

December 20, 2022

BSE Ltd General Manager Department of Corporate Services Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001

Scrip Code: 959645, 959884, 960085, 960488, 973080, 973281, 973375, 973644 & 973771

Sub: Asset Cover details for quarter ended September 30, 2022

Dear Sir.

In response to BSE email dated December 19, 2022 and further to our BSE intimation letter dated November 11, 2022, enclosed please find the details of Security Cover for quarter ended September 30, 2022, in the requisite format along with Security Cover Certificate of the Statutory Auditors.

The aforesaid intimation is available on website of the Company at www.avendus.com

You are requested to take the same on record.

Thanking You,

For Avendus Finance Pvt. Ltd.

Rajendra Rana Authorised Signatory Encl: As above

# M M NISSIM & COLLP CHARTERED ACCOUNTANTS

Regd. Office: Barodawala Mansion,

B-Wing, 3rd Floor, 81, Dr. Annie Besant Road,

Worli, Mumbai - 400 018.

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: www.mmnissim.com

Certificate No: MMN/C/2022-23/Nov/0037

Independent Auditor's Report on Security Cover and compliance with all financial covenants as at 30th September, 2022

The Board of Directors Avendus Finance Private Limited IL & FS Financial Centre, 6th Floor Quadrant, C & D Unit 4, G Block Bandra Kurla Complex Mumbai - 400051

- This Report is issued in accordance with the terms of the engagement letter.
- The Avendus Finance Private Limited ("the Company") has raised money through issue of Debentures, which have been listed on the recognised Stock Exchange(s). Catalyst Trusteeship Limited has been appointed as Trustees (the "Debenture Trustees") for the subscribers to the Debentures.
- Pursuant to Regulation 56(1)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended vide circular no. SEBI / HO / MIRSD / MIRSD\_CRADT/COR/P/2022/67 dated May 19, 2022, and Regulation 15(1)(t) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as amended from time to time, (together referred to as the "Regulations"), the Company is required to submit to Debenture Trustees a certificate regarding maintenance of Security Cover and compliance with all the financial covenants in respect of listed Debentures.
- Accordingly, we, as Statutory Auditor of the Company, have been requested by the Company to examine the accompanying "Statement of Security Cover as on 30th September, 2022 from column A to J" (the "Statement") and compliance with all the financial covenants in respect of listed debt securities of the Company as mentioned in the accompanying "Statement of and compliance with financial covenants as on 30th September, 2022" ("Annexure A"). The accompanying Statement and Annexure A has been prepared by the Management of the Company from the unaudited financial results, unaudited books of accounts and other relevant records maintained by the Company.

# Management's Responsibility

The preparation of the Statement and Annexure A 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 Annexure A and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.



# Management's Responsibility (Continued)

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 Debenture Trustees and for complying with all the financial covenants as prescribed in the Debenture Trust Deed ("DTD") dated 10th August 2021, 14th December 2021, 7th February 2022 entered into between the Company and the Debenture Trustees ("together referred as Trust Deeds").

### Auditor's Responsibility

- 7 Our responsibility is to provide limited assurance as to whether anything has come to our attention that causes us to believe that:
  - a) the particulars contained in the aforesaid Statement with respect to book value of asset charged against listed Debentures issued by the Company are not in agreement with the unaudited financial results, unaudited books of accounts and other relevant records as at 30th September, 2022 maintained by the Company; and
  - b) the Company has not complied with all the financial covenants stipulated in the Trust Deed as on 30th September, 2022.
- We conducted our examination of the Statement and Annexure A, on test basis, in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) 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.
- Our scope of work did not include verification of compliance with any other requirement of other circulars and notifications issued by any regulatory authorities from time to time and any other laws and regulations applicable to the Company. Further, our scope of work did not involve performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any of the unaudited financial information or the financial statements 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 statements, of specified elements, accounts or items thereof for the purpose of this report. Accordingly, we do not express such an opinion.
- 10 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 issued by the ICAI.
- A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the applicable criteria. 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. The procedures selected depend on the auditor's judgement, including the assessment of the areas where a material misstatement of the subject matter information is likely to arise. For the purpose of this engagement, we have performed the following procedures:



