

Ref No.: Finova/COMP/2022-23/190

Date: October 31, 2022

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

**Subject: Corrigendum to the disclosure of Asset Cover as per Regulation 54 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") dated October 31, 2022**

Dear Sir/Madam,

This is with reference to the disclosure of Asset Cover submitted by the Company on today, October 31, 2022, in terms of Regulation 54 of SEBI LODR Regulations, we hereby bring to your kind notice that due to some inadvertence, the disclosure of asset cover issued for the quarter and year ended on March 31, 2022, was uploaded on exchange in place of security cover certificate for the half-year ended on September 30, 2022.

Henceforth, in accordance with the provisions of Regulation 54 read with Regulation 56(1)(d) of the SEBI LODR Regulations, please find enclosed herewith the Security Cover Certificate for the half-year ended on September 30, 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 as issued by the Statutory Auditors of the Company.

We deeply regret the inconvenience caused and apologise for the same. Further, requesting you to take the above information on record.

Thanking you  
Yours Sincerely,

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 Asset Cover and Compliance with all Covenants as at 30 September, 2022 under Regulation 56(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) for submission to Catalyst Trusteeship Limited (the "Debenture Trustee")**

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

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 'Asset Cover' for the listed non-convertible debt securities as at September 30, 2022 (the "Statement") which has been prepared by the Company from the reviewed financial statements and other relevant records and documents maintained by the Company as at and for the half-year ended September 30, 2022 pursuant to the requirements of the Regulation 56(1)(d) 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 with Catalyst Trusteeship Limited (the "Debenture Trustee") of the Company and to the BSE Limited to ensure compliance with the SEBI Regulations and SEBI Circular SEBI/HO/MIRSD/MIRSD\_CRADT/CIR/P/2022/67 dated May 19, 2022 ("the circular") in respect of its listed non-convertible debt securities as at September 30, 2022 ("Debentures"). The Company has entered into agreement with the Debenture Trustee ("Debenture Trust Deed") in respect of such Debentures, as indicated in the Statement.

### 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, Companies Act, 2013 and other applicable laws and regulations, as applicable and for providing all relevant information to the Debenture Trustee and for complying with all the covenants as prescribed in the Information Memorandum and Debenture Trust Deed.
5. The Management is also responsible to ensure that Assets Cover Ratio as on 30 September, 2022 is in compliance with SEBI circular no. SEBI/HO/MIRSD/MIRSD\_CRADT/CIR/P/2022/67 dated 19 May, 2022 with the minimum asset cover requirement of hundred percent as per the SEBI Regulations as given in **Annexure I** attached to this certificate.





## Auditor's Responsibility

6. Pursuant to the requirements of the SEBI Regulations, it is our responsibility to provide a limited assurance as to whether:
  - (a) the Company has maintained asset cover ratio at minimum hundred percent as per the minimum requirement stated in SEBI Regulations and the terms of the Information Memorandum and Debenture Trust Deed; and
  - (b) the Company is in compliance with all the covenants as mentioned in the Information Memorandum and Debenture Trust Deed as indicated in the Statement.
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 as at and for the half-year ended 30 September, 2022 pursuant to the requirements of Regulation 52 of the SEBI LODR Regulations and issued Limited Review Report dated 31 October 2022. 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.
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. 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 of the Company as at and for the half year ended and as at 30 September, 2022. The financial information of the company is not audited by us.
  - (b) Obtained and read the Debenture Trust Deed and the Information Memorandum and noted the asset cover percentage required to be maintained by the Company in respect of Debentures, as indicated in Annexure I of the Statement.
  - (c) Traced and agreed the principal amount of the Debentures outstanding as on 30 September, 2022 to the unaudited financial information of the company as at and for the half year ended 30 September 2022 referred to in paragraph 11(a) above.
  - (d) Obtained and read the particulars of asset 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 Annexure I of the Statement.



- (e) Traced the value of assets indicated in Annexure I of the Statement to the unaudited financial information as at and for the half year ended 30 September, 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 asset cover indicated in Annexure I of the Statement.
- (g) With respect to compliance with financial covenants we have performed the following procedures:
- (i) Compared the financial covenants computed by the management as at 30 September, 2022 with the requirements stipulated in the Debenture Trust Deed to verify whether such covenants are in compliance with the requirements of the Debenture Trust Deed.
- (ii) Performed necessary inquiries with the management regarding any instances of non-compliance with financial covenants or communications received from the Trustee indicating any breach of covenants during the half year ended 30 September, 2022.
- (iii) Obtained the days past due report generated from the system as at 30 September, 2022 to verify the PAR 30/90 days past due status for loan. For all such borrowers where the moratorium is granted, the days past due status remained stand still during the moratorium period as per the RBI guidelines to COVID -19 Regulatory Package dated 27 September, 2020, 17 April, 2020 and 23 May, 2020. We have relied on the report provided by the management and have performed procedures in accordance with SRE 2410.
- (h) With respect to covenants other than those mentioned in paragraph 11(g) above, the Management has represented and confirmed that the Company has complied with all the other covenants including affirmative, informative, and negative covenants, as prescribed in the Information Memorandum and Debenture Trust Deed, as at and for the half year ended on 30 September, 2022 except for the covenants where due date has not passed as on date of this certificate. We have solely relied on the same.
- (i) Obtained the quarterly compliance certificate submitted by the management with the Debenture Trustee.
- (j) Examined and verified the arithmetical accuracy of the computation of asset cover indicated in Annexure I of the Statement.
- (k) Performed necessary inquiries with the Management and obtained necessary representations.
- 12 We have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate.

