



17th April, 2023

To,
BSE Limited
1st Floor, P.J. Towers
Dalal Street
Mumbai – 400 001

Dear Sir/Madam,

Sub: Outcome of Board Meeting of Vastu Finserve India Private Limited (the “Company”)

Ref: Intimation under Regulation 51, 52 together read with Part B of Schedule III, and Regulation 54 and such other applicable regulations of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time (SEBI LODR)

Company Code: 13001

Scrip Code: 974754

We wish to inform you that the Board of Directors of the Company, at its meeting held today i.e. 17th April, 2023, has inter alia approved the following:

1. Audited standalone financial results of the Company for the quarter and year ended 31st March, 2023 along with Auditor’s Report issued by M/s. Khandelwal Jain & Co., Statutory Auditors of the Company; and
2. Fund raising by way of issuance of non-convertible debentures (NCDs) on private placement basis;

A copy of the above audited financial results along with statement of assets and liabilities and statement of cash flows and the Auditors’ Report thereon, in the format prescribed under SEBI LODR read with SEBI Operational Circular dated July 29, 2022 bearing reference no SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/0000000103 (SEBI Operational Circular), as updated from time to time including additional information as required under Regulation 52(4) and such other applicable regulations of SEBI LODR is enclosed as **Annexure I**.

We further confirm the following:

- a. Pursuant to the proviso of Regulation 52(3)(a) of SEBI LODR, we hereby declare that the Audit report is issued with unmodified opinion;
- b. Pursuant to Regulation 52(2)(e) of SEBI LODR, Statutory Auditors have issued their Audit Report with unmodified opinion;
- c. Pursuant to Regulation 52(7) of SEBI LODR read with SEBI Operational Circular, a copy of the Statement of utilization of issue proceeds of non-convertible debentures is enclosed as **Annexure II**;

VASTU FINSERVE INDIA PRIVATE LIMITED

Regd. Office: Unit No. 203 & 204, 2nd Floor, A Wing, Navbharat Estate, Zakaria Bunder Road, Sewri West, Mumbai - 400015, India.

• **Toll Free No.:** 18002677770 **Email:** customercare@vastufinserve.com • **Web:** www.vastufinserve.com

• **CIN:** 1165990MH2018PTC314935

- d. Pursuant to Regulation 52(7A) of SEBI LODR read with SEBI Operational Circular, we hereby confirm that there has been no deviation / variation in use of Issue proceeds of non-convertible debentures, statement is enclosed as **Annexure II**; and
- e. Pursuant to Regulation 54 of the SEBI LODR, all the secured, rated, listed, redeemable non-convertible debentures (NCDs) issued by the Company and remaining outstanding are fully secured and that the Company has maintained the Security Cover of 1.18 times, sufficient to discharge principal and interest obligation, which is as per the terms of Disclosure Documents and other Transaction Documents of these NCDs as on 31st March, 2023. Also please note that the security cover certificate is made available with the audited financial results for the year ended 31st March, 2023.

The above meeting of the Board of Directors commenced at 9.00 a.m. and concluded at 12.00 noon.

We request you to take the above information on your record and disseminate the same on your website.

This is for the information of Stock Exchanges, Debentures Trustees and Debenture Holders.

Thanking You,

For and on behalf of
Vastu Finserve India Private Limited



Nikita Nath
Company Secretary and Compliance Officer



Encl. As above

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● CIN: 1165990MH2018PTC314935

KHANDELWAL JAIN & CO.

CHARTERED ACCOUNTANTS

Website: www.kjco.net • E-mail: kjco@kjco.net

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Independent Auditors' Report on the Financial Results under Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

The Board of Directors,
Vastu Finserve India Private Limited

Report on the Audit of financial results

Opinion

We have audited the accompanying financial results of **Vastu Finserve India Private Limited** ('Company') for the quarter ended March 31, 2023 and the year to date results for the period from April 1, 2022 to March 31, 2023 attached herewith ('Statement'), being submitted by the Company pursuant to the requirement of regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, these financial results:

- a) are presented in accordance with the requirements of regulation 52 of the Listing Regulations in this regard; and
- b) give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards, Reserve Bank of India (RBI) guidelines and other accounting principles generally accepted in India of the net profit including other comprehensive income and other financial information for the quarter ended March 31, 2023 as well as the year to date results for the period from April 1, 2022 to March 31, 2023.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Results' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial results, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