## Auditor's Responsibility (Continued)

- a. Obtained and read the relevant clauses of Trust Deeds in respect of the listed Debentures and noted the Security Cover required to be maintained by the Company in respect of such Debentures, as indicated in the Statement.
- b. Traced the principal amount of the Debentures outstanding as at 30th September, 2022, to the unaudited financial results, the books of account and other relevant records maintained by the Company.
- c. Obtained and read the list of book debts charged as security in respect of the Debentures outstanding.
- d. Traced the value of book debts from the Statement to the unaudited financial results, books of accounts and other relevant records maintained by the Company as at 30<sup>th</sup> September, 2022.
- e. Traced the security charged with register of charges maintained by the Company and 'Form No. CHG-9' filed with Ministry of Corporate Affairs ('MCA').
- f. Traced the value of charge created against the book debts to the Security Cover indicated in the Statement.
- g. Performed on test check basis the arithmetical accuracy of the computation of Security Cover indicated in the Statement.
- h. Compared the Security Cover with the requirements as per Trust Deed.
- i. With respect to compliance with covenants included in the Annexure A, we have performed following procedures:
  - i. Obtained list of applicable financials covenants, the computation of the financial covenants as at 30th September, 2022 and traced the figures included in such computation to the unaudited financial results, unaudited books of accounts and other relevant records maintained by the Company.
  - ii. Compared the financial covenants referred above with the requirements stipulated in the Trust Deeds to verify whether such covenants comply with the requirements of the Trust Deeds.
  - iii. Performed necessary inquiries with the management regarding any instance of non-compliance with covenants or communications received from the Debenture Trustees indicating any breach of covenants during the half year ended 30th September, 2022.
- j. Performed necessary inquiries with the Management and obtained necessary representations.

### Conclusion

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



#### Conclusion (Continued)

- a. the particulars contained in the aforesaid Statement with respect to book value of asset charged against listed Debentures issued by the Company are not in agreement with the unaudited financial results, unaudited books of accounts and other relevant records as at 30th September, 2022 maintained by the Company; and
- b. the Company has not complied with all the financial covenants stipulated in the Trust Deed as on 30th September, 2022.

#### Other Matter

13 As per para 3.1 (a) of the circular no. SEBI / HO / MIRSD / MIRSD\_CRADT/COR/P/ 2022/67 dated 19th May, 2022, we are required to certify the book value of the assets, hence, we have not verified market value provided in the Statement of Security Cover (i.e. from Column K to Column O) and accordingly we do not express any conclusion on the same.

#### Restriction on Use

- 14 Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Regulations. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have as statutory auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care in connection with the statutory audit and other attest function carried out by us in our capacity as statutory auditors of the Company.
- 15 The Report has been issued at the request of the Company, solely in connection with the purpose mentioned in paragraph 3 above and to be submitted with the accompanying Statement and Annexure A to the Debenture Trustees 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.

