



ICFL/LS/00266/2025-26

February 09, 2026

BSE Limited

Listing Department, 1st Floor,
P J Towers, Dalal Street, Fort,
Mumbai - 400 001.

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051.

Scrip Code: 541336

Symbol: INDOSTAR

Sub.: Security Cover Certificate – December 31, 2025

Ref.: Regulation 54 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and SEBI Circular No. SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated May 19, 2022 (“SEBI Circular”)

Dear Sir/Madam,

In compliance with the requirement of Listing Regulations and SEBI Circular, please find enclosed herewith Security Cover Certificate as at December 31, 2025, certified by M/s. M S K A & Associates LLP, Chartered Accountants, Statutory Auditors of the Company.

You are requested to take the aforesaid on record.

Thanking you,

Yours faithfully,

For IndoStar Capital Finance Limited

Shikha Jain

Company Secretary & Compliance Officer
(Membership No. A59686)

IndoStar Capital Finance Limited

Registered Office: Silver Utopia, Third Floor, Unit No 301-A, Opposite P & G Plaza, Cardinal Gracious Road, Chakala, Andheri (E), Mumbai - 400099, India. | T +91 22 4315 7000 | contact@indostarcapital.com | www.indostarcapital.com

CIN: L65100MH2009PLC26816

MSK A & Associates LLP

(Formerly known as M S K A & Associates)

Chartered Accountants

HO
602, Floor 6, Raheja Titanium
Western Express Highway, Geetanjali
Railway Colony, Ram Nagar, Goregaon (E)
Mumbai 400063, INDIA
Tel: +91 22 6974 0200

To
The Board of Directors
IndoStar Capital Finance Limited
Silver Utopia, 3rd Floor,
Unit No. 301-A, Opposite P & G Plaza,
Cardinal Gracious Road, Chakala,
Andheri (E), Mumbai- 400 099

Independent Auditor's Report on Statement of Security Cover in respect of its Listed, Secured, Redeemable Non-convertible debentures, aggregating to Rs. 2,63,840.84 Lakhs of IndoStar Capital Finance Limited as at December 31, 2025, pursuant to Regulation 54 read with Regulation 56(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

1. This report is being issued with the terms of mandate letter to the Board of Directors of IndoStar Capital Finance Limited dated January 12, 2026.
2. We, M S K A & Associates LLP (Formerly known as M S K A & Associates), Chartered Accountants, are the Statutory Auditors of the IndoStar Capital Finance Limited ("the Company") and have been requested by the Management of the Company to examine the accompanying Annexure containing details of 'Security Cover as per the terms of Offer document / Key Information Document and/or Debenture Trust Deed' in respect of its Listed, Secured, Redeemable, Non-convertible debentures aggregating to Rs. 2,63,840.84 lakhs as at December 31, 2025 ("the Statement"). The Statement has been prepared by the Company on the basis of the unaudited books of account and other relevant records and documents maintained by the Company as at December 31, 2025 in respect of its Listed, Secured, Redeemable, Non-convertible debentures stated above, in compliance with the Regulation 54 read with Regulation 56(1)(d) of the Securities and Exchange Board of India (the "SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) read with Master Circular for Debenture Trustees vide Circular No. SEBI/HO/DDHS-PoD-1/P/CIR/2025/117 dated August 13, 2025 updated from time to time and the SEBI vide circular no. SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/ 67 dated May 19, 2022 (hereinafter together referred to as "the Regulations"). We have Stamped the Statement for identification purpose.
3. The Statement has been prepared for the purpose of onward submission to the Company's debenture trustee to ensure compliance with the Regulations in respect of its Listed, Secured, Redeemable, Non-convertible debentures aggregating to Rs. 2,63,840.84 lakhs.

Management's Responsibility for the Statement

4. The preparation of the Statement is the responsibility of management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes 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 Regulations and for providing all relevant information to the Company's Debenture Trustee as prescribed in the respective Debenture Trust Deeds entered into between the Company and its Debenture Trustees in respect of its Listed, Secured, Redeemable, Non-convertible debentures aggregating to Rs. 2,63,840.84 lakhs.



