

Report on Security Cover as at December 31, 2022 and compliance with financial covenants for the period from October 1, 2022 to December 31, 2022 under 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)

**The Board of Directors,
Edelweiss Housing Finance Limited**
5th Floor, Tower 3, Wing B,
Kohinoor City Mall, Kohinoor City,
Kiroli Road, Kurla (W),
Mumbai 400070.

Dear Sirs,

1. We, NGS & Co. LLP, Chartered Accountants, the Statutory Auditors of Edelweiss Housing Finance Limited ("the Company") have been requested by the Company to examine the accompanying Statement showing 'Security Cover' as per the terms of offer document/ information memorandum and/or debenture trust deed, 'book value of assets' for the listed secured non-convertible debt securities as at December 31, 2022 (the "Statement") and 'Compliance with Financial Covenants' for listed non-convertible debt securities for the period from October 1 2022 to December 31, 2022 which has been prepared by the Company from the reviewed financial results and other relevant records and documents maintained by the Company as at and for the nine month period ended December 31, 2022 pursuant to the requirements of the Regulation 56(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and SEBI Circular SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/ 2022/67 dated May 19, 2022 (together referred as the "SEBI Regulations"), and has been initiated by us for identification purpose only. This Report is required by the Company for the purpose of submission to the Stock Exchanges and Debenture Trustees (IDBI Trusteeship Services Limited and Beacon Trusteeship Limited) to ensure compliance with the SEBI Regulations in respect of its listed non-convertible debt securities as at December 31, 2022 (" Debentures").

Management's Responsibility

2. The preparation of the Statement is the responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
3. The Management of the Company is also responsible for ensuring that the Company complies with all the relevant requirements of the SEBI Regulations, the circulars and for providing all relevant information to the Stock Exchange.

Auditor's Responsibility

4. Our responsibility to provide a reasonable assurance as to whether;
 - a) The particulars contained in the aforesaid Statement with the respect to the book value of asset charged against debt issued by the Company in agreement with reviewed financial results as at as at December 31, 2022 and other relevant records and documents maintained by the Company; and
 - b) The Company has complied with financial covenants in respect of listed non-convertible debt securities of the Company as mentioned in the Offer Document/Information Memorandum/ Prospectus /Debenture Trust deeds (together referred to as 'Information Memorandum').

5. We have carried out limited review of the unaudited financial results for the quarter ended December 31, 2022 and year to date from April 1, 2022 to December 31, 2022, prepared by the Company pursuant to the requirements of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015, as amended and issued an unmodified conclusion vide our report dated January 19, 2023. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India.
6. We conducted our examination, of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
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 Engagements.
8. Our scope of work did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial results of the Company taken as a whole. We have not performed an audit, the objective of which would be the expression of an opinion on the financial results, specified elements, accounts or items thereof, for the purpose of this report. Accordingly, we do not express such opinion.
9. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the applicable criteria, mentioned in paragraph 4 above. The procedures performed vary in nature and timing from and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Accordingly, we have performed the following procedures in relation to the Statement:
 - a) Obtained and read on a test check basis, the Debenture Trust Deeds and the Information Memorandum/Prospectus 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 indicated in the Statement.
 - b) Obtained and read on a test check basis, the Debenture Trust Deeds and the Information Memorandum in respect of the unsecured Debentures and noted that there is no minimum-security cover percentage prescribed therein in respect of the such Debentures.
 - c) Traced and agreed the principal amount of the Debentures outstanding as at December 31, 2022 to the financial results referred to in paragraph 5 above, and the books of account maintained by the Company as at and for the nine months period ended December 31, 2022.
 - d) Traced the book value of assets indicated in the Statement to the financial results as at and for the nine months ended December 31, 2022, referred to in paragraph 5 above and other relevant records maintained by the company as at and for the nine months period ended December 31, 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 Statement on a test check basis.
- f) Obtained the list and the book value of assets placed under lien or encumbrance for the purpose of obtaining any other loan and determined that such assets are not included in the calculation of security cover in respect of the Debentures.
- g) Compared the financial covenants computed by the management as at December 31, 2022 with the requirements stipulated in the Information Memorandum to verify whether such covenants are in compliance with the requirements of the Information Memorandum.
- h) Obtained the statement showing the amounts due, due date and actual date of repayment of principal on redemption of listed non-convertible debt securities and payment of interest due on debenture by the Company for the period October 1, 2022 till the December 31, 2022.
- i) Obtained the copies of bank statements and traced the date of repayment of principal and interest due on sample basis during the period October 1, 2022 to December 31, 2022.
- j) Examined and verified the arithmetical accuracy of the computation of security cover indicated in the Statement.
- k) Performed necessary inquiries with the Management and obtained necessary representations.

