



14<sup>th</sup> November, 2024

To,  
The Manager,  
Department of Corporate Services,  
BSE limited  
1<sup>st</sup> Floor, New Trading Ring  
Phiroze JeeJeebhoy Towers,  
Dalal Street, Mumbai – 400001

Respected Sir/Madam,

**Sub: Compliance under Regulation 54 and 56 (1) (d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Pursuant to the requirements of the Regulation 54 and 56 (1) (d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Security Cover Certificates including compliance with all covenants in respect to the Listed Non-Convertible Debentures of the Company outstanding as on September 30, 2024, issued by M/s BR Maheswari & Co. LLP, Statutory Auditors of the Company.

We request you to kindly take on record the aforesaid information.

Thanking You,

**FOR NAMDEV FINVEST PRIVATE LIMITED**

**SAKSHI SHARMA  
COMPANY SECRETARY  
M. NO. 25396**

Encl: a/a

# B R MAHESWARI & CO LLP

CHARTERED ACCOUNTANTS

M – 118, Connaught Circus,  
New Delhi – 110001  
Phone: +91 (11) 4340 2222  
Email: brmc@brmco.com

Date: November 14, 2024

Board of Directors,  
**Namdev Finvest Private Limited**  
S1-S7-8, Second Floor, Shree Nath Plaza,  
Near Sagar Market, HDFC BANK Building,  
Bhankrota, Ajmer Road,  
Jaipur–302026

**Subject: Clarification on paras 1 & 12 related to Independent Auditor's certificate as required by SEBI guidelines as at September 30, 2024 in respect of Namdev Finvest Private Limited (the "Company")**

Dear Sirs,

We refer to our certificates dated November 13, 2024 issued under UDIN No.: - 24083422BKFRSY4027 & 24083422BKFRSZ2195 and submitted to SEBI regarding the details to be disclosed in the accompanying 'Statement of Security Cover' ('the Statement') prepared in accordance with regulation 54 and 56(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended vide operational Circular no. SEBI/HO/DDHS/P/CIR/2023/50 dated March 31, 2023 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').

Kindly replace "NSE" with "BSE" in para 1 and 12 of the aforesaid certificate. The other contents of our certificate are unchanged.

For **B R Maheswari & Co LLP**  
Chartered Accountants  
Firm Registration Number: 001035N/N500050

**Amresh Sood**      **AMRESH**      Digitally signed by  
Partner              **KUMAR**              AMRESH KUMAR  
Membership Number: 083422      **SOOD**              SOOD  
Date: 2024.11.14  
15:20:46 +05'30'

Place: New Delhi  
Date: November 14, 2024  
UDIN: 24083422BKFRTA4590

Date: November 13, 2024

The Board of Directors

**Namdev Finvest Private Limited**

S1-S7-8, Second Floor, Shree Nath Plaza,  
Near Sagar Market, HDFC BANK Building,  
Bhankrota, Ajmer Road,  
Jaipur–302026

**Independent Auditor's certificate as required by SEBI guidelines as at September 30, 2024 in respect of Namdev Finvest Private Limited (the "Company")**

1. We have been requested by Namdev Finvest Private Limited ('the Company') to certify the details disclosed in the accompanying 'Statement of Security Cover' ('the Statement') prepared in accordance with regulation 54 and 56(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended vide operational Circular no. SEBI/HO/DDHS/P/CIR/2023/50 dated March 31, 2023 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') for the purpose of its onward submission to Catalyst Trusteeship Limited (Debenture Trustee), SEBI and National Stock Exchange (NSE).

**Management's responsibility for the Statement**

2. The preparation of the Statement is the responsibility of the Company's management including the creation and maintenance of all accounting and other records supporting its contents. 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.

3. The Management is also responsible for ensuring the compliance with the requirements of the regulations and the Debenture Trust Deed ('DTD')/Information Memorandum (IM) for all listed NCDs issued/outstanding during the period ended September 30, 2024 and for providing all relevant information to the Debenture Trustee, including amongst others, maintaining Asset Coverage Ratio.