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Board of Directors' Responsibility for the Financial Results

These financial results have been compiled from the financial statements. The Company's Board of Directors are responsible for the preparation of these financial results that give a true and fair view of the net profit including other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 (Ind AS 34) "Interim Financial Reporting" specified under section 133 of the Act, the relevant provisions of the circulars, guidelines and directions issued by the Reserve Bank of India (RBI) from time to time ("RBI Guidelines") and other accounting principles generally accepted in India and in compliance with regulation 52 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial results, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Results

Our objectives are to obtain reasonable assurance about whether the financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial results.



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As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also -

- Identify and assess the risks of material misstatement of the financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion through a separate report on the complete set of financial statements on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Bank to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial results, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



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We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matters

The financial results include the results for the quarter ended March 31, 2023 being the balancing figure between the audited figures in respect of the full financial year and the audited year to date figures up to the third quarter of the current financial year.

For KHANDELWAL JAIN & CO.
CHARTERED ACCOUNTANTS

ICAI Firm Registration No.: 105049W



PANKAJ JAIN
PARTNER

Membership No. 048850

Place – Mumbai

Date – April 17, 2023

UDIN – 23048850BGSZNM5671



VASTU FINSERVE INDIA PRIVATE LIMITED



Registered Office: 203/204, "A" Wing, 2nd Floor, Navbharat Estates
Zakaria Bunder Road, Sewri (West), Mumbai 400 015
CIN:U65990MH2018PTC314935 Tel:022 2419 0911 Website : www.vastufinserve.com

STATEMENT OF FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2023

(₹ in Lakh)

Sr. No.	Particulars	Quarter ended			Year ended	
		31.03.2023	31.12.2022	31.03.2022	31.03.2023	31.03.2022
		(Audited)	(Audited)	(Audited)	(Audited)	(Audited)
1	Income					
(a)	Revenue from operations					
	Interest income	2,379.99	1,968.45	1,152.02	7,263.30	3,559.96
	Fees and commission income	100.00	69.68	74.95	245.52	225.20
	Net gain on derecognition of financial instruments under amortised cost category	314.91	-	-	314.91	-
	Net gain on fair value changes	56.85	40.80	4.71	142.98	72.68
	Other operating income	24.94	15.75	152.83	111.49	155.96
	Total revenue from operations	2,876.69	2,094.68	1,384.51	8,078.20	4,013.80
(b)	Other income	20.98	69.96	66.99	248.08	215.38
	Total income	2,897.67	2,164.64	1,451.50	8,326.28	4,229.18
2	Expenses					
	Finance costs	1,089.25	783.10	365.33	2,839.84	1,175.33
	Impairment on financial instruments	228.70	190.63	112.26	725.83	456.95
	Employee benefits expense	1,019.25	771.49	357.05	2,767.79	1,388.90
	Depreciation and amortisation expense	36.12	33.98	29.01	126.63	91.56
	Other expenses	296.15	239.24	206.21	997.53	591.99
	Total expenses	2,669.47	2,018.44	1,069.86	7,457.62	3,704.72
3	Profit before tax (1 - 2)	228.20	146.20	381.64	868.66	524.46
4	Tax expense					
	Current tax	(93.91)	62.50	48.32	116.48	59.30
	Deferred tax	(232.79)	(39.40)	(76.08)	(352.94)	(79.54)
	Total tax expenses	(326.70)	23.10	(27.76)	(236.46)	(20.24)
5	Net profit after tax (3 - 4)	554.90	123.10	409.40	1,105.12	544.70
6	Other comprehensive income					
	Items that will not be reclassified to profit or loss					
	- Actuarial gain / (loss) on post retirement benefit plans	(12.61)	5.08	(14.47)	(6.36)	(4.62)
	- Income tax on above	4.50	(1.16)	1.59	3.92	0.13
	Total other comprehensive income	(8.11)	3.92	(12.88)	(2.44)	(4.48)
7	Total comprehensive Income (5+6)	546.79	127.02	396.52	1,102.68	540.22
8	Earnings per equity share*					
	Face value of ₹.10 each					
	Basic EPS (in ₹.)	0.52	0.13	0.47	1.11	0.64
	Diluted EPS (in ₹.)	0.52	0.13	0.47	1.11	0.64