### 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 hundred percent asset cover or asset cover as per the terms of the Information Memorandum and Debenture Trust deed.

### Restriction on Use

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 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. We have no responsibility to update this certificate for events and circumstances occurring after the date of this report.

For **S.N. Dhawan & CO LLP**  
Chartered Accountants  
Firm Registration No.: 000507N/500045



**Vinesh Jain**

Partner

Membership No.: 087701

UDIN: **22087701BBNRBP8579**



Place: Gurugram

Date: 31 October 2022

Security Cover Certificates on 30 September 2022 as per Regulation 54 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Annexure I (R.F. in Lacs)

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 assets for which this certificate relate	Exclusive Charge	Exclusive Charge	Parti- Passu Charge	Parti- Passu Charge	Parti- Passu Charge	Assets not offered as security	Elimination (amount in negative)	(Total C to H)	Market Value for Assets charged on certificate exclusive of liabilities	Carrying (book) value exclusive charge where market value is not ascertainable or applicable.	Market Value for Part passu charge Assets	Carrying (book) value for part passu charge assets where market value is not ascertainable or applicable	Total Value (M+ N)
<b>ASSETS</b>														
Property, Plant and Equipment	-	-	-	-	-	-	899.81	-	899.81	-	-	-	-	0.00
Capital Work-in- Progress	-	-	-	-	-	-	217.41	-	217.41	-	-	-	-	-
Right of Use Assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Goodwill	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Intangible Assets	-	-	-	-	-	-	105.38	-	105.38	-	-	-	-	-
Development	-	-	-	-	-	-	10.19	-	10.19	-	-	-	-	-
Investment s	-	-	1,314.80	-	-	-	4,259.93	-	5,574.73	-	-	-	-	-
Loans	-	3,689.44	77,251.36	-	-	-	39,595.02	-	120,535.82	-	3,689.44	-	-	3,689.44
Inventories	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Trade Receivables	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Cash and Cash Equivalents	-	-	-	-	-	-	681.58	-	681.58	-	-	-	-	-
Bank Balances other than Cash and Cash Equivalents	-	-	6,000.00	-	-	-	36,290.71	-	42,290.71	-	-	-	-	-
Others	-	-	-	-	-	-	1,349.32	-	1,349.32	-	-	-	-	-
<b>Total</b>	-	<b>3,689.44</b>	<b>84,566.16</b>	-	-	-	<b>83,409.35</b>	-	<b>171,664.95</b>	-	<b>3,689.44</b>	-	-	<b>3,689.44</b>

Fox Finova Capital Private Limited



Jaikishan Psemani  
Company Secretary and Compliance officer  
M.No. : AY2043



Security Cover Certificates on 30 September 2022 as per Regulation 64 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Annexure I (Rs. in Lacs)

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 assets to 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)	Market Value for Assets charged on both	Carrying value exclusive of change where market value is not ascertainable or applicable.	Market Value for Pari-passu charge Assets	Carrying value for pari passu charge assets where market value is not ascertainable or applicable	Total Value (Total M to N)
<b>LIABILITIES</b>														
Debt securities to which this certificate pertains		3,419.89							3,419.89		3,419.89			3,419.89
Other debt sharing pari-passu charge with above debt														
Other Debt														
Subordinated debt														
Borrowings														
Bank		54,216.79							54,216.79					
Debt Securities		1,717.82							1,717.82					
Others		14,221.09							14,221.09					
Trade payables									2,092.77					
Lease														
Liabilities									265.21					
Provisions									158.63					
Others									352.44					
<b>Total</b>		<b>70,155.70</b>							<b>76,444.64</b>					<b>3,419.89</b>
Cover on Book Value		1.08												
Cover on Market Value		1.21												
Exclusive Security Cover Ratio														1.09

Tou Finova Capital Private Limited



Jairisham Pnemani  
Company Secretary and Compliance Officer  
M.No.: A42043