4. Further, the Company's management is responsible for completeness and accuracy of the security cover and all covenants as mentioned in the respective IM/DTDs.

**Auditor's responsibility for the Statement**

5. 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 Security Cover as per the terms of the IM/DTDs; and
- (b) the Company is in compliance with all the covenants as mentioned in the IM/DTDs as on September 30, 2024.

6. For the purpose of this report, we have planned and performed the following procedures to determine whether anything has come to our attention that causes us to believe that, in all material respects, that the Company has not maintained security cover as per book value and has not complied with the financial covenants as per the requirements of the IM/DTDs with Debenture Trustee, in relation to all outstanding listed NCDs:

- i. Obtained the unaudited standalone financial information of the Company as at and for the period ended September 30, 2024.

- ii. Obtained the list of listed NCDs and verified, for sample cases, the details such as ISIN, facility, sanctioned amount as at September 30, 2024, security details, for each series of the listed NCDs from the DTD and related documents.
- iii. Traced the amounts forming part of the Annexure with the unaudited financial information, and books and other records maintained by the Company.
- iv. On sample basis verified, the details of the outstanding amount, cover required and assets required to be maintained as collateral for each series of the listed NCDs from other books and records maintained by the Company for the period ended September 30, 2024.
- v. Recomputed the security coverage ratio as set out in the Annexure.
- vi. Obtained from management, a list of applicable financial covenants, extracted from the 'Covenants' section of the respective IM/DTDs. Management has confirmed that the financial covenants mentioned in all IM/DTDs for all listed NCDs issued during the period ended September 30, 2024/outstanding as at September 30, 2024. Against each of the applicable financial covenants, obtained the status of compliance with such financial covenants as at September 30, 2024 from management.
- vii. On a sample basis, we traced the financial covenants from respective IM/DTDs to test their accuracy.
- viii. On a sample basis, verified the compliance with the financial covenants.
- ix. Verified the arithmetical accuracy of the Statement.

7. With respect to covenants other than those mentioned in paragraph 6 above, the management has represented and confirmed that the Company has complied with such covenants (including affirmative, informative, and negative covenants), as prescribed in the IM/DTDs, for the period ended on September 30, 2024, except for covenants where the due date for compliance has not elapsed as on date of this Report and that such covenants shall be complied with subsequent to the date of this Report. We have solely relied on such representation provided by the management and have not performed any independent procedures in this regard.

8. The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, 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.

9. We conducted our examination in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the Guidance Note)' 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.

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.

## **Opinion**

11. Based on our procedures performed as mentioned in paragraph 6 & 7 above, Information and explanation given to us and representations provided by the Company, nothing has come to our attention that causes us to believe that the book values as considered in the Statement, in relation to the computation of Security cover, is not in agreement with the unaudited books of accounts for the period ended September 30, 2024 and the Company has not complied with the financial covenants as mentioned in the Statement.

## **Restriction on use**

12. This certificate has been issued for the sole use of the Board of Directors, to whom it is addressed, for onward submission to the Catalyst Trusteeship Limited (Debenture Trustee), SEBI and NSE, if required, pursuant to the requirements of the above-mentioned Regulations. Accordingly, our report should not be quoted or referred to in any other document or made available to any other person or persons without our prior written consent. We neither accept nor assume any duty or liability for any other purpose or to any other party to whom our report is shown or into whose hands it may come without our prior consent in writing.

