

Independent Auditor's Certificate

on Asset Cover and Compliance with Covenants as at March 31, 2023

under Regulation 54 read with 56(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended.

For submission to (i) Catalyst Trusteeship Limited (hereinafter referred to as the "Debenture Trustee")

May 29, 2023

To,

**The Board of Directors,
AVIOM India Housing Finance Private Limited
LGF1, Aria Tower, Delhi Aerocity,
Hospitality District, New Delhi-110037**

1. This certificate is issued in accordance with the terms of our engagement letter dated May 27, 2023, with AVIOM India Housing Finance Private Limited ("the Company").
2. We, SCV & CO LLP, Chartered Accountants, have been appointed as statutory auditors of the Company with effect from financial year 2021-22 and onwards, and have been requested by the Company to examine the accompanying Statement showing Asset Cover as per the terms of "Information -Memorandum & Debenture-Trust-Deed" and compliance with Covenants for the listed non-convertible debentures as at March 31, 2023 ("the Statement") which has been prepared by the Company from the Audited Financial Statements and other relevant record and documents maintained by the Company as at March 31, 2023 pursuant to the requirements of the Regulation 54 read with Regulation 56(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended by SEBI Circular No. SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated May 19, 2022 on "Revised format of security cover certificate, monitoring and revision in timelines", ("the SEBI Regulations"). The same has been initialed by us for identification purpose only.
3. This Certificate is required by the Company for the purpose of submission with the Debenture Trustees of the Company to ensure Compliance with the SEBI Regulations in respect of its listed non-convertible debt securities as at March 31, 2023 ("Debentures"). The Company has entered into agreement(s) with the Debenture Trustees ("Debenture Trust Deed") in respect of such Debentures, as indicated in the Statement.



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Management's Responsibility for the Statement

4. The preparation of the accompanying Statements 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.
5. The management of the Company is also responsible for ensuring that the Company complies with all the relevant requirements of the SEBI Regulations and for providing all relevant information to the Debenture Trustees and for the complying with all the covenants as prescribed in the Information Memorandum and Debenture Trust Deed.

Auditor's Responsibility

6. Pursuant to the requirements of the SEBI Regulations, it is our responsibility to provide a limited assurance and conclude as to whether:
 - a) the Company has maintained asset cover as per 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.
1. We have audited the Financial Statements of the Company for the FY 2022-23 and expressed an unmodified opinion vide our Audit Report dated May 29, 2023. We conducted our audit of the Financial Statement in accordance with the Standard on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those standards requires that we plan and perform the audit to obtain reasonable assurance as to whether the Financial Statements are free of material misstatement. Our audit was not planned and performed in connection with any transaction to identify matters that may be of potential interest to third parties.
2. We conducted our examination of the statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
3. 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.
4. 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 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 information, specified elements, accounts or items thereof, for the purpose of this Certificate. Accordingly, we do not express such opinion.



5. 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 been performed. Accordingly, we have performed the following procedures in relation to the statement:
- a) 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 Appendix-I of the statement.
 - b) Traced and agreed the principal amount of the Debentures outstanding as on March 31, 2023 to the Audited Financial Statements of the Company as at and for the year ended March 31, 2023 referred to in paragraph 6 above.
 - c) 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 Appendix-I of the statement.
 - d) Traced the Value of assets indicated in Part A of the Statement to the Audited Financial Statements as at and for the year ended March 31, 2023, referred to in paragraph 6 above, and other relevant records maintained by the Company.
 - e) Obtained the particulars of security created in the register of charges maintained by the Company. Traced the value of charge created against assets to the asset cover in Appendix-I of the Statement.
 - f) Examined and verified the arithmetical accuracy of the computation of asset cover indicated in Appendix-I of the Statement.
 - g) With respect to compliance with financial covenants, we have performed following procedures:
 - i. Compared the financial covenants computed by the management as at March 31, 2023 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 enquiries with the management regarding any instances of the non-compliance with financial covenants or communications received from the Trustees indicating any breach of covenants during the year ended March 31, 2023.
 - iii. Obtained the days past due report generated from the system as at March 31, 2023 to verify the PAR 30 / PAR 90 days past due status for loan.
 - h) With respect to the non-financial covenants, 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 March 31, 2023, except for the covenants where due date has not passed as on date of this certificate.
 - i) Performed necessary inquires with the Management and obtained necessary representations.



