

Ref No.: Finova/COMP/2022-23/276

Date: January 31, 2023

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400001 (Maharashtra)

Subject: Disclosure of Security Cover as per Regulation 54 of the Securities and Exchange board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

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, please find enclosed certificate by Statutory Auditors of the Company regarding maintenance of Security Cover as on December 31, 2022 in the 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.

We request you to kindly take the same on record.

Thanking you
For Finova Capital Private Limited



Jaikishan Premani
Company Secretary and Compliance Officer
M. No.: A42043



Encl.: a/a

FINOVA CAPITAL PVT. LTD.

CIN : U65993RJ2015PTC048340

Regd. Office : 702, Seventh Floor, Unique Aspire, Plot No.13-14, Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur - 302021

Corp. Office : Fourth Floor, Unique Aspire, Plot No. 13-14, Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur - 302021

Tel.: 0141-4118202, www.finova.in, E-mail : info@finova.in

Independent Auditor's Report on Security Cover as at 31 December, 2022 under Regulation 54 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) for submission to BSE Limited ("the Stock Exchange"), and Catalyst Trusteeship Limited (the "Debenture Trustee")

To,
The Board of Directors
Finova Capital Private Limited
702, Seventh Floor, Unique Aspire,
Plot No. 13-14 Cosmo Colony,
Amrapali Marg, Vaishali Nagar, Jaipur – 302021 (Rajasthan)

1. This Report is issued in accordance with the terms of our master engagement agreement dated 20 May, 2022 with Finova Capital Private Limited (the "Company").
2. We S.N. Dhawan & CO LLP, Chartered Accountants are the Statutory Auditors of the Company and have been requested by the Company to examine the accompanying Statement showing Security Cover for the listed non-convertible debt securities of the company as at 31 December, 2022 (the "Statement") which has been prepared by the Company on the basis of reviewed financial results and other relevant records and documents maintained by the Company for the quarter and nine months ended 31 December, 2022 pursuant to the requirements of the Regulation 54 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the "SEBI Regulations"), and has been initialled by us for identification purpose only.

This Report is required by the Company for the purpose of submission to the Stock Exchange ("the BSE Limited"), and the Debenture Trustee of the Company to ensure compliance with the SEBI Regulations and SEBI Circular SEBI/HO/MIRSD/MIRSO_CRADT/CIR/P/2022/67 dated 19 May, 2022 ("the circular") in respect of its listed non-convertible debt securities as at 31 December, 2022 ("Debentures").

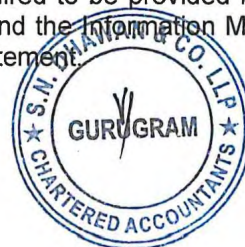
Management's responsibility

3. The preparation of the Statement is the responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Management of the Company is also responsible for ensuring that the Company complies with all the relevant requirements of the SEBI Regulations read with SEBI circular, Companies Act, 2013 and other applicable laws and regulations, as applicable and for providing all relevant information to the SEBI
5. The Management is also responsible to ensure that Security Cover Ratio as on 31 December, 2022 is in compliance with SEBI circular no. SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated 19 May, 2022 with the minimum security cover requirement of hundred percent as per the SEBI Regulations as given in the **statement** attached to this Report



Auditor's Responsibility

6. Pursuant to the requirements of the SEBI Regulations, it is our responsibility to provide a limited assurance as to whether the Company has maintained security cover ratio as per minimum requirements stated in SEBI Regulations and the terms of information memorandum and Debenture Trust deed.
7. We have audited the financial statements for the year ended on 31 March, 2022 and issued an unmodified audit opinion vide our report dated 29 April, 2022. We have also done limited review of financial results for the quarter and nine months ended 31 December, 2022 pursuant to the requirements of Regulation 52 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended and issued Limited Review Report dated 31 January 2023. Our audit of financial statements and review of financial results was conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (ICAI).
8. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI and the standards on auditing specified under Section 143(10) of the Companies Act, 2013 in so far as applicable for the purpose of this Report, which includes the concept of test checks and materiality. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
9. 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.
10. Our scope of work did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial results 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 results, specified elements, accounts, or items thereof, for the purpose of this report. Accordingly, we do not express such an opinion.
11. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the applicable criteria, mentioned in paragraph 6 above. 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 is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Accordingly, we have performed the following procedures in relation to the Statement:
 - (a) We have reviewed the unaudited financial results and information of the Company for the quarter and the nine months ended 31 December, 2022. .
 - (b) Obtained and read the Debenture Trust Deed and the Information Memorandum and noted the security cover percentage required to be maintained by the Company in respect of Debentures, as indicated in Statement.
 - (c) Traced and agreed the outstanding amount of the Debentures outstanding as at 31 December, 2022 to the unaudited financial results for the quarter and nine months ended 31 December 2022 referred to in paragraph 11(a) above.
 - (d) Obtained and read the particulars of security cover required to be provided in respect of Debentures as indicated in the Debenture Trust Deed and the Information Memorandum and compared it with the information furnished in the Statement.