* EPS is not annualised for the quarter ended March 31, 2023, quarter ended December 31, 2022 and quarter ended March 31, 2022




Annexure I**Information required under Regulation 52 of the SEBI LODR Regulation, as amended.**

Sr. No.	Particulars	Ratio
a	Debt-equity ratio**	2.28
b	Debt service coverage ratio	N.A.
c	Interest service coverage ratio	N.A.
d	Outstanding redeemable preference shares (quantity and value)	N.A.
e	Capital redemption reserve/debenture redemption reserve	N.A.
f	Net worth (₹ In lakhs)***	30,983.93
g	Net profit after tax (₹ In Lakhs)	1,105.12
h	Earnings per share (of ₹10/- each)	
	Basic (₹)	1.11
	Diluted (₹)	1.11
i	Current ratio*	N.A.
j	Long term debt to working capital*	N.A.
k	Bad debts to Account receivable ratio*	N.A.
l	Current liability ratio*	N.A.
m	Total debts to total assets****	0.67
n	Debtors turnover*	N.A.
o	Inventory turnover*	N.A.
p	Operating margin (%)*****	10.75%
q	Net profit margin (%)*****	13.27%
r	Sector specific equivalent ratios, as applicable	
	Gross NPA on AUM(%)	0.78%
	Net NPA on AUM(%)	0.31%
	Liquidity Coverage Ratio	931%
	Provision Coverage Ratio*****	191.70%
	Security Cover (No. of Times)	1.18
s	Statement indicating utilisation of the issue proceeds of non-convertible securities	
	The funds raised through the issue of Non-Convertible Debt Securities, after meeting the expenditures of and related to the issue, have been used as per the terms of the offer document.	
t	Material deviation, if any, in the use of proceeds from the issue of NCDs	None

* The company prepares financials statements as per Division III, Schedule III of the Companies Act 2013, hence these ratios are not applicable.

** Debt equity ratio is (Debt securities + Borrowings (other than debt securities))/ Net worth

*** Net worth equals to paid up equity share capital plus other equity

**** Total debts to total assets is equal to (Debt securities + Borrowings (other than debt securities))/ Total Asset

***** Profit before tax / Total operating income

***** Profit after tax / Total Income

***** Provision Coverage Ratio (PCR)(%) = Total impairment loss allowance on overall portfolio / Gross Stage III Loans.



VASTU FISERVE INDIA PRIVATE LIMITED
STATEMENT OF ASSETS AND LIABILITIES AS AT MARCH 31, 2023

(₹ in Lakh)

Particulars	As at March 31, 2023 (Audited)	As at March 31, 2022 (Audited)
I ASSETS		
1 Financial Assets		
a Cash and Cash Equivalents	24,783.27	7,415.79
b Bank Balances (other than Cash and Cash Equivalents)	18.57	-
c Receivables		
(i) Trade Receivables	-	-
d Loans	76,815.57	28,628.04
e Investments	2,434.75	-
f Other Financial Assets	359.54	26.57
Total Financial Assets	104,411.70	36,070.40
2 Non-Financial Assets		
a Current Tax Assets (Net)	218.45	-
b Deferred Tax Assets (Net)	490.79	141.78
c Property, Plant and Equipment	108.18	38.39
d Other Intangible Assets	4.75	7.39
e Right of Use Asset	282.31	154.86
f Other Non-financial Assets	199.69	73.55
Total Non-Financial Assets	1,304.17	415.97
TOTAL ASSETS	105,715.87	36,486.37
II LIABILITIES AND EQUITY		
1 Liabilities		
A Financial Liabilities		
a Payables		
i Trade Payables		
(i) Total Outstanding dues to Micro and Small Enterprises	-	3.00
(ii) Total Outstanding dues to Creditors other than Micro and Small Enterprises	963.95	205.59
b Debt Securities	6,534.04	1,455.56
c Borrowings (other than Debt Securities)	64,132.64	21,581.46
d Lease Liability	310.37	172.72
e Other Financial Liabilities	2,470.25	590.97
Total Financial Liabilities	74,411.25	24,009.30
B Non-Financial Liabilities		
a Provisions	51.67	24.14
b Other Non-Financial Liabilities	269.02	70.48
Total Non-Financial Liabilities	320.69	94.62
2 EQUITY		
a Equity Share Capital	11,861.06	8,754.02
b Other Equity	19,122.87	3,628.43
Total Equity	30,983.93	12,382.45
TOTAL LIABILITIES AND EQUITY	105,715.87	36,486.37

