

Sikka Ports & Terminals Limited

CIN: U45102GJ1997PLC031906

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.

February 14, 2023

Dear Sir,

Sub: Regulation 54 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Security Cover Certificate as on December 31, 2022

This has reference to the following Debentures of the Company listed on the Wholesale Debt Market Segment of BSE Limited:

- 40,000 – 8.45% Secured Redeemable Non-Convertible Debentures – PPD 5 (RPTL-8.45%-PPD 5-12-6-23-PVT) – ISIN: INE941D07133;
- 20,000 – 7.95% Secured Redeemable Non-Convertible Debentures – PPD 6 (RPTL-7.95%-28-10-26-PVT) – ISIN: INE941D07158;
- 20,000 – 7.90% Secured Redeemable Non-Convertible Debentures – PPD 7 (RPTL-7.90%-18-11-26-PVT) – ISIN: INE941D07166;
- 35,000 – 7.65% Secured Redeemable Non-Convertible Debentures – PPD 10 (SPTL-7.65%-22-3-23-PVT) – ISIN: INE941D07182;
- 20,000 – 7.20% Secured Redeemable Non-Convertible Debentures – PPD 11 (SPTL-7.20%-16-6-23-PVT) – ISIN: INE941D07190; and
- 40,000 – 6.75% Secured Redeemable Non-Convertible Debentures – PPD 12 (SPTL-6.75%-22-4-26-PVT) – ISIN: INE941D07208.

Pursuant to Regulation 54 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Security Cover Certificate as on December 31, 2022, certified by M/s. Chaturvedi & Shah LLP, Chartered Accountants, Statutory Auditors of the Company.

Kindly take the aforesaid on record.

Thanking you,
Yours faithfully,
For **Sikka Ports & Terminals Limited**

Ritesh Shiyal
Chief Financial Officer

Corporate Office:- 1st Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021;
Tel:- 0091 22 3555 7100, Fax:- 0091 22 3555 5560 Email:- company.secretary@sptl.co.in Website:- www.sptl.co.in

Registered Office: Admin Building, MTF Area, Village Sikka, Taluka & District Jamnagar – 361 140, Gujarat

To,
The Board of Directors,
Sikka Ports & Terminals Limited
Admin Building, MTF Area,
Village Sikka, Taluka and
District Jamnagar - 361140,
Gujarat

Independent Auditor's Certificate on Maintaining Security Coverage Ratio in respect of the Listed Secured Redeemable Non-convertible Debentures as on 31st December, 2022 and Compliance with Covenants of Outstanding Listed Secured Redeemable Non-convertible Debentures as on 31st December, 2022.

1. This certificate is issued at the request of the Company, in accordance with the terms of our engagement with the Company having its registered office at Admin Building, MTF Area, Village Sikka, Taluka and District, Jamnagar — 361140 Gujarat.
2. The accompanying Annexure A ('the Statement') certifying the Security Cover on Listed Secured Redeemable Non-Convertible Debentures as on 31st December, 2022 and Compliance with Covenants of Outstanding Listed Secured Redeemable Non-convertible Debentures as on 31st December, 2022 duly signed by the authorized signatory of the Company, which we have initialed for identification purposes only. In accordance with para 3.1 (a) of Circular no. SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated May 19, 2022; we have verified only book value of the assets provided in this certificate.

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 is also responsible for ensuring adherence that the details in the Statement are correct.

Auditor's Responsibility

5. It is our responsibility to provide reasonable assurance that the details as referred to in "Appendix 1" have been correctly extracted from the unaudited standalone financial statements and other supporting records produced before us.
6. We have carried out the following procedures for providing reasonable assurance;
 - a. Checked the security documents in case of Listed Secured Redeemable Non-convertible Debentures.
 - b. Read the unaudited standalone financial statements for the period ended 31st December, 2022 .
 - c. Read the SEBI Circular SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated 19th May, 2022
 - d. Verified the arithmetic accuracy of calculation of ratio mentioned in the Appendix 1



7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI) and Standards on Auditing specified under Section 143(10) of the Companies Act 2013. 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.

Opinion:

9. Based on our examination and procedure performed, as mentioned above, and according to information, explanations and other records produced before us including unaudited standalone financial statements and other relevant documents, we hereby conclude that book value of assets and relevant debts given in Column "A" to "J" as referred to in Appendix 1 are true and correct.