**Statement for Asset Coverage Ratio by Debenture Trustee in respect of Listed Debt Securities as at September 30,2024**

- a) We (Namdev Finvest Private Limited) vide its Board Resolutions and Information Memorandums/Offer Documents and under various Debenture Trust Deeds, have issued the following listed debt securities outstanding as at September 30,2024:

ISIN	Private Placement/ Public Issue	Secured/ Unsecured	Issued Amount (Rs.)
INEOIX207171	Private Placement	Secured	45,00,00,000
INEOIX207189	Private Placement	Secured	25,00,00,000
INEOIX207197	Private Placement	Secured	20,88,00,000
INEOIX207197	Private Placement	Secured	20,88,00,000
<b>Total</b>			<b>111,76,00,000</b>

- b) Asset Cover for listed debt securities:

i. The total assets of the listed entity provide coverage of 1.13 times through first ranking, exclusive, fixed and continuing charge creation on the book debts/loan receivables, cash deposit and money market instruments which is in accordance with the terms of debenture trust deed/information memorandum and through issue of listed debt securities and other borrowing arrangement (calculation as per statement of asset coverage ratio – Annexure-1 & 2 attached)

- c.) Compliance of all the covenants/terms of the issue in respect of listed debt securities of the listed entity:

We have examined the compliances made by the listed entity in respect of the covenants/terms of the issue of the listed debt securities (NCD's) and certify that the company has complied with the financial covenants as set out in the statement

For **B R Maheswari & Co LLP**

Chartered Accountants

Firm Registration Number: 001035N/N500050

**Amresh Sood**

Partner

Membership Number: 083422

**AMRESH  
KUMAR  
SOOD**

Digitally signed by  
AMRESH KUMAR  
SOOD  
Date: 2024.11.13  
17:50:16 +05'30'

UDIN: 24083422BKFRSY4027

Place: New Delhi

Date: November 13, 2024

**Namdev Finvest Private Limited**

Registered office:

Corporate office: S1-S7-S8, Shree Nath Plaza, Second Floor, Neer Sagar Market, HDFC BANK Building, Bhankrota, Ajmer Road, Jaipur-302026  
Tel. No: 0141 225 0026, Website: <https://www.namfin.in/>

- i. Security cover certificate in pursuance to Regulation 54 & 56 (1) (d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as on September 30, 2024 for Catalyst Trusteeship Limited:

**Annexure – I**

**RS. in Lakhs**

Column A	Column B	Column C <sup>i</sup>	Column D <sup>ii</sup>	Column E <sup>iii</sup>	Column F <sup>iv</sup>	Column G <sup>v</sup>	Column H <sup>vi</sup>	Column I <sup>vii</sup>	Column J	Column K	Column L	Column M	Column N	Column O	
Particulars		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					
Description of asset for which this certificate relate	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	Other assets on which there is pari-Passu charge (excluded in g items covered		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,	Market Value for Pari passu charge Assets <sup>vi</sup>	Carrying value/book value for pari passu charge assets where market value is not ascertainable or applicable (For Eg. Bank		Total Value(=K+L+M+ N)	

**SAKSHI SHARMA** Digitally signed by SAKSHI SHARMA  
Date: 2024.11.13 17:34:42 +05'30'

**Namdev Finvest Private Limited**

**Registered office:**

**Corporate office: S1-S7-S8, Shree Nath Plaza, Second Floor, Neer Sagar Market, HDFC BANK Building, Bhankrota, Ajmer Road, Jaipur-302026**

**Tel. No: 0141 225 0026, Website: <https://www.namfin.in/>**

												DSRA market value is not applicable)	Balance, DSRA market value is not applicable)	
		Book Value	Book Value	Yes/No	Book Value	Book Value								
<b>ASSETS</b>														
Property, Plant and Equipment					-	3,179.65	3,179.65							-
Capital Work-in-Progress					-	190.73	190.73							-
Right of Use Assets					-	473.31	473.31							-
Goodwill					-		-							-
Intangible Assets					-	15.27	15.27							-
Intangible Assets under Development					-	-	-							-
Investments					-	2,920.01	2,920.01							-
Loans	Retail and MSME	7,907.35	123,196.49	No	-		131,103.84						123,196.49	<b>123,196.49</b>

**SAKSHI SHARMA** Digitally signed by SAKSHI SHARMA  
Date: 2024.11.13 17:34:58 +05'30'

**Namdev Finvest Private Limited**

**Registered office:**

**Corporate office: S1-S7-S8, Shree Nath Plaza, Second Floor, Neer Sagar Market, HDFC BANK Building, Bhankrota, Ajmer Road, Jaipur-302026**