107122W

W40067

### For M M Nissim & Co LLP

Chartered Accountants

Firm Registration No: 107122W/W100672

SANJAY

KUMAR

KHEMANI

Sanjay Khemani

Partner

Membership No. 044577

UDIN: 22044577BDFIXB5654

Mumbai

15th November, 2022



# Compliance of all Financial covenants/terms of the issue in respect of listed debt securities of the Company

| NCD<br>Series                    |                | Financial Covenant  | As of<br>30-Sept-22                         | Status   |
|----------------------------------|----------------|---|---|----------|
| Series C -<br>F.Y.               | 1)             | The capital adequacy ratio (as defined in RBI NBFC Regulations) shall be equal to 20% or above at all   | 1) 46.88%                                   |          |
| 2020-21                          | 2)             | points in time. The cumulative Asset–Liability Mismatch should  | 2) No Cumulative                            | Complied |
|                                  | 3)             | always be within the limits prescribed by RBI/Company's ALM Policy. Asset Quality: Ratio of PAR-90 to Gross Loan Portfolio                                | Mismatch 3) Nil                             |          |
| Tranche-3                        | 1)             | shall be 6% or lower. The capital adequacy ratio (as defined in RBI NBFC  | 1) 46.88%                                   | Complied |
| of Series<br>C - F.Y.<br>2020-21 |                | Regulations) shall be equal to the regulatory requirement from time to time or above at all points in time during the tenor of the Debentures.            |   |          |
| 2020 21                          | 2)             | Asset Quality: Ratio of PAR-90 to Gross Loan Portfolio shall be 6% or lower   | 2) Nil                                      |          |
|                                  | 3)             | Debt equity ratio should be maintained below 4.00 during entire tenor of Debenture.   | 3) 1.15 times                               |          |
| Series E of F.Y.                 | 1)<br>2)       | CRAR not to fall below 15% Total Outside Liabilities / Total Net Worth to remain  | 1) 46.88%<br>2) 1.17 times                  | Complied |
| 2020-21<br>Series F              | 1)             | within 4x during the entire tenor of the MLD CRAR not to fall below the prescribed RBI limits   | 1) 46.88%                                   | Complied |
| of F.Y.<br>2020-21               | 2)             | Total Outside Liabilities / Total Net Worth to remain within 4x during the entire tenor of the MLD  | 2) 1.17 times                               |          |
| Series G<br>of F.Y.<br>2020-21   | 1)<br>2)       | CRAR not to fall below the prescribed RBI limits Total Outside Liabilities / Total Net Worth to remain within 4x during the entire tenor of the MLD       | 1) 46.88%<br>2) 1.17 times                  | Complied |
| Series A<br>of F.Y.<br>2021-22   | 1)<br>2)       | CRAR not to fall below the prescribed RBI limits Total Outside Liabilities / Total Net Worth to remain within 4x during the entire tenor of the MLD       | 1) 46.88%<br>2) 1.17 times                  | Complied |
| Series B<br>of F.Y.<br>2021-22   | 1)<br>2)       | CRAR not to fall below the prescribed RBI limits Total Outside Liabilities / Total Net Worth to remain within 4x during the entire tenor of the MLD       | 1) 46.88%<br>2) 1.17 times                  | Complied |
| Series C<br>2024 (FY             | 1)             | The capital adequacy ratio (as defined in RBI NBFC Regulations) shall be equal to 20% or above at all   | 1) 46.88%                                   | Complied |
| 2021-22)                         | 2)             | points in time.  Cumulative Asset Liability mismatch should always be within the RBI limits defined from time to time.                                    | 2) No Cumulative<br>Mismatch                |          |
| Series D<br>2023 (FY             | 3)<br>1)<br>2) | Debt / Equity ratio will always be 3 times or less CRAR not to fall below the prescribed RBI limits Total Outside Liabilities / Total Net Worth to remain | 3) 1.15 times<br>1) 46.88%<br>2) 1.17 times | Complied |
| 2023 (F 1<br>2021-22)            | 2)             | within 4x during the entire tenor of the MLD  | 2) 1.17 times                               |          |