Conclusion

6. Based on the reliance placed on the representations mentioned in paragraph 11(h) above, and procedures performed by us, and according to the information and explanation received along with representations provided by the management, nothing has come to our attention that causes us to believe that:
- The Company has not maintained asset cover as per the terms of the information Memorandum and Debenture Trust deed; and
 - The Company is not in compliance with all the covenants as mentioned in the information Memorandum and Debenture Trust Deed as on March 31, 2023.

Restriction on Use

7. This Certificate has been issued solely at the request of the Company's management, solely in connection with the purpose mentioned in the paragraph 2 above and to be submitted with the accompanying Statement 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 Certificate is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate.

For SCV & Co. LLP
Chartered Accountants
Firm Regn. No. 000235N/N500089




(Anuj Dhingra)

Partner

Membership No.: 512535
UDIN: 2351253BGYSQI5756

Place: New Delhi
Dated: May 29, 2023

Statement on asset cover and covenant compliance in respect of listed debt securities as at 31st Mar 2023

To

Catalyst Trusteeship Limited

(Referred to as the 'Debenture Trustees of AVIOM India Housing Finance Private Limited')

- a. We, AVIOM India Housing Finance Private Limited ("the Listed Entity"), vide its Board Resolution and information memorandum/offer document and under various Debenture Trust Deeds have issued the following listed debt securities:

ISIN	Private Placement / Public Issue	Secured/ Unsecured	Sanctioned Amount
INE0E2307054	Private Placement	Secured	Rs 22,00,00,000
INE0E2307062	Private Placement	Secured	Rs 14,50,00,000
INE0E2307138	Private Placement	Secured	Rs. 31,00,00,000
INE0E2307146	Private Placement	Secured	Rs. 31,00,00,000

- b. Asset Cover for listed debt securities:

- The financial information as on 31-03-2023 has been extracted from the books of accounts for the quarter ended 31-03-2023 and other relevant records of the Listed Entity.
- The assets of the Listed Entity provide coverage of 1.1 times for ISIN INE0E2307054 & INE0E2307062 and 1.05 times for ISIN INE0E2307138 & INE0E2307146 of the principal and interest amount in respect of Secured debt securities at an aggregate level (calculation as per Table - I). Asset cover required as per the Debenture Trust Deed has been furnished in Table II.
- There are no unsecured listed debt securities, thus clause b (iii) of Annexure A to the SEBI circular SEBI/HO/MIRSD/CRADT/CIR/P/2020/230 dated November 12, 2020 are not applicable (as per requirement of Regulation 54 read with Regulation 56(1)(d) of LODR Regulations).

Table - I

Asset coverage available in respect of Secured Listed Debt Securities (ISIN INE0E2307054 & INE0E2307062):

Sr. No.	Particulars		Amount
i.	Total assets available for secured Debt Securities	A	40,15,00,000
	• Property Plant & Equipment (Fixed assets) - movable/immovable property etc.		-
	• Loans/advances given (net of provisions, NPAs and sell down portfolio), Debt Securities, other credit extended etc.		40,15,00,000
	• Receivables including interest accrued on Term loan / Debt Securities etc.		

	• Investment(s)		-
	• Cash and cash equivalents and other current/Non-current assets		-
ii.	Total borrowing through issue of secured Debt Securities (secured by exclusive charge on assets)	B	36,50,00,000
	• Debt Securities (as per table – II below)		36,50,00,000
iii.	Asset Coverage Ratio	(A/B)	1.10 times

Asset coverage available in respect of Secured Listed Debt Securities (ISIN INE0E2307138 & INE0E2307146) :

Sr. No.	Particulars		Amount
i.	Total assets available for secured Debt Securities	A	65,10,00,000
	• Property Plant & Equipment (Fixed assets) - movable/immovable property etc.		-
	• Loans/advances given (net of provisions, NPAs and sell down portfolio), Debt Securities, other credit extended etc.		65,10,00,000
	• Receivables including interest accrued on Term loan / Debt Securities etc.		
	• Investment(s)		-
	• Cash and cash equivalents and other current/Non-current assets		-
ii.	Total borrowing through issue of secured Debt Securities (secured by exclusive charge on assets)	B	62,00,00,000
	• Debt Securities (as per table – II below)		62,00,00,000
iii.	Asset Coverage Ratio	(A/B)	1.05 times