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Auditor's Responsibility

6. Pursuant to the requirements of the Regulations, it is our responsibility to obtain limited assurance and form a conclusion as to whether the book values of the assets of the Company contained in Columns A to O of the Statement 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, and whether the Company maintained the asset cover and complied with the financial covenants as per the Offer Document/Information Memorandum/ Key Information Document and /or Debenture Trust Deed. Our responsibility does not include the evaluation of adherence by the Company with all the applicable Regulations.
7. For the purposes of this report, we have relied on the unaudited books of account of the Company for the quarter and nine months ended December 31, 2025 and information and documents as made available to us by the Company.
8. A limited assurance engagement involves making inquiries, primarily of the Company's personnel responsible for financial and accounting matters and applying analytical and other review procedures. 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.
9. Accordingly, we have performed the following procedures in relation to the Statement:
 - a) Obtained and read the terms of Offer Document/Information Memorandum/Key Information Document and/or Debenture Trust Deed entered into between the Company and its Debenture trustee;
 - b) Traced and agreed the principal amount and the interest thereon of borrowings outstanding in respect of debt securities and assets available for debt securities as at December 31, 2025 to the unaudited books of account maintained by the Company as at December 31, 2025;
 - c) Obtained and read the list of security cover in respect of debenture outstanding as per the Statement and traced the value of assets from the Statement to the unaudited books of account of the Company and correlated to the books of account and other records of the Company as at December 31, 2025;
 - d) Understood the nature of charge (viz exclusive charge or pari-passu charge) on the asset of the Company by obtaining 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 Security Cover in respect of secured listed non-convertible debt security;
 - e) Examined and verified the arithmetical accuracy of the computation of security cover ratio (based on book values) mentioned in the accompanying the Statement;
 - f) Compared the Asset Cover with the Asset Cover required to be maintained as per Information Memorandum/ Key Information Document and/or Debenture Trust Deed;
 - g) Obtained the workings of assets and liabilities presented in the respective columns in the Statement and verified the same from the unaudited books of account and relevant records and documents underlying the unaudited financial statements for the quarter ended December 31, 2025;
 - h) Performed necessary inquiries with the management; and



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i) Obtained written representations from the Management in this regard.

10. We conducted our examination of the Statement in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
11. 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.

Conclusion

12. Based on the procedures performed as referred to in paragraph 9 above and according to the information, explanations and representations provided to us by the Management of the Company, nothing has come to our attention that causes us to believe that the book values of the assets of the Company contained in Columns A to O of the Statement are not in agreement with the unaudited books of account of the Company as at December 31, 2025 and other relevant records and documents maintained by the Company and that the Company has not complied with financial covenants of the debentures.

Restriction on Use

13. The Report is addressed to the Board of Directors of the Company solely for the purpose of onward submission to the Company's debenture trustee pursuant to the requirements of the Regulations. It should not be used by any other person or for any other purpose. This report relates only to the Statement specified above and does not extend to any financial or other information of the Company. M S K A & Associates LLP (Formerly known as M S K A & Associates) shall not be liable to the Company or to any other concerned for any claims, liabilities or expenses relating to this assignment.
14. 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 without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For M S K A & Associates LLP

(Formerly known as M S K A & Associates)

Chartered Accountants

ICAI Firm Registration Number - 105047W/W101187

Tushar Kurani

Tushar Kurani

Partner

Membership Number: 118580

UDIN: 26118580PWVENS5715



Mumbai

February 09, 2026

Statement of Security Cover and Statement of Compliance Status of Financial Covenants in respect of Listed Debt Securities (Non-convertible debentures) of the Company as at Dec 31, 2025

(Amount Rs. Crore)

