

# B. K. Khare & Co.

## Chartered Accountants

706/708, Sharda Chambers, New Marine  
Lines, Mumbai – 400 020, India

The Board of Directors  
Max Life Insurance Company Limited  
Corporate Office: 3<sup>rd</sup>, 11<sup>th</sup> and 12<sup>th</sup> Floor  
DLF Square Building, Jacaranda Marg, DLF City Phase 2  
Gurugram  
Haryana – 122 002.

Dear Sirs,

**Subject: Statutory Auditors' Certificate on the maintenance of asset cover and compliance with covenants as per Regulation 56(1)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI LODR) in respect of Non-Convertible Debentures ("the debentures"/ "NCD's") aggregating to Rs. 496 Crores issued by Max Life Insurance Company Limited ("the Company")**

This Certificate is issued in accordance with the terms of our engagement letter dated 08 November 2021.

We B. K. Khare & Co., Chartered Accountants (Firm Registration No. 105102W), joint statutory auditors of the Company have verified the accompanying Statement of Asset Cover Ratio prepared by the management of the Company.

This Certificate is being issued in connection with compliance to the covenants as per the terms of Debenture Trust Deed, with regard to maintenance of asset cover by the Company as at 30 September 2021.

### **Management's Responsibility for the Statement**

The computation of Asset Cover as set out in 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 as well as compliance with the terms and conditions of the Debenture Trust Deed. This responsibility also includes the design, implementation and maintenance of internal controls 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.

The Statement has been prepared by the management on the basis of audited Financial Results as of and for the six months ended 30 September 2021 of the Company which have been approved by the Board of Directors in its meeting held on 9 November 2021.

The management is also responsible for ensuring that the Company complies with the terms and conditions including compliances of the covenants as per the Debenture Trust Deed and also compliance with SEBI LODR as applicable.

### **Auditors' Responsibility**

Our responsibility is to provide a reasonable assurance on the Statement, based on the verification of the Financial Results, relevant records, documents, information, explanations and representations given to us by the Company's management and in accordance with our interpretations of the law and related pronouncements.

Pursuant to the Regulation 56(1)(d) of SEBI LODR, it is our responsibility to provide a reasonable assurance on the Asset Cover and to confirm that the computation has been made based on the Financial Results and other information as considered relevant for this purpose.



# B. K. Khare & Co.

## Chartered Accountants

We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

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

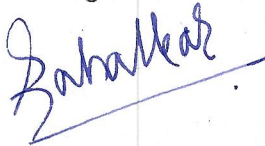
Based on the audited Financial Results and the information and explanations given to us and the examination conducted as detailed above and representations provided to us, we certify that nothing has come to our attention that causes us to believe that Company has not complied, in all material respects, with the requirements of SEBI regulations for the maintenance of the hundred percent asset cover, including the compliance with all covenants, in respect of debt securities for the half year ended September 30, 2021.

### Restriction on Use

This Certificate has been issued at the request of the Company for them to submit it to IDBI Trusteeship Services Limited the Debenture Trustee pursuant to the requirements of SEBI LODR and stock exchange/SEBI and may not be suitable for any other purpose. Therefore, our Certificate is intended solely for the information and use of the Board of Directors, the management of the Company, the Debenture Trustee and stock exchange/SEBI and is not intended to be and should not be used by anyone other than these specified parties.

This Certificate should not be circulated, copied, used or referred for any other purpose without our prior written consent.

For **B. K. Khare & Co.**  
Chartered Accountants  
Firm Registration No. 105102W



**Shirish Rahalkar**  
Partner  
Membership No. 111212  
Place: Mumbai  
UDIN: 21111212AAAAXE5351  
Date: November 9, 2021

### Statement of Asset Cover Ratio

Asset Coverage Ratio as on September 30, 2021 has been computed as per requirement of Debenture Trust Deed, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI LODR) and based on the financial results as of and for the six months ended September 30, 2021 of Max Life Insurance Company Limited which have been audited by our joint statutory auditors and approved by the Board of Directors in their meeting held on November 9, 2021.

Particulars	Amount (Rs in crores)
Assets available for the Asset Coverage Ratio (A) – Refer Note below	3,328
Total Debts including accrued interest (B)	502
Asset Coverage for the Borrowings (A/B) (in percentage)	663%

Note:

#### 1. Debentures outstanding as on September 30, 2021

Debenture Series	Coupon (in % p.a.)	Amount (Rs. in crores)	Date of Allotment	Redemption Date/Schedule
INE511N08016	7.50%	496	2-Aug-21	Redeemable at the end of 10 years from the date of allotment with a call option to the company to redeem the NCDs post the completion of 5 years from the date of allotment and annually thereafter.

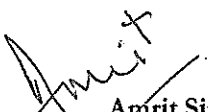
#### 2. Computation of Assets for the purposes of computation of Asset Coverage Ratio

Particulars	Amount (Rs in Crores)
Total Assets as per Balance Sheet including net current assets	100,512
Less: Policyholders's fund including realized hedge reserve	94,052
Less: Funds for future appropriations	3,131
Assets available for the Asset Coverage Ratio	3,328

Vide our Certificate issued with  
UDIN21111212AAAAXE5351

Max Life Insurance Company Limited



  
Amrit Singh  
Chief Financial officer

Gurugram  
November 9, 2021