Table – II:

ISIN wise details of Secured Listed Debt Securities

Sr. No.	ISIN	Facility	Type of charge	Sanctioned Amount	Carrying value as on 31 Mar-2023	Cover Required	Assets Required
1	INE0E2307054	Non - convertible Debt Securities	Exclusive	22,00,00,000	22,00,00,000	1.1	24.20,00,000

2	INE0E2307062	Non-convertible Debt Securities	Exclusive	14,50,00,000	14,50,00,000	1.1	15,95,00,000
3	INE0E2307138	Non-convertible Debt Securities	Exclusive	31,00,00,000	31,00,00,000	1.05	32,55,00,000
4	INE0E2307146	Non-convertible Debt Securities	Exclusive	31,00,00,000	31,00,00,000	1.05	32,55,00,000
Grand total					98,50,00,000		1,05,25,00,000

Compliance of all the covenants/terms of the issue in respect of listed debt securities of the listed entity

S. No.	ISIN	Facility description	Date of Trust deed	Covenant description	Compliance (Y/N)	If no, reasons for non-compliance
1	INE0E2307062	MICROFINANCE INITIATIVE FOR ASIA (MIFA) DEBT FUND	27/04/2021	Covenants as per Debenture Trust Deed Dated 27.04.2021	Complied	N.A.
2	INE0E2307054	COVID-19 EMERGING AND FRONTIER MARKETS MSME SUPPORT FUND	27/04/2021	Covenants as per Debenture Trust Deed Dated 27.04.2021`	Complied	N.A.
3	INE0E2307138	COVID-19 EMERGING AND FRONTIER MARKETS MSME SUPPORT FUND	13.07.2022	Covenants as per Debenture Trust Deed Dated	Complied	N.A.
4	INE0E2307146	MICROFINANCE INITIATIVE FOR ASIA (MIFA) DEBT FUND	21.07.2022	Covenants as per Debenture Trust Deed Dated	Complied	N.A.

For Aviom India Housing Finance Private Limited

Kajal Aijaz Illmi

Kajal Aijaz Illmi
Managing Director & CEO



Security cover certificate as per Regulation 54(3) of the Securities and Exchange Board of India (SEBI) Regulation, 2015 as on March 31, 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 is issued	Exclusive Charge	Lock-in Charge	Part-Passu Charge	Part-Passu Charge	Part-Passu Charge	Elimination (amount in negative)	debit amount considered more than (due to exclude plus pari passu charge)	(In Rupee Crores)	Market Value for Assets charged on Exclusive basis	Carrying /book value for assets where market value is not ascertainable or applicable (For Eg Bank Finance, COBA market value is not applicable)	Market Value for Assets charged on Exclusive basis	Carrying value/book value for pari passu charge assets where market value is not ascertainable or applicable (For Eg Bank Finance, COBA market value is not applicable)	Total Value (in Rupees)
ASSETS														
Property, Plant and Equipment				No	NA	NA	946.59	946.59	946.59	NA	NA	NA	NA	NA
Capital Work-in-Progress				No	NA	NA	453.56	453.56	453.56	NA	NA	NA	NA	NA
Right of Use Assets				No	NA	NA	187.22	187.22	187.22	NA	NA	NA	NA	NA
Goodwill				No	NA	NA	89.40	89.40	89.40	NA	NA	NA	NA	NA
Intangible Assets				No	NA	NA	3,813.21	3,813.21	1,01,093.76	NA	NA	10,543.55	NA	10,543.55
Investments				No	NA	NA								
Loans				No	NA	NA								
Inventories				No	NA	NA								
Trade Receivables				No	NA	NA	14,328.56	14,328.56	14,328.56	NA	NA	NA	NA	NA
Cash and Cash Equivalents				No	NA	NA	4,997.67	4,997.67	4,997.67	NA	NA	NA	NA	NA
Bank Balances other than Cash and Cash Equivalents				No	NA	NA	24,622.80	24,622.80	1,27,080.97	NA	NA	10,543.55	NA	10,543.55
Others				No	NA	NA								
Total														

For and on behalf of the Board of Directors of
AVION INDIA HOUSING FINANCE PRIVATE LIMITED

Kamal Ajmeri

Kamal Ajmeri (MD & CEO)
[DWS339071]