For Avendus Finance Private Limited

Sameer Vasudey Kamath

Sameer Kamath (Chief Financial Officer) 15<sup>th</sup> November 2022

#### Statement of Security Cover as on 30th Spetember 2022

| Column A   | Column B   | Column   | Column                   | Column E  | Column F  | Column G   | Column H           | Column I   | Column J  | Column K   | Column L   | Column N  | Column N   | Column O                    |
|--|--|--|--------------------------|---|---|--|--------------------|--|---|--|--|---|--|-----------------------------|
| Particolars  | Description of asset for<br>which this certificate<br>relate           | n of great for Exclusive Exclusive Part-Passus Puri-Passus Puri-Passus Assats and Elimination (smooth (Total Cro.)) Rejuted to |                          |   |   |  |                    | Related to only those  | to only those flams covered by this certificate |  |  |   |  |                             |
|  |  | Dehr for<br>which<br>this<br>certifica<br>to being<br>issued   | Other<br>Setured<br>Debt | Dobt for<br>which<br>this<br>certificate<br>being<br>leated | Amen thereit by<br>part passe delet<br>inchies the for which<br>this certificate to<br>inseed & other<br>debt with part-<br>passe charge) | Other assets<br>on which<br>there is puri-<br>Pused charge<br>(excluding<br>frame<br>covered in<br>column F) | Hou                | Usin amount considered more than once (done to easterier plus part pasts charge) |   | Market Value for<br>Assets charged on<br>Exclusive bands | Carrying About value for<br>exclusive charge sausty<br>where warked value is not<br>successful to a applicable<br>(For Eg Hank Helance,<br>DSRA market value is not<br>applicable) | Merlint<br>Value<br>for Part<br>pensu<br>charge<br>Axeela | Carrying value/took volue for<br>pact posts tharge master<br>where ourselved value is not<br>severalizable or applicable.<br>(Yor En Bank fishmer, OSBA<br>market value is not applicable) | Torat<br>Value(=E+E+M<br>N) |
|  |  | Book<br>Value  | Book                     | Yeursa  | Book Value  | Book Value   |                    | CIRCLE III   | Marine S  |  |  |   |  | Y.E.O.                      |
| ASSETS   |  |  | 1.00                     |   |   |  |                    |  |   |  |  |   |  |                             |
| Property,Plant and   |  |  |                          |   |   |  | 16 66              |  | 16.66   |  |  |   |  | 7.                          |
| Equipment<br>Capital Work-in-                              |  |  |                          |   |   |  | _                  |  |   |  |  |   |  |                             |
| Progress   |  | 4  |                          |   |   |  | (2)                |  | *:  |  |  |   |  |                             |
| Right of Use Assets  |  |  |                          |   |   |  |                    |  |   |  |  |   |  |                             |
| Goodwill   |  |  |                          |   |   |  | 16.50              |  | 16.50   |  |  |   |  |                             |
| Intangible Assets Intangible Assets under                  |  |  |                          |   |   |  | 16.30              |  | 16.30   |  |  |   |  |                             |
| Development  |  |  |                          |   |   |  |                    |  |   |  |  |   |  |                             |
| Investments  | 0  | _  |                          |   |   |  | 16,914.91          |  | 16,914.91                                       |  |  | _   |  | -                           |
| Lown   | Represents loan net of<br>provision. It consist only<br>regular assets |  |                          |   | 1,01,310.41   | 34,876.12  | 1,                 |  | 1,36,186 53                                     |  |  |   | 1,36,186 53  | 1,36,186.5                  |
| Inventories  |  |  |                          |   |   |  |                    |  |   |  |  |   |  |                             |
| Trade Receivables  |  |  |                          |   |   |  | 25.30              |  | 25.30   |  |  | _   |  | -                           |
| Cash and Cash<br>Equivalents                               |  |  |                          |   |   |  | 4,101,66           |  | 4,101.66  |  |  |   |  |                             |
| Bank Balances other than<br>Cash and Cash<br>Equivalents   |  |  |                          |   |   |  | 1,560.70           |  | 1,560.70  |  |  |   |  |                             |
| Others   |  |  |                          |   |   |  | 3,748.63           |  | 3,748.63  |  |  |   |  |                             |
| Total  |  |  |                          |   | 1,01,310.41   | 34,876.12  | 26,384.36          |  | 1,62,570.89                                     |  |  | 16  | 1,36,186.53  | 1,36,186.5                  |
| LIABILITIES  |  |  |                          |   |   |  |                    |  |   |  |  |   |  |                             |
| 10.00  |  |  |                          |   |   |  |                    |  |   |  |  |   |  |                             |
| Debt securities to which<br>this certificate pertains      |  |  |                          | Yes   | 36,991 26   |  |                    |  | 36,991 26                                       |  |  | 7.27  |  |                             |
| Other debt sharing pan-<br>passu charge with above<br>debt |  |  |                          | No  | 27,095.57   | 22,061 90  |                    |  | 49,157.47                                       |  |  |   |  |                             |
| Other Debt   |  | ]  |                          |   |   |  |                    |  |   |  |  |   |  |                             |
| Subordinated debt  |  |  |                          |   |   |  |                    |  |   |  |  |   |  |                             |
| Benk   |  | Not to be  | _                        | _   |   |  |                    |  | - :   |  |  |   |  |                             |
| Debt Securities  |  | filled   |                          |   |   |  | -                  |  |   |  |  |   |  |                             |
| Others   |  | 1  |                          |   |   |  |                    |  |   |  |  |   |  |                             |
| Trade payables   |  |  |                          |   |   |  | 560 96             |  | 560.96  |  |  |   |  |                             |
| Lesse Liabilities  |  |  |                          |   |   |  | - 1                |  |   |  |  |   |  |                             |
| Provisions   |  |  |                          |   |   |  | 222 51             |  | 222 51  |  |  |   |  |                             |
| Others   |  |  |                          |   | 61.096.93   | 22,061.90  | 683.63<br>1,467.10 |  | 683.63<br>87,615.83                             |  |  |   |  |                             |
| Cover on Book Value Cover on Market Value                  |  |  |                          |   | 64,086.83   | 22,061.90  | 1,467.10           |  | 87,615,83                                       | u to white   |  | + (E)   |  | The sale                    |
| NEES M   | Exclusive Security Cover<br>Ratio                                      | (6)  |                          | Pari-Passu<br>Security<br>Cover Ratio                       | 1.58  | 1.58   |                    |  |   |  |  |   | 1.59   |                             |

Note

1) Receivable under financing activities is part of the non-trading book where loans are in the nature of held to maturity and created with a sole objective of collecting principle & interest. Therefore company has considered the book value for reporting in column N

2) All the secured debenture holders and | or secured lenders, have a pari-passu charge over the loan receivables. For the purpose of reporting, the receivables has been bifreusted

For Avendus Finance Private Limited

Samcer Kamath

(Chief Financial Officer)

15th November 2022

# M M NISSIM & CO LLP CHARTERED ACCOUNTANTS

Regd. Office : Barodawala Mansion,

B-Wing, 3rd Floor,

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AAT - 7548 www.mmnissim.com

Certificate No: MMN/C/2022-23/Nov/0038

Independent Auditor's Report on Security Cover and compliance with all financial covenants as at 30th September, 2022

