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**FINOVA CAPITAL**  
FINANCING DREAMS

Date: August 01, 2023

Ref No.: FCPL/COMP/2023-24/157

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

**Subject: Disclosure of Security Cover under Regulation 54 of the Securities and Exchange board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")**

Dear Sir/Ma'am,

Pursuant to the provisions of Regulation 54 of SEBI LODR, please find enclosed herewith certificate by Statutory Auditors of the Company regarding maintenance of Security Cover as at June 30, 2023 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 take the same on record.

Thanking You,

For Finova Capital Private Limited

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



Enclosures: As Above

**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 for the quarter ended 30 June, 2023 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 June, 2023 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 as at 30 June, 2023 (the "Statement") which has been prepared by the Company on the basis of reviewed financial results, other relevant records and documents maintained by the Company for the quarter ended 30 June, 2023 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 para 1 of chapter V and Para 2 of chapter VI of the Operational Circular for Debenture Trustees dated March 31, 2023, and has been initialed by us for identification purpose only.
3. 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 30 June, 2023 ("Debentures").

### Management's responsibility

4. 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. Furthermore, the Management is also responsible for compliance with the requirements of the circulars. This responsibility includes the designing, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement, as well as applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
5. 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 circulars, Companies Act, 2013 and other applicable laws and regulations, as applicable and for providing all relevant information to the Stock Exchange and the Debenture Trustee and for complying with the requirements of regulations.
6. The Management is also responsible to ensure that Security Cover Ratio as on 30 June, 2023 is in compliance with SEBI Regulations read with 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

7. 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.

8. We have audited the financial statements for the year ended 31 March, 2023 and issued an unmodified audit opinion vide our report dated 02 May, 2023. We have also done limited review of financial results for the quarter ended 30 June, 2023 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 01 August, 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).
9. 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.
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.
11. The procedures performed in a limited assurance vary in nature and timing from, and are less in extent than for, a reasonable assurance; and, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.
12. 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 statement of security cover of the Company for the quarter ended 30 June, 2023.
  - (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. We traced and agreed the outstanding amount of the Debentures outstanding as at 30 June, 2023 to the unaudited financial results of the Company for the quarter ended 30 June, 2023 referred to in paragraph 12(a) above.
  - (c) 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.
  - (d) Traced the value of assets indicated in the Statement to the unaudited financial results as at and for the quarter ended 30 June, 2023, referred to in paragraph 12(a) above, and other relevant records maintained by the Company.
  - (e) Examined and verified the arithmetical accuracy of the computation of security cover indicated in the Statement.
  - (f) Performed necessary inquiries with the Management and obtained necessary representations.
13. We have no responsibility to update this Report for events and circumstances occurring after the date of this Report



## Conclusion

14. 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

15. The report has been issued at the request of the Company solely in connection with the purpose mentioned in the relevant paragraph 2 above and to be submitted with the accompanying statement to BSE Limited and to the debenture trustee and is not to be used or referred to for any other purpose or by any other party. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or by any other party 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*

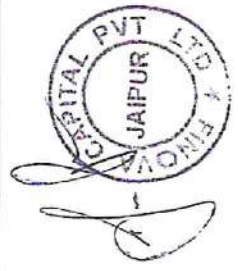
**Vinesh Jain**  
Partner  
Membership No.: 087701  
UDIN: 23087701BGWNLA1349