[Handwritten Signature]



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VASTU FINERVE INDIA PRIVATE LIMITED
STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2023

(₹ in Lakh)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
A Cash Flows from Operating Activities		
Profit / (Loss) before Taxation	868.66	524.46
Adjustment for:		
Depreciation and Amortisation expenses	30.12	23.15
Depreciation and Amortisation expenses (Right of Use Assets)	96.52	68.41
Provision for impairment on Financial Instruments (ECL) & bad debts	725.83	491.62
(Gain) / loss on derecognition of financial asset	(142.98)	(72.68)
Interest on fixed deposits	(150.15)	(10.74)
Interest expense on lease liability	30.88	19.65
Employee Stock Option	-	3.15
(Gain) / Loss on sale of Fixed Asset	0.07	-
Provision for Actuarial loss on Post Retirement Benefit Plans (OCI)	(2.44)	(4.48)
Share issue expenses adjusted	(1.21)	-
Operating Profit/(Loss) before Working Capital changes	1,455.30	1,042.54
Movements in Working Capital:		
(Increase) / Decrease in Financial Assets	(332.97)	(4.66)
(Increase) / Decrease in Non-Financial Assets	(126.14)	(42.93)
Increase / (Decrease) in Financial Liabilities	2,634.64	543.97
Increase / (Decrease) in Non-Financial Liabilities	226.07	22.42
Cash generated from / (used in) operations	3,856.90	1,561.34
Income Taxes paid (net)	(331.00)	(58.15)
Gross Cash flow from Operating Activities	3,525.90	1,503.19
Loans Disbursed to Customer	(72,122.11)	(15,907.83)
Loans Repaid by Customer	23,208.75	1,479.34
NET CASH FLOW FROM OPERATING ACTIVITIES (A)	(45,387.46)	(12,925.30)
B Cash Flows from Investing Activities		
Interest received on Bank deposits	150.15	10.74
Purchase/Sale of Property, Plant & Equipment and Intangible Assets	(97.34)	(22.30)
Investments in mutual fund units	(110,792.15)	(13,834.80)
Redemption of mutual fund units	108,500.38	18,128.62
Investment in bank deposits	(96,226.00)	-
Proceeds from redemption of bank deposit	96,207.43	-
NET CASH FLOW FROM INVESTING ACTIVITIES (B)	(2,257.53)	4,282.26
C Cash flow from Financing Activities		
Proceeds from issue of equity share	17,500.00	2,496.85
Payment of Lease Liability	(117.19)	(84.76)
Proceeds from long-term Borrowings	61,525.32	14,116.98
Repayment of long-term Borrowings	(13,895.66)	(830.02)
NET CASH FLOW FROM FINANCING ACTIVITIES (C)	65,012.47	15,699.05
- In Cash Credit Accounts		
- In Deposit accounts with original maturity of 3 months or less	18,588.08	5,011.09
CASH AND BANK BALANCES	24,783.27	7,415.79
Operational Cash Flow towards Interest		
Interest received	5,917.34	3,039.85
Interest paid	2,686.17	1,125.95

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Notes:

- 1 The financial results have been prepared in accordance with applicable accounting standards prescribed under section 133 of Companies Act, 2013 read with (Indian Accounting Standard) Rules, 2015 (Ind AS), as amended from time to time, and other accounting principles generally accepted in India, in compliance with Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"), and guidelines, directions etc. issued by Reserve Bank of India from time to time, as applicable.
- 2 The above results for the quarter and year ended March 31, 2023 have been audited by the Statutory Auditors of the Company and have been approved by the Board of Directors at their meeting held on April 17, 2023 respectively. The auditor's report thereon is unmodified. The information presented above is extracted from the audited financials statements.
- 3 Disclosure in compliance with Regulation 52(4) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 for the year ended March 31, 2023 is attached as annexure I.
- 4 The Company has consistently applied its significant accounting policies in the preparation of its financial results during the quarter and year ended March 31, 2023.
- 5 **Disclosures pursuant to RBI Notification-RBI/DOR/2021-22/86 DOR.STR.REC.51/21.04.048/2021-22 dated September 24, 2021**

a. Details of transfer through assignment in respect of loans not in default during the quarter ended March 31, 2023