Restriction on Use

10. This certificate is provided on specific request of the Company solely for onward submission to the Debenture Trustee i.e. Axis Trustee Services Limited/ Stock Exchange and should not be used for any other purpose without our prior written consent. Chaturvedi & Shah LLP neither accepts nor assumes any duty or liability for any other purpose or to any other party to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For Chaturvedi & Shah LLP

Chartered Accountants

Firm Registration No. 101720W/W100355



Lalit R. Mhalsekar

Partner

Membership No. 103418

UDIN: 23103418BGXVHJ6866



Place: Mumbai

Date: 14th February, 2023

Sikka Ports & Terminals Limited

CIN: U45102GJ1997PLCo31906

Annexure A

STATEMENT CERTIFYING THE SECURITY COVER IN RESPECT OF SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES AS AT 31ST DECEMBER 2022 AND COMPLIANCE WITH COVENANTS OF OUTSTANDING SECURED DEBENTURES AS AT 31ST DECEMBER 2022

We hereby confirm that Sikka Ports & Terminals Limited (the 'Company') having its registered office at Admin Building, MTF Area, Village Sikka, Taluka and District Jamnagar - 361140, Gujarat, as at 31st December 2022 has security cover of more than 125% of outstanding principal amount of Secured Redeemable Non-Convertible Debentures amounting to Rs. 17,500.00 crore and accrued interest amounting to Rs. 714.48 crore, totalling to Rs. 18,214.48 crore.

The Company has complied with all the covenants in respect of outstanding Secured Redeemable Non-Convertible Debentures as at 31st December 2022, amounting to Rs. 17,500.00 crore.

Working of Security Cover as per SEBI Circular SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated 19th May 2022 is attached as Appendix 1.

For Sikka Ports & Terminals Limited


Ritesh Shiyal
Chief Financial Officer



Place: Mumbai
Date: 14th February 2023

Corporate Office:- 1st Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021;
Tel:- 0091 22 35557100, Fax:- 0091 22 3555 5560 Email:- company.secretary@sptl.co.in Website:- www.sptl.co.in

Registered Office: Admin Building, MTF Area, Village Sikka, Taluka & District Jamnagar – 361 140, Gujarat

Appendix 1										(Rs. In crore)				
Particulars (A)	Description of asset for which this certificate relate (B)	Exclusive Charge (C)	Exclusive Charge (D)	Pari-passu Charge (E)	Pari-passu Charge (F)	Pari-passu Charge (G)	Assets not offered as Security (H)	Elimination (amount in negative) (I)	(Total C to H) (J)	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 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)		Market Value for Assets charged on Exclusive basis (K)	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) (L)	Market Value for Pari passu charge Assets (M)*	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) (N)	Total Value(=K+L +M+N)
		Book Value	Book Value	Yes/ No	Book Value	Book Value								
ASSETS														
Property, Plant and Equipment	All movable fixed assets of the Company and mortgage over a flat owned by the Company situated at Kandivall, Mumbai				781.47		1,796.87		2,578.34			0.62	781.34	781.96
Capital Work-in-Progress					-		24.74		24.74				-	-
Right of Use Assets														
Goodwill														
Intangible Assets					-		0.10		0.10				-	-
Intangible Assets under Development														
Investments	movable assets consisting of current assets (including current investments), loans & advances and investment in redeemable securities of the Company				10,763.72		1.75		10,765.47				10,763.72	10,763.72
Loans					21,920.40		-		21,920.40				21,920.40	21,920.40
Inventories					228.00		-		228.00				228.00	228.00
Trade Receivables					302.79		-		302.79				302.79	302.79
Cash and Cash Equivalents					154.66		-		154.66				154.66	154.66
Bank Balances other than Cash and Cash Equivalents					3,450.00		-		3,450.00				3,450.00	3,450.00
Others						10,519.50		143.08		10,662.58				10,519.50
Total					48,120.54		1,966.54		50,087.08			0.62	48,120.41	48,121.03



(Rs. In crore)														
Appendix 1														
Particulars (A)	Description of asset for which this certificate relate (B)	Exclusive Charge (C)	Exclusive Charge (D)	Pari-passu Charge (E)	Pari-passu Charge (F)	Pari-passu Charge (G)	Assets not offered as Security (H)	Elimination (amount in negative) (I)	(Total C to H) (J)	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 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)		Market Value for Assets charged on Exclusive basis (K)	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) (L)	Market Value for Pari passu charge Assets (M)*	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) (N)	Total Value(=K+L+M+N)
		Book Value	Book Value	Yes/ No	Book Value	Book Value								
LIABILITIES														
Debt securities to which this certificate pertains [^]				Yes	18,214.48				18,214.48					
Other debt sharing pari-passu charge with above debt*				No	4,412.50				4,412.50					
Other Debt									-					
Subordinated debt														
Borrowings														
Bank									-					
Debt Securities														
Others														
Trade Payables														
Lease Liabilities														
Provisions														
Others														
Total					22,626.98	-			22,626.98					
Cover on Book Value					2.13									
Cover on Market Value					2.13									

[^] without considering IND- AS adjustment of Rs. 18.89 crore for effective Interest rate on secured Debt Securities and includes Rs. 714.48 crore for Interest accrued/payable on secured Debt Securities.

* without considering IND- AS adjustment of Rs. 0.30 crore for effective Interest rate on secured term loan.

* As per valuation report dated 9th May 2022 for a flat owned by the Company situated at Kandivali, Mumbai

For Sikka Ports & Terminals Limited

Ritesh Shetty
(Chief Financial Officer)
Place : Mumbai
Date : 14th February 2023