Annexure I- Statement of Security Cover

| Column A | Column B | Column C | Column D | Column E | Column F | Column G | Column H(I) | Column H(II) | 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 | PariPassu Charge | PariPassu Charge | PariPassu Charge | Assets not offered as Security | Debt not backed by any assets offered as security | Elimination (amount in negative) | (Total C to I) | 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 Assets ^{III} | 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 | | | | | | | | Relating to Column F | |
| ASSETS | | | | | | | | | | | | | | | |
| Property, Plant and Equipment | | | | | | | 21.96 | | | 21.96 | | - | - | | - |
| Capital Work-in Progress | | | | | | | 27.59 | | | 27.59 | | | | | - |
| Right of Use Assets | | | | | | | 300.19 | | | 300.19 | | | | | - |
| Goodwill | | | | | | | 5.50 | | | 5.50 | | | | | - |
| Intangible Assets | | | | | | | | | | - | | | | | - |
| Intangible Assets under Development | | | | | | | | | | | | | | | |
| Investments (Gross) ⁴ | Mutual Fund, T Bills, Gsec and Bond | | | | 458.17 | | 1,637.60 | | | 2,095.77 | | | 458.17 | | 458.17 |
| Loans (Gross) ⁴ | Loans and receivables | | 633.61 | | 6,436.62 | | 341.12 | | | 7,411.35 | | | 6,436.62 | | 6,436.62 |
| Inventories | | | | | | | | | | - | | | | | - |
| Trade Receivables | | | | | | | | | | - | | | | | - |
| Cash and Cash Equivalents | Cash and Cash Equivalents | | | | 26.95 | | | | | 26.95 | | | | 26.95 | 26.95 |
| Bank Balances other than Cash and Cash Equivalents | | | 256.75 | | 6.17 | | 29.44 | | | 292.36 | | | | 6.17 | 6.17 |
| Others ¹ | | | 41.36 | | | | 520.05 | | | 561.41 | | | | | - |
| Total | | - | 931.72 | | 6,927.91 | - | 2,883.45 | | - | 10,743.08 | - | - | 6,894.79 | 33.12 | 6,927.91 |
| LIABILITIES | | | | | | | | | | | | | | | |
| Debt securities to which this certificate pertains | Non Convertible Debentures | | | Yes | 2,638.41 | | | | - | 2,638.41 | | | | | - |
| Other debt sharing pari-passu charge with above debt | | | | | 1,733.86 | | | | | 1,733.86 | | | | | - |
| Other Debt | | | | | - | | | | | - | | | | | - |
| Subordinated debt | | | | | - | | | | | - | | | | | - |
| Borrowings | | | | | - | | | | | - | | | | | - |
| Bank | | | | | | | | | | - | | | | | - |
| Debt Securities | Commercial Papers & unsecured NCD | | | | - | | | 241.14 | | 241.14 | | | | | - |
| Others ² | | | 541.83 | | - | | | | | 541.83 | | | | | - |
| Trade payables | | | | | - | | 0.04 | | | 0.04 | | | | | - |
| Lease Liabilities | | | | | - | | 33.13 | | | 33.13 | | | | | - |
| Provisions | | | | | - | | 1,132.65 | | | 1,132.65 | | | | | - |
| Others ⁵ | | | 63.28 | | - | | 158.27 | | | 221.55 | | | | | - |
| Total | | - | 605.11 | | 4,372.27 | - | 1,324.09 | 241.14 | - | 6,542.61 | - | - | - | - | - |
| Cover on Book Value | | | | | | | | | | | | | | | |
| Cover on Market Value | | | | | | | | | | | | | | | |
| | | Exclusive Security Cover Ratio | 1.54 | | Pari-Passu Security Cover Ratio ³ | 1.58 | | | | | | | | | |

- Footnotes:**
- Assets - Others include current tax assets (net), deferred tax assets (net), assets acquired in satisfaction of claim, other financial assets, other non-financial assets
 - Borrowing Others includes borrowings against securitised assets.
 - The "Pari-Passu Security Cover Ratio" computed above is based on the book value of assets and liabilities as at Dec 31, 2025.
 - Loans and Investments are considered on Gross basis and ECL provision of Rs. 261.03 crores and Rs. 696.07 crores respectively (Provisions are considered in liabilities for the purpose of computation of asset coverage)
 - Liability-Others doesn't include Equity share capital and Other Equity.

For IndoStar Capital Finance Limited

Payen Puri
Authorised Signatory

Mumbai, 09 February 2026



Annexure II - Statement of Compliance Status of Financial Covenants in respect of Listed Debt Securities (Non Convertible Debentures) of the Company as at Dec 31, 2025