The Board of Directors Avendus Finance Private Limited IL & FS Financial Centre, 6th Floor Quadrant, C & D Unit 4, G Block Bandra Kurla Complex Mumbai – 400051

- 1 This Report is issued in accordance with the terms of the engagement letter.
- 2 The Avendus Finance Private Limited ("the Company") has raised money through issue of Debentures, which have been listed on the recognised Stock Exchange(s). Vistra ITCL (India) Limited has been appointed as Trustees (the "Debenture Trustees") for the subscribers to the Debentures.
- Pursuant to Regulation 56(1)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended vide circular no. SEBI / HO / MIRSD / MIRSD\_CRADT/COR/P/2022/67 dated May 19, 2022, and Regulation 15(1)(t) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as amended from time to time, (together referred to as the "Regulations"), the Company is required to submit to Debenture Trustees a certificate regarding maintenance of Security Cover and compliance with all the financial covenants in respect of listed Debentures.
- 4 Accordingly, we, as Statutory Auditor of the Company, have been requested by the Company to examine the accompanying "Statement of Security Cover as on 30<sup>th</sup> September, 2022 from column A to J" (the "Statement") and compliance with all the financial covenants in respect of listed debt securities of the Company as mentioned in the accompanying "Statement of and compliance with financial covenants as on 30<sup>th</sup> September, 2022" ("Annexure A"). The accompanying Statement and Annexure A has been prepared by the Management of the Company from the unaudited financial results, unaudited books of accounts and other relevant records maintained by the Company.

## Management's Responsibility

The preparation of the Statement and Annexure A 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 Annexure A and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.



### Management's Responsibility (Continued)

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 Debenture Trustees and for complying with all the financial covenants as prescribed in the Debenture Trust Deed ("DTD") dated 10<sup>th</sup> March 2021, 30<sup>th</sup> March 2021, 25<sup>th</sup> June 2021, 26<sup>th</sup> June 2022, 4<sup>th</sup> August 2022, 4<sup>th</sup> September 2022, entered into between the Company and the Debenture Trustees ("together referred as Trust Deeds").

### Auditor's Responsibility

- Our responsibility is to provide limited assurance as to whether anything has come to our attention that causes us to believe that:
  - a) the particulars contained in the aforesaid Statement with respect to book value of asset charged against listed Debentures issued by the Company are not in agreement with the unaudited financial results, unaudited books of accounts and other relevant records as at 30th September, 2022 maintained by the Company; and
  - the Company has not complied with all the financial covenants stipulated in the Trust Deed as on 30th September, 2022.
- We conducted our examination of the Statement and Annexure A, on test basis, in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) 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.
- Our scope of work did not include verification of compliance with any other requirement of other circulars and notifications issued by any regulatory authorities from time to time and any other laws and regulations applicable to the Company. Further, our scope of work did not involve performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any of the unaudited financial information or the financial statements 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 statements, of specified elements, accounts or items thereof for the purpose of this report. Accordingly, we do not express such an opinion.
- 10 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 issued by the ICAI.
- A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the applicable criteria. 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. The procedures selected depend on the auditor's judgement, including the assessment of the areas where a material misstatement of the subject matter information is likely to arise. For the purpose of this engagement, we have performed the following procedures:



# M M NISSIM & CO LLP CHARTERED ACCOUNTANTS

### Auditor's Responsibility (Continued)

- a. Obtained and read the relevant clauses of Trust Deeds in respect of the listed Debentures and noted the Security Cover required to be maintained by the Company in respect of such Debentures, as indicated in the Statement.
- b. Traced the principal amount of the Debentures outstanding as at 30th September, 2022, to the unaudited financial results, the books of account and other relevant records maintained by the Company.
- Obtained and read the list of book debts charged as security in respect of the Debentures outstanding.
- d. Traced the value of book debts from the Statement to the unaudited financial results, books of accounts and other relevant records maintained by the Company as at 30<sup>th</sup> September, 2022.
- e. Traced the security charged with register of charges maintained by the Company and 'Form No. CHG-9' filed with Ministry of Corporate Affairs ('MCA').
- f. Traced the value of charge created against the book debts to the Security Cover indicated in the Statement.
- g. Performed on test check basis the arithmetical accuracy of the computation of Security Cover indicated in the Statement.
- h. Compared the Security Cover with the requirements as per Trust Deed.
- i. With respect to compliance with covenants included in the Annexure A, we have performed following procedures:
  - i. Obtained list of applicable financials covenants, the computation of the financial covenants as at 30<sup>th</sup> September, 2022 and traced the figures included in such computation to the unaudited financial results, unaudited books of accounts and other relevant records maintained by the Company.
  - ii. Compared the financial covenants referred above with the requirements stipulated in the Trust Deeds to verify whether such covenants comply with the requirements of the Trust Deeds.
  - iii. Performed necessary inquiries with the management regarding any instance of non-compliance with covenants or communications received from the Debenture Trustees indicating any breach of covenants during the half year ended 30th September, 2022.
- j. Performed necessary inquiries with the Management and obtained necessary representations.

