

May 23, 2023

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

Scrip Code: 959884, 960488, 973281, 973375, 973644 & 973771

Sub: Disclosure of Security Cover as per Regulation 54 read with Regulation 56(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir / Madam,

In furtherance to our letter dated May 22, 2023 regarding submission of Security Cover Certificate format as specified by the Securities and Exchange Board of India vide its circular SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated May 19, 2022 as issued by the Statutory Auditors of the Company along with Financial Results for the quarter and year ended March 31, 2023. please find enclosed herewith the Security Cover Certificate.

Request you to take the above information on record.

Thanking You,

Yours faithfully,
For **Avendus Finance Pvt. Ltd.**

Rajendra Rana
Authorised Signatory

Certificate No: MMN/C/2023-24/MAY/0022

Independent Auditor's Report on Security Cover and compliance with all financial covenants as at 31st March, 2023

The Board of Directors
Avendus Finance Private Limited
901, Platina, 9th Floor
Plot No. C-59
Bandra Kurla Complex, Bandra (E)
Mumbai - 400051

- 1 This Report is issued in accordance with the terms of the engagement letter dated 24th May 2022.
- 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). Catalyst Trusteeship Limited has been appointed as Trustees (the "Debenture Trustees") for the subscribers to the Debentures.
- 3 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 31st March, 2023 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 31st March, 2023" ("Annexure A"). The accompanying Statement and Annexure A has been prepared by the Management of the Company from the financial statements, books of accounts and other relevant records maintained by the Company.



Management's Responsibility

- 5 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.
- 6 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 financial statements, books of accounts and other relevant records as at 31st March, 2023 maintained by the Company; and
 - b) the Company has not complied with all the financial covenants stipulated in the Trust Deed as on 31st March, 2023.
- 8 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.
- 9 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.



Auditor's Responsibility (Continued)

- 11 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:
- 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 31st March, 2023, to the financial statements, 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 financial statements, books of accounts and other relevant records maintained by the Company as at 31st March, 2023
 - 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 31st March, 2023 and traced the figures included in such computation to the financial statements, 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.



Auditor's Responsibility (Continued)

- 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 31st March, 2023.
- 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:
- 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 financial statements, books of accounts and other relevant records as at 31st March, 2023 maintained by the Company; and
 - b. the Company has not complied with all the financial covenants stipulated in the Trust Deed as on 31st March, 2023, except for the covenant breach in series C - FY 2020-21 and Tranche 3 of Series C - FY 2020-21, which has been remediated by redeeming these bonds prematurely.

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.



Restriction on Use (Continued)

- 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.

For M M Nissim & Co LLP

Chartered Accountants

Firm Registration No: 107122W/W100672

Sonavane
Gayatri Sonavane

Partner

Membership No. 114049

UDIN: 23114049BGXMMD1426

Mumbai

22nd May, 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 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	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								
ASSETS														
Property, Plant and Equipment							18.56		18.56					
Capital Work-in- Progress							-		-					
Right of Use Assets							-		-					
Goodwill							-		-					
Intangible Assets							15.58		15.58					
Intangible Assets under Development							-		-					
Investments							24,397.38		24,397.38					
Loans	Represents loan net of provision. It consist only regular assets				98,370.39	24,429.12	-		122,799.51				122,799.51	122,799.51
Inventories									-					
Trade Receivables							156.70		156.70					
Cash and Cash Equivalents							3,801.51		3,801.51					
Bank Balances other than Cash and Cash Equivalents							1,615.82		1,615.82					
Others							4,850.48		4,850.48					
Total					98,370.39	24,429.12	34,856.03		157,653.54				122,799.51	122,799.51
LIABILITIES														
Debt securities to which this certificate pertains				Yes	38,694.78				38,694.78					
Other debt sharing pari-passu charge with above debt				No	24,447.22	15,680.57			40,127.79					
Other Debt									-					
Subordinated debt									-					
Borrowings									-					
Bank		Not to be filled							-					
Debt Securities									-					
Others									-					
Trade payables							1,285.26		1,285.26					
Lease Liabilities							-		-					
Provisions							233.09		233.09					
Others							1,123.33		1,123.33					
Total					63,142.00	15,680.57	2,641.68		81,464.25					
Cover on Book Value														
Cover on Market Value														
Exclusive Security Cover Ratio				Pari-Passu Security Cover Ratio	1.56	1.56							1.56	

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 carrying value for reporting in column N
 2) All the secured debenture holders and secured lenders, have a pari-passu charge over the loan receivables. For the purpose of reporting, the receivables has been bifurcated.