**Tel. No: 0141 225 0026, Website: <https://www.namfin.in/>**

	Loans (Refer Note 1)													
Inventories						-	-		-					
Trade Receivables						-	-		-					
Cash and Cash Equivalents				No		-	13,593.7 3		13,593.7 3					
Bank Balances other than Cash and Cash Equivalents		5,000.00	6,940.10	No		-	6,010.32		17,950.4 2					
Others						-	4,211.67		4,211.67					
<b>Total</b>		<b>12,907.35</b>	<b>130,136. 59</b>			-	-	<b>30,594.6 9</b>	-	<b>173,638. 63</b>			<b>123,196.49</b>	<b>123,196.49</b>
<b>LIABILIT IES</b>														
Debt securities to which this certificate pertains	Secured Non- Conver tible Debentur es + Interest accrued thereon	11,381.84	24,726.3 0	No		-	-		36,108.1 4				11,381.84	11,381.84

**SAKSHI SHARMA** Digitally signed by  
SAKSHI SHARMA  
Date: 2024.11.13  
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**Namdev Finvest Private Limited**

**Registered office:**

**Corporate office: S1-S7-S8, Shree Nath Plaza, Second Floor, Neer Sagar Market, HDFC BANK Building, Bhankrota, Ajmer Road, Jaipur-302026**

**Tel. No: 0141 225 0026, Website: <https://www.namfin.in/>**

Other debt sharing pari-passu charge with above debt						-	-		-					
Other Debt			90,376.21	No		-	-		90,376.21				-	-
Subordinated debt				No		-	2,021.21		2,021.21					
<b>Borrowings</b>						-			-					
Bank						-	-		-					
Debt Securities						-	-		-					
Others						-	-		-					
Trade payables				No		-	362.00		362.00					
Lease Liabilities				No		-	527.52		527.52					
Provisions				No		-	183.26		183.26					
Others				No		-	2,160.74		2,160.74					
<b>Total</b>		<b>11,381.84</b>	<b>115,102.51</b>		-	-	<b>5,254.73</b>	-	<b>131,739.08</b>	-	-	-	<b>11,381.84</b>	<b>11,381.84</b>
<b>Cover on Book Value</b>														
<b>Cover on Market Value<sup>ix</sup></b>														

**SAKSHI SHARMA** Digitally signed by SAKSHI SHARMA  
Date: 2024.11.13 17:35:29 +05'30'

Namdev Finvest Private Limited

Registered office:

Corporate office: S1-S7-S8, Shree Nath Plaza, Second Floor, Neer Sagar Market, HDFC BANK Building, Bhankrota, Ajmer Road, Jaipur-302026

Tel. No: 0141 225 0026, Website: <https://www.namfin.in/>

	Exclusive Security Cover Ratio	1.13			Pari-Passu Security Cover Ratio										
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- i This column shall include book value of assets having exclusive charge and outstanding book value of debt for which this certificate is issued.
- ii This column shall include book value of assets having exclusive charge and outstanding book value of all corresponding debt other than column C.
- iii This column shall include debt for which this certificate is issued having any pari passu charge - Mention Yes, else No.
- iv This column shall include a) book value of assets having pari-passu charge b) outstanding book value of debt for which this certificate is issued and c) other debt sharing pari-passu charge along with debt for which certificate is issued.
- v This column shall include book value of all other assets having pari passu charge and outstanding book value of corresponding debt.
- vi This column shall include all those assets which are not charged and shall include all unsecured borrowings including subordinated debt and shall include only those assets which are paid-for.
- vii In order to match the liability amount with financials, it is necessary to eliminate the debt which has been counted more than once (included under exclusive charge column as also under pari passu). On the assets side, there shall not be elimination as there is no overlap.
- viii Assets which are considered at Market Value like Land, Building, Residential/ Commercial Real Estate to be stated at Market Value. Other assets having charge to be stated at book value/Carrying Value.
- ix The market value shall be calculated as per the total value of assets mentioned in Column O.