#### Conclusion

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



#### Conclusion (Continued)

- a. the particulars contained in the aforesaid Statement with respect to book value of asset charged against listed Debentures issued by the Company are not in agreement with the unaudited financial results, unaudited books of accounts and other relevant records as at 30th September, 2022 maintained by the Company; and
- b. the Company has not complied with all the financial covenants stipulated in the Trust Deed as on  $30^{\rm th}$  September, 2022.

#### Other Matter

As per para 3.1 (a) of the circular no. SEBI / HO / MIRSD / MIRSD\_CRADT/COR/P/2022/67 dated 19th May, 2022, we are required to certify the book value of the assets, hence, we have not verified market value provided in the Statement of Security Cover (i.e. from Column K to Column O) and accordingly we do not express any conclusion on the same.

#### Restriction on Use

- Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Regulations. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have as statutory auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care in connection with the statutory audit and other attest function carried out by us in our capacity as statutory auditors of the Company.
- The Report has been issued at the request of the Company, solely in connection with the purpose mentioned in paragraph 3 above and to be submitted with the accompanying Statement and Annexure A to the Debenture Trustees 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 M M Nissim & Co LLP

Chartered Accountants

Firm Registration No: 107122W/W100672

Sanjay Kumar Khemani

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Sanjay Khemani

Partner

Membership No. 044577

UDIN: 22044577BDFKAT5334

Mumbai

15th November, 2022



# Compliance of all Financial covenants/terms of the issue in respect of listed debt securities of the Company

| NCD   |    | Financial Covenant  |      | As of                     | Status   |
|---|----|---|------|---------------------------|----------|
| Series  | 4  | T   | - 1  | 30-Sept-22                |          |
| Series C -<br>F.Y.<br>2020-21                 | 1) | The capital adequacy ratio (as defined in RBI NBFC Regulations) shall be equal to 20% or above at all points in time.   | 1)   | 46.88%                    |          |
|   | 2) | The cumulative Asset–Liability Mismatch should always be within the limits prescribed by RBI/Company's ALM Policy.  | 2)   | No Cumulative<br>Mismatch | Complied |
|   | 3) | Asset Quality: Ratio of PAR-90 to Gross Loan Portfolio shall be 6% or lower.  | 3)   | Nil                       |          |
| Tranche-3<br>of Series<br>C - F.Y.<br>2020-21 | 1) | The capital adequacy ratio (as defined in RBI NBFC Regulations) shall be equal to the regulatory requirement from time to time or above at all points in time during the tenor of the Debentures. | ĺ    | 46.88%                    | Complied |
|   | 2) | Asset Quality: Ratio of PAR-90 to Gross Loan Portfolio shall be 6% or lower   | , i  | Nil                       |          |
|   | 3) | Debt equity ratio should be maintained below 4.00 during entire tenor of Debenture.   | ,    | 1.15 times                |          |
| Series E                                      | 1) | CRAR not to fall below 15%  |      | 46.88%                    | Complied |
| of F.Y.<br>2020-21                            | 2) | Total Outside Liabilities / Total Net Worth to remain within 4x during the entire tenor of the MLD  |      | 1.17 times                | Ş        |
| Series F                                      | 1) | CRAR not to fall below the prescribed RBI limits  |      | 46.88%                    | Complied |
| of F.Y.                                       | 2) | Total Outside Liabilities / Total Net Worth to remain   | 2)   | 1.17 times                |          |
| 2020-21                                       |    | within 4x during the entire tenor of the MLD  |      |                           |          |
| Series G                                      | 1) | CRAR not to fall below the prescribed RBI limits  | 1)   |                           | Complied |
| of F.Y.<br>2020-21                            | 2) | Total Outside Liabilities / Total Net Worth to remain within 4x during the entire tenor of the MLD  | 2)   | 1.17 times                |          |
| Series A                                      | 1) | CRAR not to fall below the prescribed RBI limits  |      | 46.88%                    | Complied |
| of F.Y.                                       | 2) | Total Outside Liabilities / Total Net Worth to remain   | 2)   | 1.17 times                |          |
| 2021-22                                       |    | within 4x during the entire tenor of the MLD  |      |                           |          |
| Series B                                      | 1) | CRAR not to fall below the prescribed RBI limits  |      | 46.88%                    | Complied |
| of F.Y.                                       | 2) | Total Outside Liabilities / Total Net Worth to remain   | 2)   | 1.17 times                |          |
| 2021-22                                       |    | within 4x during the entire tenor of the MLD  |      |                           |          |
| Series C                                      | 1) | The capital adequacy ratio (as defined in RBI NBFC  | 1) 4 | 46.88%                    | Complied |
| 2024 (FY                                      |    | Regulations) shall be equal to 20% or above at all  |      |                           |          |
| 2021-22)                                      |    | points in time.   |      |                           |          |
|   | 2) | Cumulative Asset Liability mismatch should always be  | 2) [ | No Cumulative             |          |
|   |    | within the RBI limits defined from time to time.  |      | Mismatch                  |          |
|   | 3) | Debt / Equity ratio will always be 3 times or less  |      | 1.15 times                |          |
| Series D                                      | 1) | CRAR not to fall below the prescribed RBI limits  |      | 46.88%                    | Complied |
| 2023 (FY                                      | 2) | Total Outside Liabilities / Total Net Worth to remain   | 2)   | 1.17 times                |          |
| 2021-22)                                      | 7  | within 4x during the entire tenor of the MLD  |      |                           |          |