Conclusion

- 10. Based on the procedures performed by us, as referred to in paragraph 9 above and according to the information and explanations received and Management representations obtained, nothing has come to our attention that causes us to believe that:
 - a) The Company has not maintained asset cover as per the terms of the Information Memorandum;
 - b) Book value of assets as included in the Statement are not in agreement with the books of account underlying the reviewed financial results of the Company as at December 31, 2022; and
 - c) The Company is not in compliance with the financial covenants as mentioned in the Information Memorandum as at December 31, 2022.

Restriction on Use

11. The Report has been issued at the request of the Company, solely in connection with the purpose mentioned in paragraph 1 above and to be submitted with the accompanying Statement to the Stock Exchanges and Debenture Trustees (IDBI Trusteeship Services Limited and Beacon Trusteeship Limited) and is not to be used or referred to for any other reason. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come. We have no responsibility to update this certificate for events and circumstances occurring after the date of this report.

For NGS & Co. LLP

Chartered Accountants

ICAI Firm Registration No.: 119850W

Ram
prasad soni

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Date: 2023.01.19
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R. P. Soni

Partner

Membership No.: 104796

UDIN: 23104796BGWCSJ8194

Place: Mumbai

Date: January 19, 2023

Edelweiss Housing Finance Limited
Security Cover as on December 31, 2022

(Rs in Crore)

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	ParPassu Charge	ParPassu Charge	ParPassu Charge	Assets not offered as Security	Elimination (amount in negative)	(Total C to H)	Market Value for Assets charged on Exclusive basis	Carrying book value for exclusive charge assets where market value is not ascertainable (For Eg. Bank Balance, DSRM market value is not applicable)	Market Value for Parpassu charge Assets	Carrying value/book value for par passu charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRM market value is not applicable)	Total Value=(K+L+M+N)
		Book Value	Book Value	Yes/No	Book Value	Book Value							Relating to Column F	
ASSETS														
Property, Plant and Equipment	Land	-	-		0.12	-	1.17	-	1.29	-	-	-	0.12	0.12
Capital Work-in Progress		-	-		-	-	-	-	-	-	-	-	-	-
Right of Use Assets		-	-		-	-	9.87	-	9.87	-	-	-	-	-
Goodwill		-	-		-	-	-	-	-	-	-	-	-	-
Intangible Assets		-	-		-	-	0.41	-	0.41	-	-	-	-	-
Intangible Assets under Development		-	-		-	-	3.47	-	3.47	-	-	-	-	-
Investments	Pass Through Certificates/Mutual Funds	-	-		61.75	11.02	209.67	-	282.44	-	-	-	61.75	61.75
Loans	Loans (Gross)	-	-		1,653.19	1,271.62	138.57	-	3,063.39	-	-	-	822.59	822.59
Inventories		-	-		-	-	-	-	-	-	-	-	-	-
Trade Receivables		-	-		2.67	-	-	-	2.67	-	-	-	-	-
Cash and Cash Equivalents		-	-		391.61	-	-	-	391.61	-	-	-	-	-
Bank Balances other than Cash and Cash Equivalents		-	-		86.60	114.38	4.01	-	204.98	-	-	-	-	-
Others	Other Financial Assets	-	-		16.66	73.40	43.82	-	133.89	-	-	-	16.66	16.66
Total		-	-		2,212.60	1,470.42	410.99	-	4,094.00	-	-	-	901.12	901.12

**Edelweiss Housing Finance Limited
Security Cover as on December 31, 2022**

(Rs in Crore)

Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H	Column I	Column J (Total C to H)	Column K	Column L	Column M	Column N	Column O
Particulars	Description of asset for which this certificate relate	Exclusive Charge	Exclusive Charge	Paripassu Charge	Paripassu Charge	Paripassu Charge	Assets not offered as Security	Elimination (amount in negative)		Market Value for Assets charged on Exclusive basis	Carrying/book value for exclusive charge assets where market value is not ascertainable (For Eg. Bank Balance, DSRM market value is not applicable)	Market Value for Paripassu charge Assets	Carrying value/book value for paripassu charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRM market value is not applicable)	Total Value=(K+L+M+N)
		Book Value	Book Value	Yes/No	Book Value	Book Value		debt amount considered more than one (due to exclusive plus paripassu charge)					Relating to Column F	
LIABILITIES						Book Value								
Debt securities to which this certificate pertains		-	-	Yes	863.21		-	-	863.21	-	-	-	-	-
Other debt sharing pari-passu charge with above debt			-	No	1,132.50		-	-	1,132.50	-	-	-	-	-
Other Debt			-	-	-		-	-	-	-	-	-	-	-
Subordinated debt			-	-	-		55.10	-	55.10	-	-	-	-	-
Borrowings (Refer Note 4)			-	-	1,132.50		-	-	1,132.50	-	-	-	-	-
Bank			-	-	-		-	-	-	-	-	-	-	-
Debt Securities (refer Note 2 and 3)	not to be filled		-	-	863.21		-	-	863.21	-	-	-	-	-
Others			-	-	-		61.78	-	1,234.31	-	-	-	-	-
Trade payables			-	-	-		9.32	-	9.32	-	-	-	-	-
Lease Liabilities			-	-	-		12.33	-	12.33	-	-	-	-	-
Provisions			-	-	-		4.69	-	4.69	-	-	-	-	-
Others	Other Non Financial Liabilities		-	-	-		9.15	-	9.15	-	-	-	-	-
Total		-	-	-	1,995.71	1,172.53	152.38	-	3,320.63	-	-	-	-	-