SAKSHI SHARMA Digitally signed by SAKSHI SHARMA  
 Date: 2024.11.13 17:35:48 +05'30'

**Namdev Finvest Private Limited**

**Registered office:**

**Corporate office: S1-S7-S8, Shree Nath Plaza, Second Floor, Neer Sagar Market, HDFC BANK Building, Bhankrota, Ajmer Road, Jaipur-302026  
Tel. No: 0141 225 0026, Website: <https://www.namfin.in/>**

Note 1: The details of the loans/receivables in the table above have been provided based on its carrying value/book value in accordance with the SEBI Circular dated May 19, 2022, bearing reference number SEBI/HO/MIRSD/MIRSD\_CRADT/CIR/P/2022/67..

- ii. All the covenants/terms as mentioned in the offer document/information memorandum for listed non-convertible debentures issued by the company which are outstanding as on September 30, 2024 has been complied with.

**FOR: NAMDEV FINVEST PRIVATE LIMITED**

SAKSHI Digitally signed  
by SAKSHI  
SHARMA  
SHARMA Date: 2024.11.13  
17:36:07 +05'30'

**SAKSHI SHARMA  
COMPANY SECRETARY  
M. No.: 25396**

AMRESH Digitally signed  
by AMRESH  
KUMAR SOOD  
KUMAR  
SOOD Date: 2024.11.13  
17:51:00 +05'30'

Date: November 13, 2024

The Board of Directors

**Namdev Finvest Private Limited**

S1-S7-8, Second Floor, Shree Nath Plaza,  
Near Sagar Market, HDFC BANK Building,  
Bhankrota, Ajmer Road,  
Jaipur–302026

### **Independent Auditor's certificate as required by SEBI guidelines as at September 30, 2024 in respect of Namdev Finvest Private Limited (the "Company")**

1. We have been requested by Namdev Finvest Private Limited ('the Company') to certify the details disclosed in the accompanying 'Statement of Security Cover' ('the Statement') prepared in accordance with regulation 54 and 56(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended vide operational Circular no. SEBI/HO/DDHS/P/CIR/2023/50 dated March 31, 2023 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') for the purpose of its onward submission to Vardhman Trusteeship Private Limited (Debenture Trustee), SEBI and National Stock Exchange (NSE).

### **Management's responsibility for the Statement**

2. The preparation of the Statement is the responsibility of the Company's management including the creation and maintenance of all accounting and other records supporting its contents. 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.

3. The Management is also responsible for ensuring the compliance with the requirements of the regulations and the Debenture Trust Deed ('DTD')/Information Memorandum (IM) for all listed NCDs issued/outstanding during the period ended September 30, 2024 and for providing all relevant information to the Debenture Trustee, including amongst others, maintaining Asset Coverage Ratio.

4. Further, the Company's management is responsible for completeness and accuracy of the security cover and all covenants as mentioned in the respective IM/DTDs.

### **Auditor's responsibility for the Statement**

5. 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 Security Cover as per the terms of the IM/DTDs; and

(b) the Company is in compliance with all the covenants as mentioned in the GID/IM/DTDs as on September 30, 2024.

6. For the purpose of this report, we have planned and performed the following procedures to determine whether anything has come to our attention that causes us to believe that, in all material respects, that the Company has not maintained security cover as per book value and has not complied with the financial covenants as per the requirements of the IM / DTDs with Debenture Trustee, in relation to all outstanding listed NCDs:

- i. Obtained the unaudited standalone financial information of the Company as at and for the period ended September 30, 2024.