For Avendus Finance Private Limited

Sameer Vasudev Kamath

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Sameer Kamath (Chief Financial Officer) 15<sup>th</sup> November 2022

#### Statement of Security Cover as on 30th Spetember 2022

| 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   |                               |
|---|--|---------------------|---|---------------------------------------|--|--|--|-------------------------------------|---|---------------|--|---|--|--|-------------------------------|
| Particulary   | Description of asset for which this                                    | Exclusive<br>Charge | Esclusive<br>Charge                                       | Parl-Passa<br>Charge                  | Part-Passu<br>Charge                                     | Pari-Pasm<br>Charge  | Assets not<br>offered as   | Elimitation (amount in<br>negative) | (Total C to H)  | AND THE CO.   | Related to only those ite                            | ma con ered   | by this certificate                                      |  |                               |
|   | cortificate relate   | verificate relate   | Debt for<br>which this<br>certifica to<br>being<br>issued | Other<br>fectored<br>Dobt             | Dobt for<br>which<br>this certificate<br>being<br>turned | Amete shared<br>by part passa<br>debt bolder<br>(hachades debt<br>for which this<br>eardifeath is<br>tweed & other<br>debt with part<br>passa, charge) | Other assets<br>on which<br>there is pari-<br>passa sharpe<br>(excludin g<br>liena covered<br>in column F) | Searth                              | debt amount considere d<br>more than more (due to<br>exchasive plat part pastu<br>charge) |               | Marfet Valor for Abees<br>charged an Exclusive busis | Carrying /book value for<br>earbusts charge ances where<br>market value is rest<br>ascertainable or applicable<br>(For Fg. Bank Balance,<br>DSRA market value is not<br>applicable) | Market<br>Value for<br>Pari<br>passu<br>charge<br>Assets | Carrying value/book value for part<br>passes charge—seem where<br>market value is not assertainable<br>or applicable<br>(For Eg. Benk haloree, DNRA<br>market value is not applicable) | Total<br>Value(*K+L+<br>M+ N) |
|   |  | Book Value          | Book Value  | Yes/No                                | Book Value   | Book Value   |  |                                     | THE   | USX (X-22-14) | I ale resident                                       |   |  | Par-1823   |                               |
| ASSETS  |  |                     |   |                                       |  |  |  |                                     |   |               |  |   |  |  |                               |
| Property, Plant and   |  |                     |   |                                       |  |  | 16 66  |                                     | 16.66   |               |  |   |  |  |                               |
| Equipment   |  |                     |   |                                       |  |  |  |                                     |   |               |  |   |  | 130  |                               |
| Capital Work-in- Progress<br>Right of Use Assets            |  |                     |   |                                       | -  |  | -  |                                     |   |               |  |   |  | 4  |                               |
| Geodwill  |  |                     |   |                                       |  |  |  |                                     |   |               |  |   |  |  |                               |
| Intangible Assets   |  |                     |   |                                       |  |  |  |                                     |   |               |  |   |  |  |                               |
| Intangible Assets under                                     |  |                     |   |                                       |  |  | 16.50  |                                     | 16.50   |               | -  |   |  |  |                               |
| Development   |  |                     |   |                                       |  |  |  |                                     |   |               |  |   |  | -  |                               |
| Investments   |  |                     |   |                                       |  |  | 16,914.91  |                                     | 16,914.91   |               |  |   |  | -  |                               |
| 1.oans  | Represents loan net of<br>provision. It consist<br>only regular assets |                     |   |                                       | 1,01,310.41  | 34,876 12  | (*)  |                                     | 1,36,186.53   |               |  |   | 1,36,186 53  | 1,36,186,53  |                               |
| Inventories   |  |                     |   |                                       |  |  |  |                                     |   |               |  |   |  |  |                               |
| Trade Receivables   |  |                     |   |                                       |  |  | 25:30  |                                     | 25.30   |               |  |   |  | - 4  |                               |