Sl.No	Particulars	Transferred under assignment transaction
A	Nature of Entity	Bank
B	Count of Loan Accounts Assigned	2218
C	Amount of Loan Account Assigned (₹ In Lakh)	5,427.40
D	Retention of beneficial economic interest (MRR)	10.0%
E	Weighted Average Maturity (Residual Maturity)	26.14 Months
F	Weighted Average Holding Period	15.40 Months
G	Coverage of tangible security coverage	100%
H	Rating-wise distribution of rated loans	Unrated

b The Company has not transferred or acquired, any stressed loans during the quarter ended March 31, 2023

c The Company has not acquired, any loans not in default during the quarter ended March 31, 2023

- 6 The Secured Listed Non-Convertible Debt Securities of the Company are secured by exclusive first charge on specific receivables of the Company and/or financials current assets. The total security cover required thereof has been maintained as per the terms and conditions stated in the respective debenture trust deed. The proceeds of the NCDs were used for the objects that were stated in the respective offer documents.
- 7 The Company is engaged primarily in the business of advancing loans and accordingly there are no separate reportable segments as per Ind AS 108 dealing with Operating Segments.
- 8 The figures for the quarter ended March 31, 2023, are balancing figures between audited figures in respect of full financial year 2022-23 and the audited published year to date figures up to the third quarter of the financial year 2022-23. The figures for the quarter ended March 31, 2022, are balancing figures between audited figures in respect of full financial year 2021-22 and the unpublished year to date figures up to the third quarter of the financial year 2021-22.
- 9 During the year, there has been cumulative equity infusion of Rs. 17,500 Lakh in the Company, in the form of 3,10,70,320 Equity Shares at a premium, from its Holding Company Vastu Housing Finance Corporation Limited.
- 10 Figures for the previous year/period have been regrouped and/or reclassified wherever considered necessary.

Place: Mumbai
Date : 17 April 2023

For Vastu Finserve India Private Limited



Sandeep Menon

Sandeep Menon
Whole Time Director
(DIN : 02032154)



Judith

KHANDELWAL JAIN & CO.

CHARTERED ACCOUNTANTS

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To,
**The Board of Directors,
Vastu Finserve India Private Limited,
Mumbai.**

Madam / Dear Sir,

Re.: Certificate for Asset Coverage and Compliance of Financial Covenants in respect of Listed Secured Non - Convertible Debt Securities of Vastu Finserve India Private Limited ('VFIPL'/'Company') as on March 31, 2023.

1. This Certificate is issued in accordance with the terms of our appointment letter dated November 15, 2021.
2. We, **Khandelwal Jain & Co. Chartered Accountants** (Firm's Registration Number 105049W), are the Statutory Auditors of **Vastu Finserve India Private Limited** ('the Company') for the year ending March 31, 2023.

Introduction

3. We have been requested by the Company to examine the accompanying Statement showing 'Security Cover' for the listed non-convertible debt securities as at March 31, 2023 (the 'Statement' / 'Annexure I') which has been prepared by the Company from the audited financial statements and other relevant records and documents maintained by the Company as at and for the year ended March 31, 2023 pursuant to the requirements of the Regulation 54 read with Regulation 56(l)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the 'LODR Regulations').

This Certificate is required by the Company for the purpose of submission to the Stock Exchange 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 March 31, 2023 ('Debentures').



Management Responsibility

4. The implementation and usage of fund received, creating security cover and being compliant of covenants of the debt borrowings in line with agreed terms with the lender and preparation, accuracy and completeness of the details mentioned in the attached **Annexure I** is the responsibility of the Management of the Company including the preparation and maintenance of all accounting records and other relevant supporting documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the details given in the **Annexure I** and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Further, the management is also responsible for ensuring that the Company complies with the related requirements of the Securities Exchange Board of India (SEBI), National Housing Bank (NHB) and Reserve Bank of India (RBI), as applicable in this regard.