For Avendus Finance Private Limited


 Sameer Kamath
 (Chief Financial Officer)
 Date : May 22, 2023



Certificate No: MMN/C/2023-24/MAY/0023

**Independent Auditor's Report on Security Cover and compliance with all financial covenants
as at 31st March, 2023**

The Board of Directors
Aventus Finance Private Limited
901, Platina, 9th Floor
Plot No. C-59
Bandra Kurla Complex, Bandra (E)
Mumbai - 400051

- 1 This Report is issued in accordance with the terms of the engagement letter.
- 2 The Aventus 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.
- 3 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 31st March, 2023 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 31st March, 2023" ("Annexure A"). The accompanying Statement and Annexure A has been prepared by the Management of the Company from the financial statements, books of accounts and other relevant records maintained by the Company.

Management's Responsibility

- 5 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)

- 6 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 March 2021, 30th March 2021, 25th June 2021, 26th June 2022, 4th August 2022, 4th September 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 financial statements, books of accounts and other relevant records as at 31st December, 2022 maintained by the Company; and
 - b) the Company has not complied with all the financial covenants stipulated in the Trust Deed as on 31st March, 2023.
- 8 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.
- 9 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 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.
- 11 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 31st March, 2023, to the financial statements, 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 financial statements, books of accounts and other relevant records maintained by the Company as at 31st March, 2023.
- 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 31st March, 2023 and traced the figures included in such computation to the financial statements, 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 31st March, 2023.
- 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 financial statements, books of accounts and other relevant records as at 31st March, 2023 maintained by the Company; and
- b. the Company has not complied with all the financial covenants stipulated in the Trust Deed as on 31st March, 2023, except for the covenant breach in series C - FY 2020-21 and Tranche 3 of Series C - FY 2020-21, which has been remediated by redeeming these bonds prematurely

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.

For M M Nissim & Co LLP

Chartered Accountants

Firm Registration No: 107122W/W100672


Gayatri Sonavane

Partner

Membership No. 114049

UDIN: 23114049BGXMMME8172



Mumbai

22nd May, 2023

AVENDUS FINANCE PRIVATE LIMITED

Statement of Security Cover as on 31st March 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 relates	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)	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	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								
ASSETS														
Property, Plant and Equipment							18.56		18.56					
Capital Work-in- Progress							-		-					
Right of Use Assets							-		-					
Goodwill							-		-					
Intangible Assets							15.58		15.58					
Intangible Assets under Development							-		-					
Investments							24,397.38		24,397.38					
Loans	Represents loan net of provision. It consist only regular assets.				98,370.39	24,429.12	-		122,799.51				122,799.51	122,799.51
Inventories									-					
Trade Receivables							156.70		156.70					
Cash and Cash Equivalents							3,801.51		3,801.51					
Bank Balances other than Cash and Cash Equivalents	Fixed Deposit	502.00					1,113.82		1,615.82		502.00			502.00
Others							4,850.48		4,850.48					
Total		502.00			98,370.39	24,429.12	34,354.03		157,655.54		502.00		122,799.51	123,301.51
LIABILITIES														
Debt securities to which this certificate pertains		5,020.00		Yes	24,447.22			-5,020.00	24,447.22					
Other debt sharing pari-passu charge with above debt				No	38,694.78	15,680.57			54,375.35					
Other Debt									-					
Subordinated debt									-					
Borrowings									-					
Bank									-					
Debt Securities									-					
Others									-					
Trade payables							1,285.26		1,285.26					
Lease Liabilities							-		-					
Provisions							233.09		233.09					
Others							1,123.33		1,123.33					
Total		5,020.00			63,142.00	15,680.57	2,641.68		-5,020.00		81,464.25			
Cover on Book Value														
Cover on Market Value														
Exclusive Security Cover Ratio		10.00%		Pari-Passu Security Cover Ratio	1.56	1.56							1.56	

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 carrying 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 bifurcated

For Avendus Finance Private Limited


 Sameer Kamath
 (Chief Financial Officer)
 Date : May 22, 2023