- ii. Obtained the list of listed NCDs and verified, for sample cases, the details such as ISIN, facility, sanctioned amount as at September 30, 2024, security details, for each series of the listed NCDs from the DTD and related documents.
- iii. Traced the amounts forming part of the Annexure with the unaudited financial information, and books and other records maintained by the Company.
- iv. On sample basis verified, the details of the outstanding amount, cover required and assets required to be maintained as collateral for each series of the listed NCDs from other books and records maintained by the Company for the period ended September 30, 2024.
- v. Recomputed the security coverage ratio as set out in the Annexure.
- vi. Obtained from management, a list of applicable financial covenants, extracted from the 'Covenants' section of the respective IM/DTDs. Management has confirmed that the financial covenants mentioned in all IM/DTDs for all listed NCDs issued during the period ended September 30, 2024/outstanding as at September 30, 2024. Against each of the applicable financial covenants, obtained the status of compliance with such financial covenants as at September 30, 2024 from management.
- vii. On a sample basis, we traced the financial covenants from respective IM/DTDs to test their accuracy.
- viii. On a sample basis, verified the compliance with the financial covenants.
- ix. Verified the arithmetical accuracy of the Statement.

7. With respect to covenants other than those mentioned in paragraph 6 above, the management has represented and confirmed that the Company has complied with such covenants (including affirmative, informative, and negative covenants), as prescribed in the IM/DTDs, for the period ended on September 30, 2024, except for covenants where the due date for compliance has not elapsed as on date of this Report and that such covenants shall be complied with subsequent to the date of this Report. We have solely relied on such representation provided by the management and have not performed any independent procedures in this regard.

8. The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, 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.

9. We conducted our examination in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the Guidance Note)' 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.

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.

## **Opinion**

11. Based on our procedures performed as mentioned in paragraph 6 & 7 above, Information and explanation given to us and representations provided by the Company, nothing has come to our attention that causes us to believe that the book values as considered in the Statement, in relation to the computation of Security cover, is not in agreement with the unaudited books of accounts for the period ended September 30, 2024 and the Company has not complied with the financial covenants as mentioned in the Statement.

## **Restriction on use**

12. This certificate has been issued for the sole use of the Board of Directors, to whom it is addressed, for onward submission to the Vardhman Trusteeship Private Limited (Debenture Trustee), SEBI and NSE, if required, pursuant to the requirements of the above-mentioned Regulations. Accordingly, our report should not be quoted or referred to in any other document or made available to any other person or persons without our prior written consent. We neither accept nor assume any duty or liability for any other purpose or to any other party to whom our report is shown or into whose hands it may come without our prior consent in writing.

**Statement for Asset Coverage Ratio by Debenture Trustee in respect of Listed Debt Securities as at September 30,2024**

- a) We (Namdev Finvest Private Limited) vide its Board Resolutions and Information Memorandums/Offer Documents and under various Debenture Trust Deeds, have issued the following listed debt securities outstanding as at September 30,2024:

ISIN	Private Placement/ Public Issue	Secured/ Unsecured	Issued Amount (Rs.)
INEOIX207205	Private Placement	Secured	33,00,00,000
<b>Total</b>			<b>33,00,00,000</b>

- b) Asset Cover for listed debt securities:
- i. The total assets of the listed entity provide coverage of 1.82 times through first ranking, exclusive, fixed and continuing charge creation on the book debts/loan receivables, cash deposit and money market instruments which is in accordance with the terms of debenture trust deed/information memorandum and through issue of listed debt securities and other borrowing arrangement (calculation as per statement of asset coverage ratio – Annexure-1 & 2 attached)

- c.) Compliance of all the covenants/terms of the issue in respect of listed debt securities of the listed entity:

We have examined the compliances made by the listed entity in respect of the covenants/terms of the issue of the listed debt securities (NCD's) and certify that the company has complied with the financial covenants as set out in the statement

For **B R Maheswari & Co LLP**  
Chartered Accountants  
Firm Registration Number: 001035N/N500050

**Amresh Sood**  
Partner  
Membership Number: 083422

AMRESH  
KUMAR  
SOOD

Digitally signed by  
AMRESH KUMAR SOOD  
Date: 2024.11.13  
17:51:35 +05'30'

UDIN: 24083422BKFRSZ2195

Place: New Delhi  
Date: November 13, 2024

**Namdev Finvest Private Limited**

Registered office:

Corporate office: S1-S7-S8, Shree Nath Plaza, Second Floor, Neer Sagar Market, HDFC BANK Building, Bhankrota, Ajmer Road, Jaipur-302026

Tel. No: 0141 225 0026, Website: <https://www.namfin.in/>

- i. Security cover certificate in pursuance to Regulation 54 & 56 (1) (d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as on September 30, 2024 for Vardhman Trusteeship Private Limited:

**Annexure – I**  
**RS. in Lakhs**

Column A	Column B	Column C <sup>i</sup>	Column D <sup>ii</sup>	Column E <sup>iii</sup>	Column F <sup>iv</sup>	Column G <sup>v</sup>	Column H <sup>vi</sup>	Column I <sup>vii</sup>	Column J	Column K	Column L	Column M	Column N	Column O	
Particulars		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					
	Description of asset for which this certificate relate	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	Other assets on which there is pari-Passu charge (excluding items covered		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 <sup>iv</sup>	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)	
					with pari-	in column							Relating to Column F		
					passu	F)									
					charge)										

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**Namdev Finvest Private Limited**

**Registered office:**

**Corporate office: S1-S7-S8, Shree Nath Plaza, Second Floor, Neer Sagar Market, HDFC BANK Building, Bhankrota, Ajmer Road, Jaipur-302026**

**Tel. No: 0141 225 0026, Website: <https://www.namfin.in/>**

		Book Value	Book Value	Yes/No	Book Value	Book Value							
<b>ASSETS</b>													
Property, Plant and Equipment					-	3,179.65		3,179.65					-
Capital Work-in-Progress					-	190.73		190.73					-
Right of Use Assets					-	473.31		473.31					-
Goodwill					-			-					-
Intangible Assets					-	15.27		15.27					-
Intangible Assets under Development					-	-		-					-
Investments					-	2,920.01		2,920.01					-
Loans	Retail and MSME Loans (refer Note 1)	-	1,31,103.84	No	-			1,31,103.84				1,31,103.84	<b>1,31,103.84</b>
Inventories					-	-		-					
Trade Receivables					-	-		-					
Cash and Cash Equivalents				No	-	13,593.73		13,593.73					
Bank Balances other than Cash and Cash Equivalents		6,000.00	5,939.79	No	-	6,010.63		17,950.42					
Others					-	4,211.67		4,211.67					

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<b>Total</b>		<b>6,000.00</b>	<b>1,37,043.63</b>		-	-	<b>30,595.00</b>	-	<b>1,73,638.63</b>			<b>1,31,103.84</b>	<b>1,31,103.84</b>
<b>LIABILITIES</b>													
Debt securities to which this certificate pertains	Secured Non-Convertible Debentures + Interest accrued thereon	3,300.00	32,808.14	NO	-	-	-	-	36,108.14			3,300.00	3,300.00
Other debt sharing pari-passu charge with above debt							-	-	-				
Other Debt	Secured Bank Borrowing + Interest accrued thereon		90,376.21	No			-	-	90,376.21			-	-
Subordinated debt				No			2,021.21		2,021.21				
<b>Borrowings</b>							-		-				
Bank							-		-				
Debt Securities							-		-				
Others							-		-				

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**Namdev Finvest Private Limited**

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Trade payables			No	-	362.00		362.00							
Lease Liabilities			No	-	527.52		527.52							
Provisions			No	-	183.26		183.26							
Others			No	-	2,160.74		2,160.74							
<b>Total</b>		<b>3,300.00</b>	<b>1,23,184.35</b>		<b>-</b>	<b>-</b>	<b>5,254.73</b>	<b>-</b>	<b>1,31,739.08</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,300.00</b>	<b>3,300.00</b>
Cover on Book Value														
Cover on Market Value <sup>ix</sup>														
	Exclusive Security Cover Ratio	1.82			Pari-Passu Security Cover Ratio									