Edelweiss Housing Finance Limited
Security Cover as on December 31, 2022

(Rs in Crore)

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	Paripassu Charge	Paripassu Charge	Paripassu Charge	Assets not offered as Security	Elimination (amount in negative)	(Total C to H)	Market Value for Assets charged on Exclusive basis	Carrying book value for exclusive charge assets where market value is not ascertainable (For Eg. Bank Balance, DSRM market value is not applicable)	Market Value for Paripassu charge Assets	Carrying value/book value for paripassu charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRM market value is not applicable)	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 paripassu debt holder (includes debt for which this certificate is issued & other debt with paripassu charge)	Other assets on which there is Paripassu charge (excluding items covered in column F)		debt amount considered more than one (due to exclusive plus paripassu charge)		Market Value for Assets charged on Exclusive basis	Carrying book value for exclusive charge assets where market value is not ascertainable (For Eg. Bank Balance, DSRM market value is not applicable)	Market Value for Paripassu charge Assets	Carrying value/book value for paripassu charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRM market value is not applicable)	Total Value=(K+L+M+N)
Cover on Book Value		Book Value	Book Value	Yes/ No	Book Value	Book Value							Relating to Column F	
Cover on Market Value is		Exclusive Security Cover Ratio			Paripassu Security Cover Ratio									
						1.16								

Notes:

- Out of total assets available for secured borrowings, Rs. 901.12 crores (Column I) pertains to secured Debt Securities which are restricted to the extent of minimum-security coverage required under Debenture trust deed / information memorandum. Total Security Cover Ratio 1.16 times is higher than the minimum cover required.
- Includes secured Non Convertible Debentures (NCDs) of Rs. 39.50 crores of face value which are held in treasury by the Company and accordingly the asset cover is computed on a gross basis.
- Indian Accounting Standards (Ind AS) adjustment for effective Interest rate on secured Debt Securities of Rs 13.17 crores is excluded from assets cover computation being an accounting adjustment and accordingly the asset cover is computed on a gross basis.
- Indian Accounting Standards (Ind AS) adjustment for effective Interest rate on Borrowings Other than Debt Securities Rs 11.98 Crores is excluded from assets cover computation being an accounting adjustment and accordingly the asset cover is computed on a gross basis.
- The company has complied with the financial covenants of the Offer Document/Information Memorandum in respect of listed non convertible debentures.

Created/signed by
TUSHAR HASMUKH KOTECHA
 Date: 01/10/2023
 13572640337

Tushar Kotecha
 Chief Financial Officer

Statement of covenants compliance

Compliance of financial covenants in respect of listed debt securities of the listed entity:

Details of Debenture trust deeds entered by Company:

Sr. No	Particulars	Trustee Name	Complied with Covenants	If no, reason for non-compliance
1	Debenture trust deed dated 18 July 2016	IDBI Trusteeship Services Limited	Complied	Not Applicable
2	Debenture trust deed dated 02 Mar 2015	IDBI Trusteeship Services Limited	Complied	Not Applicable
3	Debenture trust deed dated 22 Feb 2018	IDBI Trusteeship Services Limited	Complied	Not Applicable
4	Debenture trust deed dated 29 Jan 2015	IDBI Trusteeship Services Limited	Complied	Not Applicable
5	Debenture Trust Deed dated April 29, 2022	Beacon Trusteeship Limited	Complied	Not Applicable

For Edelweiss Housing Finance Limited

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Date: 2023.01.19 13:57:46 +05'30'

Tushar Kotecha
 Chief Financial Officer

Place: Mumbai
 Date: 19th January 2023

Edelweiss Housing Finance Limited

Corporate Identity Number: U65922MH2008PLC182906

Registered Office : Tower 3, Wing 'B', Kohinoor City Mall, Kohinoor City, Kiro Road, Kurla (W), Mumbai - 400070 ☎ +91 22 4272 2200

✉ homeservice@edelweissfin.com 🌐 www.edelweisshousingfin.com