Auditor's Responsibility

5. Pursuant to the requirements of the LODR Regulations and the circular, it is our responsibility to provide a limited assurance as to whether details regarding asset cover and compliance of financial covenants as per the terms of the Information Memorandum / Placement Memorandum and Debenture Trust Deeds, in respect of listed secured debentures issued by the Company as at March 31, 2023, as given in **Annexure I** are correct and accurate, taking into account information available from the books of accounts maintained and other information and explanation provided to us by the management of the Company.
6. We conducted our work in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and Standards on Auditing issued by the Institute of Chartered Accountants of India (ICAI), in so far as applicable for the purpose of this certificate. This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. 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 Engagement.



Procedures, Assumptions and Limitations

8. As part of this certificate, 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 certificate. Accordingly, we do not express such opinion.
9. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the applicable criteria's. 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) Obtained and read on a test check basis, the Debenture Trust Deeds and the Information Memorandum in respect of the secured debentures and noted the particulars of security cover and the security cover percentage required to be maintained by the Company in respect of such debentures, as indicated in the **Annexure I**.
 - b) Traced and agreed the principal amount of the debentures outstanding as at March 31, 2023 to the audited financial statements and the books of account maintained by the Company as at and for the year ended March 31, 2023.
 - c) Traced the book value of assets indicated in the **Annexure I** to the financial statements as at and for the year ended March 31, 2023 and other relevant records maintained by the company.
 - d) The calculation of Asset Coverage Ratio is reviewed for compliance with the guidelines issued by SEBI vide their circular no. SEBI/HO / MIRSD / MIRSD_CRADT / CIR / P / 2022 / 67 dated May 19, 2022.
 - e) Obtained the list of the security created in the register of charges maintained by the Company and 'Form No. CHG-9' filed with Ministry of Corporate Affairs. Traced the value of charge created against assets to the security cover indicated in the **Annexure I** on a test check basis.
 - f) Examined and verified the arithmetical accuracy of the computation of security cover indicated in the **Annexure I**.



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- g) The compliances of financial covenants of the listed secured debt securities as presented to us by the management of the Company is co-related with the underlying documents produced before us and no audit of the same was performed for the purpose of this certificate.
- h) Performed necessary inquiries with the Management and obtained necessary representations.
- i) During our review process, the necessary records / documents were made available to us by the Company in the form of scanned documents / spread sheets through electronic mode and not in original. Accordingly, the same were relied upon as evidence for issuing this certificate.

Conclusion

10. Based on the procedures performed by us, as referred to in paragraph 9 above and according to the information, explanations, representations given to us read with assumptions and limitations above, nothing has come to our attention that causes us to believe that details stated in the **Annexure I** are not fairly stated.

Restriction on Use

11. The certificate has been issued at the request of the Company. It is intended solely for the consumption of the addressee and is not to be used for any other purpose or to be distributed to any other parties. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.

For KHANDELWAL JAIN & CO.

CHARTERED ACCOUNTANTS

ICAI Firm Registration No.: 105049W

PANKAJ JAIN

PARTNER

Membership No. 048850

Place - Mumbai

Date - April 17, 2023

UDIN - 23048850 BGSZ NO 3469



VASTU FINSERVE INDIA PRIVATE LIMITED

Annexure I (vide SEBI circular SEBI/ HD/ MIRSD/ MIRSD_CRADT/ CIR/ P/2022/67 dated May 19, 2022)

(Amount In Cr.)

