.
- These assets are also hypothecated against unlisted non-convertible debentures issued to Kotak Mahindra Bank amounting to Rs.202.32 crores.

For and on behalf of
Piramal Pharma Limited




Vivek Valsaraj
Chief Financial Officer
Place: Mumbai
Date: Aug 3, 2023



Piramal Pharma Limited

CIN : U24297MH2020PLC338592

Registered Office: Gr. Flr, Piramal Ananta, Agastya Corporate Park, Opp Fire Brigade, Kamanj Junction, LBS Marg, Kurla (West), Mumbai – 400070 India

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