| Deal No | Sr.No | Series No | ISIN | Gross NPA ² | Net NPA ² | Leverage/ Gearing ratio ³ | Minimum Tier I Capital Ratio ⁴ | Capital Risk Adequacy Ratio ⁴ | Status ¹ |
|----------------|-------|-----------------------|--------------|---------------------------|--------------------------|--------------------------------------|---|--|---------------------|
| NC-23-24-00072 | 1 | Sr IX 26 | INE896L07884 | Less than Equal to 10.50% | Less than Equal to 4.75% | Less than Equal to 3.75 | Greater than Equal to 20.00% | Greater than Equal to 20.00% | Complied |
| NC-23-24-00076 | 2 | Sr XIII 26 | INE896L07934 | Less than Equal to 10.50% | Less than Equal to 4.75% | Less than Equal to 3.75 | Greater than Equal to 20.00% | Greater than Equal to 20.00% | Complied |
| NC-23-24-00081 | 3 | Sr XVIII 26 | INE896L07975 | Less than Equal to 10.50% | Less than Equal to 4.75% | Less than Equal to 3.75 | Greater than Equal to 20.00% | Greater than Equal to 20.00% | Complied |
| NC-23-24-00080 | 4 | Sr XVI 26 | INE896L07959 | Less than Equal to 10.50% | Less than Equal to 4.75% | Less than Equal to 3.75 | Greater than Equal to 20.00% | Greater than Equal to 20.00% | Complied |
| NC-23-24-00082 | 5 | Sr XVII 26 | INE896L07967 | Less than Equal to 10.50% | Less than Equal to 4.75% | Less than Equal to 3.75 | Greater than Equal to 20.00% | Greater than Equal to 20.00% | Complied |
| NC-24-25-00085 | 6 | Public Issue option 1 | INE896L07983 | Less than Equal to 10.50% | Less than Equal to 4.75% | NA | NA | Greater than Equal to 15.00% | Complied |
| NC-24-25-00086 | 7 | Public Issue option 2 | INE896L07AC3 | Less than Equal to 10.50% | Less than Equal to 4.75% | NA | NA | Greater than Equal to 15.00% | Complied |
| NC-24-25-00087 | 8 | Public Issue option 3 | INE896L07991 | Less than Equal to 10.50% | Less than Equal to 4.75% | NA | NA | Greater than Equal to 15.00% | Complied |
| NC-24-25-00088 | 9 | Public Issue option 4 | INE896L07AA7 | Less than Equal to 10.50% | Less than Equal to 4.75% | NA | NA | Greater than Equal to 15.00% | Complied |
| NC-24-25-00089 | 10 | Public Issue option 5 | INE896L07AB5 | Less than Equal to 10.50% | Less than Equal to 4.75% | NA | NA | Greater than Equal to 15.00% | Complied |
| NC-24-25-00090 | 11 | Sr XIX 2027 | INE896L07AD1 | Less than Equal to 7.00% | Less than Equal to 4.00% | Less than Equal to 5 | NA | Greater than Equal to 18.00% | Complied |
| NC-24-25-00091 | 12 | Sr XX 2027 | INE896L07AE9 | Less than Equal to 7.00% | Less than Equal to 4.00% | Less than Equal to 5 | NA | Greater than Equal to 18.00% | Complied |
| NC-24-25-00092 | 13 | Sr XXI 2026 | INE896L07AF6 | Less than Equal to 7.00% | Less than Equal to 4.00% | Less than Equal to 4 | NA | Greater than Equal to 18.00% | Complied |
| NC-24-25-00093 | 14 | Sr XXII 2027 | INE896L07AG4 | Less than Equal to 7.00% | Less than Equal to 4.00% | Less than Equal to 4 | NA | Greater than Equal to 18.00% | Complied |
| NC-24-25-00094 | 15 | Sr XXIII 2026 | INE896L07AI0 | Less than Equal to 7.00% | Less than Equal to 4.00% | Less than Equal to 5 | NA | Greater than Equal to 18.00% | Complied |
| NC-24-25-00095 | 16 | Sr XXIV 2026 | INE896L07AH2 | Less than Equal to 7.00% | Less than Equal to 4.00% | Less than Equal to 5 | NA | Greater than Equal to 18.00% | Complied |
| NC-25-26-00096 | 17 | Sr XXV 2027 | INE896L07AJ8 | Less than Equal to 7.00% | Less than Equal to 4.00% | Less than Equal to 5 | NA | Greater than Equal to 18.00% | Complied |
| NC-25-26-00097 | 18 | Sr XXVI 2027 | INE896L07AL4 | Less than Equal to 7.00% | Less than Equal to 4.00% | Less than Equal to 5 | NA | Greater than Equal to 18.00% | Complied |
| NC-25-26-00098 | 19 | Sr XXVII 2027 | INE896L07AK6 | Less than Equal to 7.00% | Less than Equal to 4.00% | Less than Equal to 5 | NA | Greater than Equal to 18.00% | Complied |

Footnotes -

1. NPA represents Stage 3 loan assets and classified as Stage 3 as per Ind AS 109.
2. Gearing / leverage ratio: Debt-equity ratio = (Debt securities + Borrowings (other than debt securities)) / Net worth.
3. Capital to risk-weighted assets ratio is calculated as per the RBI guidelines.

For IndoStar Capital Finance Limited

Authorised Signatory