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					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 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	Market Value for Pari passu charge Assets	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)				
		Book Value	Book Value	Yes/No	Book Value										
Asset															
Property, Plant and Equipment				No			1.08	-	1.08						
Capital Work-in-Progress				No			-	-	-						
Right of Use Assets				No			2.82	-	2.82						
Goodwill				No			-	-	-						
Intangible Assets				No			0.05	-	0.05						
Intangible Assets under Development				No			-	-	-						
Investments	Mutual Fund		6.50	No			17.85	-	24.35						
Loans	Loan Receivable		713.81	No			54.34	-	768.16						
Inventories				No			-	-	-						
Trade Receivables				No			-	-	-						
Cash and Cash Equivalents	Fixed Deposit/Bank Bal	29.33	125.71	No			92.80	-	247.83		29.33			29.33	
Bank Balances other than Cash and Cash Equivalents				No			0.19	-	0.19						
Others				No			12.68	-	12.68						
Total		29.33	846.02	-	-	-	181.81	-	1,057.16	-	29.33	-	-	29.33	
LIABILITIES															
Debt securities to which this certificate pertains***		24.90	40.44						-	65.34	24.90			24.90	
Other debt sharing pari-passu charge with above debt									-	-					
Other Debt									-	-					
Subordinated debt									-	-					
Borrowings#			150.51						-	150.51					
Bank##			490.81						-	490.81					
Debt Securities									-	-					
Others									-	-					
Trade payables							9.64	-	9.64						
Lease Liabilities							3.10	-	3.10						
Provisions							0.52	-	0.52						
Others###							27.39	-	27.39						
Total		24.90	681.77	-	-	-	40.65	-	747.32	-	24.90	-	-	24.90	
Cover on Book Value		1.18	1.24												
Cover on Market Value														1.18	
		Exclusive Security Cover Ratio			Pari-Passu Security Cover Ratio										

* Certificate includes following ISIN INE082607042

** Other Secured Debt security includes other debt securities, borrowing from Bank and Financial Institution.

*** Debt securities to which this certificate pertains includes Principal Outstanding + Interest Accrued - IND AS Adjustment.

Borrowing Includes borrowing from the Financial Institution (Principal Outstanding + Interest Accrued - IND AS Adjustment).

Bank Includes borrowing from the National Housing Bank and Bank (Principal Outstanding + Interest Accrued - IND AS Adjustment).

Other doesn't includes equity share capital & other equity.



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Vastu Finserve India Private Limited

PART -A

Statement indicating utilisation of issue proceeds of listed Non-convertible Debenture as per the format prescribed under SEBI Operational Circular dated 29th July, 2022 read with Regulation 52(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time as on 31st March, 2023

Name of the Issuer	ISINs	Mode of Fund Raising (Public issues/ Private placement)	Type of instrument	Date of raising funds	Amount Raised (Rs. in Crore)	Funds utilized (Rs. in Crore)	Any deviation (Yes/ No)	If 8 is Yes, then specify the purpose of for which the funds were utilized	Remarks, if any
1	2	3	4	5	6	7	8	9	10
Vastu Finserve India Private Limited	INE082607042	Private Placement	Non-Convertible Debenture	31-03-2023	25.00	25.00	No	Not Applicable	-

PART-B

Statement of deviation/ variation in use of Issue proceeds of listed Non-convertible Debenture as per the format prescribed under SEBI Operational Circular dated 29th July, 2022 read with Regulation 52(7A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time as on 31st March, 2023 - Nil Report

Particulars	Remarks
Name of listed entity	Vastu Finserve India Private Limited
Mode of fund raising	Private placement
Type of instrument	Non-convertible Debentures
Date of raising funds	As mentioned at column 5 of Statement of utilization of issue proceeds as on 31st March, 2023
Amount raised (Rs. In Crore)	25.00
Report filed for quarter ended	31st March, 2023
Is there a deviation/ variation in use of funds raised?	No
Whether any approval is required to vary the objects of the issue stated in the prospectus/ offer document?	No
If yes, details of the approval so required?	Not applicable
Date of approval	Not applicable
Explanation for the deviation/ variation	Not applicable
Comments of the audit committee after review	Not applicable
Comments of the auditors, if any	Not applicable

Objects for which funds have been raised and where there has been a deviation/ variation, in the following table: **Not filled in since there is no deviation/variation**

Original object	Modified object, if any	Original allocation	Modified allocation, if any	Funds utilised	Amount of deviation/ variation for the quarter according to applicable object (in Rs. crore and in %)	Remarks, if any
Not Applicable						

Deviation could mean:

- Deviation in the objects or purposes for which the funds have been raised.
- Deviation in the amount of funds actually utilized as against what was originally disclosed.

Name of signatory: **Mr. Udit Kariwala**
 Designation: **Chief Financial Officer**
 Date: **17th April, 2023**