Place: Gurugram  
Date: 01 August 2023

**STATEMENT OF SECURITY COVER FOR THE LISTED NON-CONVERTIBLE DEBT SECURITIES**

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	
															Part- Passu Charge
Particulars	Description of asset for which this certificate relate	Exclusive Charge	Exclusive Charge	Debt for which this certificate being issued	Debt for which this certificate is issued & other debt with part-passu charge)	Assets shared by part passu debt holder (includes debt for which this certificate is issued & other debt with part-passu charge)	Other assets on which there is part- Passu charge (excluding items covered in column "F")	Assets not offered as Security	Elimination (amount in negative)	(Total C to H)	Market Value for Assets charged on Exclusive basis	Carrying /book value for exclusive charge assets where market value is not ascertainable. (Eg Bank Balance, DSRA etc.)	Market Value for Part passu charge Assets	Carrying value/book value for part passu charge assets where market value is not ascertainable (Eg Bank Balance, DSRA etc.)	Total Value=(K+L+M+N)
		Book Value	Book Value	Yes/No	Book Value	Book Value									
<b>ASSETS</b>															
Property, Plant and Equipment	-	-	-	NO	-	-	10.18	-	10.18	-	-	-	-	-	
Capital Work-in-Progress	-	-	-	NO	-	-	-	-	-	-	-	-	-	-	
Right of Use Assets	-	-	-	NO	-	-	2.08	-	2.08	-	-	-	-	-	
Goodwill	-	-	-	NO	-	-	-	-	-	-	-	-	-	-	
Intangible Assets	-	-	-	NO	-	-	1.37	-	1.37	-	-	-	-	-	
Development	-	-	-	NO	-	-	0.10	-	0.10	-	-	-	-	-	
Investments	-	-	-	NO	-	-	219.20	-	223.06	-	-	-	-	-	
Loans	-	-	-	NO	3.78	-	520.78	-	1,736.14	-	-	-	-	-	
Inventories	-	-	-	NO	-	-	-	-	-	-	-	-	-	-	
Trade Receivables	-	-	-	NO	-	-	-	-	-	-	-	-	-	-	
Cash and Cash Equivalents	-	-	-	NO	-	-	3.76	-	3.76	-	-	-	-	-	
Bank Balances other than Cash and Cash Equivalents	-	-	-	NO	-	-	116.42	-	165.42	-	-	-	-	-	
Others	-	-	-	NO	-	-	8.04	-	8.04	-	-	-	-	-	
<b>Total</b>							<b>881.01</b>		<b>2,150.14</b>						



**STATEMENT OF SECURITY COVER FOR THE LISTED NON-CONVERTIBLE DEBT SECURITIES**

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	Part- Passu Charge	Part- Passu Charge	Part- Passu Charge	Assets not offered as Security	Elimination (amount in negative)	(Total C to H)	Market Value for Assets charged on Exclusive basis	Carrying /book value for assets where market value is not ascertainable. (Eg. Bank Balance, DSRA etc.)	Market Value for Part passu charge Assets	Carrying value/book value for part passu charge assets where market value is not ascertainable (Eg. Bank Balance, DSRA etc.)	Total Value=(K+L+M+N)
		Debt for which this certificate being issued	Other Secured Debt	Debt for which this certificate being issued	Assets shared by part passu debt holder (includes debt for which this certificate is issued & other debt with part- passu charge)	Other assets on which there is part- passu charge (excluding items covered in column "F")		debt amount considered more than once (due to exclusive plus part passu charge)		Relating to Column F				
		Book Value	Book Value	Yes/No	Book Value	Book Value								
<b>LIABILITIES</b>														
Debt securities to which this certificate pertains		-	-	-	-	-	-	-	-	-	-	-	-	-
Other debt sharing part-passu charge with above debt		-	-	-	-	-	-	-	-	-	-	-	-	-
Other Debt														
Subordinated debt														
Borrowings														
Bank			904.87						904.87					
Debt Securities			12.36						12.36					
Others			159.34						159.34					
Trade payables														
Lease Liabilities														
Provisions														
Others														
<b>Total</b>			1,076.57						1,117.73					
Cover on Book Value		0.00	1.18											
Cover on Market Value														
Exclusive Security Cover Ratio	0.00	0.00	0.00		Part Passu Security Cover Ratio	NA								

Note: All the secured, listed, Non-Convertible Debentures issued by the Company were returned on June 23, 2023. Accordingly, the Company has been delisted from the Wholesale Debt Market Segment of BSE Limited via Notice No. 20230720-13 effective from July 21, 2023.

For Fincov Capital Private Limited

Name: Vaishan premani  
Designation: Company Secretary and Compliance Officer

Place: Jaipur  
Date: 01-August-2023