| Cash and Cash Equivalents                                   |  |                     |   |                                       |  |  | 4,101 66   |                                     | 4,101 66  |               |  |   |  | - 4  |                               |
| Bank Balances other than<br>Cash and Cash Equivalents       | Fixed Deposit  | 502 00              |   |                                       |  |  | 1,058 70   |                                     | 1,560.70  |               | 502 00   |   |  | 502.00   |                               |
| Others  |  |                     |   |                                       |  |  | 3,748.63   |                                     | 3,748.63  |               |  |   |  |  |                               |
| Total   |  | 502.00              |   |                                       | 1,01,310.41  | 34,876.12  | 25,882.36  |                                     | 1,62,570.89   |               | 502.00   | -   | 1,36,186,53  | 1,36,688.53  |                               |
|   |  |                     |   |                                       |  |  |  |                                     | E-merit Vi  |               |  |   | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,                  |  |                               |
| LIABILITIES   |  |                     |   |                                       |  |  |  |                                     |   |               |  |   |  |  |                               |
| Debt securities to which this<br>certificate pertains       |  | 5,020.00            |   | Yes                                   | 27,095 57  |  |  | -5,020 00                           | 27,095 57   |               |  |   |  |  |                               |
| Other debt sharing pari-<br>passu charge with above<br>debt |  |                     |   | No                                    | 36,991 26  | 22061.9  |  |                                     | 59,053.16   |               |  |   |  |  |                               |
| Other Debt  |  | 1                   |   |                                       |  |  |  |                                     | (+)   |               |  |   |  |  |                               |
| Subordinated debt   |  |                     |   |                                       |  |  |  |                                     | -   |               |  |   |  |  |                               |
| Borrowings  |  | Not to be           |   |                                       |  |  |  |                                     |   |               |  |   |  |  |                               |
| Bank  |  | filled              |   |                                       |  |  |  |                                     |   |               |  |   |  |  |                               |
| Debt Securities<br>Others                                   |  | 1                   | -   |                                       |  | -  | -  |                                     |   |               |  |   |  | _  |                               |
| Trade payables  |  | 1                   |   |                                       |  |  | 560.96   |                                     | 560 96  |               |  |   |  |  |                               |
| Lease Liabilities   |  |                     |   |                                       |  |  |  |                                     | 7.6   |               |  |   |  |  |                               |
| Provisions  |  | ]                   |   |                                       |  |  | 222.51   |                                     | 222.51  |               |  |   |  |  |                               |
| Others  |  | 2121                |   |                                       |  |  | 683.63   |                                     | 683.63  |               |  |   |  |  |                               |
| Total   |  | 5,020.00            |   |                                       | 64,086.83  | 22,061.90  | 1,467.10   | -5,020.00                           | 87,615.83   |               |  | _   |  |  |                               |
| Cover on Hook Value<br>Cover on Market Value                |  |                     |   |                                       |  |  |  |                                     |   | 7-61-2-1      |  |   | TWO COLUMN TO THE REAL PROPERTY.                         | Special section  |                               |
|   | Exclusive Security<br>Cover Ratio                                      | 10.00%              |   | Pari-Passu<br>Security Cover<br>Ratio | 1.58   | 1,58   |  |                                     | 4   |               |  | Vil   | 1.58   |  |                               |

Note

1) Receivable under financing activities is part of the non-trading book where loans are in the nature of held to maturity and created with a sole objective of collecting principle & interest. Therefore company has considered the book value for reporting in column N

2) All the secured debenture holders and | or secured lenders, have a pari-passu charge over the loan receivables. For the purpose of reporting, the receivables has been bifreuated

For Avendus Finance Private Limited

Sameer Vasudev

Samcer Karnath (Chief Financial Officer) 15th November 2022