- i This column shall include book value of assets having exclusive charge and outstanding book value of debt for which this certificate is issued.
- ii This column shall include book value of assets having exclusive charge and outstanding book value of all corresponding debt other than column C.
- iii This column shall include debt for which this certificate is issued having any pari passu charge - Mention Yes, else No.
- iv This column shall include a) book value of assets having pari-passu charge b) outstanding book value of debt for which this certificate is issued and c). other debt sharing pari- passu charge along with debt for which certificate is issued.
- v This column shall include book value of all other assets having pari passu charge and outstanding book value of corresponding debt.
- vi This column shall include all those assets which are not charged and shall include all unsecured borrowings including subordinated debt and shall include only those assets which are paid-for.
- vii In order to match the liability amount with financials, it is necessary to eliminate the debt which has been counted more than once (included under exclusive charge column as also under pari passu). On the assets side, there shall not be elimination as there is no overlap.

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**Namdev Finvest Private Limited**

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Tel. No: 0141 225 0026, Website: <https://www.namfin.in/>**

viii Assets which are considered at Market Value like Land, Building, Residential/ Commercial Real Estate to be stated at Market Value. Other assets having charge to be stated at book value/Carrying Value.

ix The market value shall be calculated as per the total value of assets mentioned in Column O.

Note 1: The details of the loans/receivables in the table above have been provided based on its carrying value/book value in accordance with the SEBI Circular dated May 19, 2022, bearing reference number SEBI/HO/MIRSD/MIRSD\_CRADT/CIR/P/2022/67..

- ii. All the covenants/terms as mentioned in the offer document/information memorandum for listed non-convertible debentures issued by the company which are outstanding as on September 30, 2024 has been complied with.

**FOR: NAMDEV FINVEST PRIVATE LIMITED**

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**SAKSHI SHARMA**  
**COMPANY SECRETARY**  
**M. No.: 25396**

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**Namdev Finvest Private Limited**

**Registered office:**

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**Tel. No: 0141 225 0026, Website: <https://www.namfin.in/>**

Namdev Finvest Private Limited

Date: 13/11/2024

Annexure II: Asset Coverage as per listed debt securities as on 30-09-2024

S. No.	ISIN	Particulars	Trustee	Date of Trust Deed	Types	Nature	Principal as on 30-09-2024	Accrued Interest	Closing Balance as on 30-09-2024	Required Cover(%)	Assets Receivable required	Assets /Receivable hypotheticated
									1	2	(1*2)	
1	INE0IX207171	Northern Arc Capital Limited 11.80%	Catalyst Trusteeship Limited	04-07-2024	Secured	NCD	45,00,00,000	1,26,56,712	46,26,56,712	110%	50,89,22,384	51,02,90,910
2	INE0IX207189	LC CAPITAL INDIA PRIVATE LIMITED 11.75%	Catalyst Trusteeship Limited	01-08-2024	Secured	NCD	25,00,00,000	45,06,849	25,45,06,849	110%	27,99,57,534	28,04,44,211
3	INE0IX207197	AAV SARI 11.50%	Catalyst Trusteeship Limited	23-08-2024	Secured	NCD	20,88,00,000	17,10,444	21,05,10,444	100%	21,05,10,444	25,00,00,000
4	INE0IX207197	Masala Investments Sarl 11.50%	Catalyst Trusteeship Limited	23-08-2024	Secured	NCD	20,88,00,000	17,10,444	21,05,10,444	100%	21,05,10,444	25,00,00,000
5	INE0IX207205	DWM Asset Management LLC 13.50%	Vardhman Trusteeship Private Limited	27-09-2024	Secured	NCD	33,00,00,000	-	33,00,00,000	110%	36,30,00,000	60,00,00,000
<b>TOTAL</b>							<b>1,44,76,00,000</b>		<b>1,46,81,84,449</b>		<b>1,57,29,00,805</b>	<b>1,89,07,35,122</b>

FOR: NAMDEV FINVEST PRIVATE LIMITED

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COMPANY SECRETARY  
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