- (e) Traced the value of assets indicated in the Statement to the unaudited financial result as at and for the nine months ended 31 December, 2022, referred to in paragraph 11(a) above, and other relevant records maintained by the Company.
- (f) Examined and verified the arithmetical accuracy of the computation of security cover indicated in the Statement.
- (g) Performed necessary inquiries with the Management and obtained necessary representations.
- 12 We have no responsibility to update this Report for events and circumstances occurring after the date of this Report .

Conclusion

- 13 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 the company has not maintained a minimum required security cover as per the terms of the Information Memorandum, Debenture Trust deed and as per the SEBI Regulations.

Restriction on Use

14. The Report has been issued at the request of the Company, solely in connection with the purpose mentioned in paragraph 2 above and to be submitted with the accompanying Statement to the BSE Limited, and to the Debenture Trustee 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.

For **S.N. Dhawan & CO LLP**
Chartered Accountants
Firm Registration No.: 000050N/N500045



Vinesh Jain
Partner
Membership No.: 087701
UDIN: **23087701BGWNGB9799**



Place: Gurugram
Date: 31 January 2023

Statement of Security Cover^d for the listed non-convertible debt securities

Amount in Rs. / crores, unless otherwise stated

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 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. (Eg Bank Balance, DSRA etc.)	Market Value for Pari passu charge Assets	Carrying value/book value for pari passu charge assets whose market value is not ascertainable or applicable (Eg Bank Balance, DSRA etc.)	Total Value=(K+L+M+N)	
		Book Value	Book Value	Yes/No	Book Value	Book Value								
ASSETS														0.00
Property, Plant and Equipment	-	-	-	NO	-	-	9.54	-	9.54	-	-	-	-	-
Capital Work-in- Progress	-	-	-	NO	-	-	-	-	-	-	-	-	-	-
Right of Use Assets	-	-	-	NO	-	-	2.37	-	2.37	-	-	-	-	-
Goodwill	-	-	-	NO	-	-	-	-	-	-	-	-	-	-
Intangible Assets	-	-	-	NO	-	-	1.21	-	1.21	-	-	-	-	-
Intangible Assets under Development	-	-	-	NO	-	-	0.06	-	0.06	-	-	-	-	-
Investments	-	-	13.30	NO	-	-	53.25	-	66.55	-	-	-	-	-
Loans	Identified Business Assets	37.36	964.31	NO	-	-	383.46	-	1,385.14	37.36	-	-	-	37.36
Inventories	-	-	-	NO	-	-	-	-	-	-	-	-	-	-
Trade Receivables	-	-	-	NO	-	-	-	-	-	-	-	-	-	-
Cash and Cash Equivalents	-	-	-	NO	-	-	8.88	-	8.88	-	-	-	-	-
Bank Balances other than Cash and Cash Equivalents	-	-	180.00	NO	-	-	243.26	-	423.26	-	-	-	-	-
Others	-	-	-	NO	-	-	12.15	-	12.15	-	-	-	-	-
Total	-	37.36	1,157.61	-	-	-	714.19	-	1,909.17	37.36	-	-	-	37.36



Statement of Security Cover for the listed non-convertible debt securities

Amount in Rs. / crores, unless otherwise stated														
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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 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. (Eg Bank Balance, DSRA etc.)	Market Value for Pari passu charge Assets	Carrying value/book value for pari passu charge assets where market value is not ascertainable or applicable (Eg Bank Balance, DSRA etc.)	Total Value=(K+L+M+N)	
		Book Value	Book Value	Yes/No	Book Value	Book Value								
LIABILITIES														
Debt securities to which this certificate pertains		34.82	-	-	-	-	-	-	34.82	34.82	-	-	-	34.82
Other debt sharing pari-passu charge with above debt		-	-	-	-	-	-	-	-	-	-	-	-	-
Other Debt		-	-	-	-	-	-	-	-	-	-	-	-	-
Subordinated debt		-	-	-	-	-	-	-	-	-	-	-	-	-
Borrowings		-	-	-	-	-	-	-	-	-	-	-	-	-
Bank		-	670.40	-	-	-	-	-	670.40	-	-	-	-	-
Debt Securities	not to be filled	-	15.39	-	-	-	-	-	15.39	-	-	-	-	-
Others		-	177.85	-	-	-	-	-	177.85	-	-	-	-	-
Trade payables		-	-	-	-	-	26.76	-	26.76	-	-	-	-	-
Lease Liabilities		-	-	-	-	-	2.88	-	2.88	-	-	-	-	-
Provisions		-	-	-	-	-	1.77	-	1.77	-	-	-	-	-
Others		-	-	-	-	-	3.73	-	3.73	-	-	-	-	-
Total		34.82	883.64	-	-	-	35.12	-	933.58	34.82	-	-	-	34.82
Cover on Book Value		1.07	1.34							1.07				
Cover on Market Value														0
		Exclusive Security Cover Ratio	1.07		Pari-Passu Security Cover Ratio	NA								

Note: - The Statement of Security Cover as at 31 December 2022 is prepared as per Regulation 54 of the SEBI (Listing obligations and disclosure Requirements) Regulations, 2015

For Finova Capital Private Limited

Name: **JAIKISHAN PREMAN**
Designation: **COMPANY SECRETARY & COMPLIANCE OFFICER**

Place: Jaipur
Date: **JANUARY 31, 2023**

