

12th February 2021

Vistra ITCL (India) Limited (Formerly IL&FS Trust Company Limited) The IL&FS Financial Centre Plot C- 22, G Block, 7th Floor Bandra Kurla Complex, Bandra (East) Mumbai 400051

Dear Sir

Sub: Submission of Quarterly Compliance Report- December 2020

Please find enclosed the Compliance Report for the Quarter ended December 31st, 2020 alongwith Annexures with respect to 12%, 325 NCDs of face value of Rs.1,00,000/- each having ISIN No. INE 352P07020.

Yours faithfully

For Venus India Asset-Finance Private Limited



Indu Singh
Company Secretary
M. No.- A39681
Address: F12/3A, Sai Vatika Apartments
Sector-63, Faridabad
Ballabgarh – 121004



Compliance Report for the quarter ended December 31, 2020

Name of Issuer Company

Venus India Asset-Finance Pvt. Ltd.

Information submitted at the times of issuance/allotment:

	The second secon	1
	Description of the Debenture Series /Issue (Secured /	Secured
L	Unsecured PCD/FCD/NCD)	
		Private Siv Crore &
3	Trans Amount and Amounts Raised	Rs. 6,50,00,000/- (Rupees Six Crore &
,		Fifty Lacs Only)
		Listed (BSE)
<u>4</u>	TCINI (Listed and Unlisted)	INE 352P07020
5	Date of Listing of NCDs (please provide confirmation	13 th April, 2016
6	Date of Listing of NCDs (product product produ	
	and supporting from BSE/NSE) Whether there has been delay in Listing of the debt	N/A
7	Whether there has been delay in Disting of the deemed date of	
	securities beyond 20 days from the deemed date of	
	allotment Company has paid	
	If yes, confirm whether the Issuer Company has paid	
	interest of at least (a) 1 % b.a. Over the coupon	
	the evaluation of 30 days from the decined date	
	of allotment till the listing of such debt securities to	
	the investor	
0	Original & Revised (if any) Coupon Rate	Same O Months from the deemed date of
8	Tenor of Issue	90 Mounts nom the general
9	Tenor or issue	allotment
	Date of Allotment of Debentures	31 st March, 2016
10	Whether RTA / Company has forwarded the details of	N/A
11	Whether RTA / Company has for warded the company	
	debenture holders to the DT at the time of allotment.	PAS-3 was filed vide SRN No.
12	PAS-3, PAS-4, PAS-5 filed with ROC	G01626373 dated 22/04/2016
	within specified time limit (please provide	G01020375 4
	confirmation and supporting)	1 st April, 2016
13	Date of Issue of Debenture Certificate (Physical) or	1 April, 2010
13	Condit to Domat A/C	Deiglaworl
14	Credit Rating at the time of issue / last credit rating	BWK BBB Stable (Triple B nem 211
14		74447
	No. of dehenture holders on the date of Allotment	01 (One)
15	Name of the Debenture holder representative/facility	N/A
16	Name of the Debending holder representations	
	agent along with its contact details Details of Debenture holders holding more than 10%	Name:- M/s Vacuf Limited
. 17	Details of Debenture notices holding more standing	Holding: 100%
	of debentures in value for the time being outstanding	Address: St Louis Business Centre, CN
İ		Desroches & St. Louis Steerts, Port Loui
		Mauritius
		Contact No:: 00 230 203 1100
18	Whether the company has issued debentures to) 165
10	Foreign debenture holders	
	2 (if annliaghle) has been obtained	d N.A.
20	Valuation Report (if applicable) has been obtained	
	from Government approved valuer	N.A.
21	ROC Search Report has been obtained	CDN N
22	Details Regarding Registration of charges and reason	G01834076 dated 26/04/2016.
~~	for dolay (if any)	1 1
23	Whether Recovery Expense Fund (REF) has bee	1 -
23	created by the company as per SEBI circular date	ed A
Ì	October 22, 2020 If yes please provide relevant detail	
-	October 22, 2020 If yes please provide relevant detail	kel, Yes and Debenture subscription agreement tell Yes and Debenture subscription agreement tell Yes and Table 110065

	placement memorandum/ information memorandum, is created in favour of the debenture trustee and executed debenture trust deed (DTD) prior to listing	and information memorandum has been executed
25	Necessary information is provided to debenture trustee in order to exercise due diligence with respect to creation of security.	Yes

Information submitted on quarterly basis:

	198	
1	Confirmation of having complied with Foreign Account Tax Compliance Act (FATCA) as regards the investors, borrowers and other intermediaries (If Applicable - along with supporting documents, registration number etc)	N.A.
2	Outstanding amount as on December 31, 2020	Rs. 3,25,00,000/- (Rupees Three Crore & Twenty Five Lacs Only)
3	Previous Interest Payment Date and Amount paid	For 110 12% NCDs * Date14th January, 2020 Amount: Rs.56,15,414/- (after deducting TDS)
4	Next Interest Payment Date and Amount	N.A.
5	Previous Repayment Date and Amount paid	For 110 12% NCDs * Date: 14 th January, 2020 Amount: Rs.1,10,00,000/-
. 6	Next Repayment Date and Amount	For 325 12% NCDs* Date: 31st March, 2021 Amount: Rs.3,25,00,000/-
7	Whether there has been any delay / default in payment of interest and/or principal amount? If yes the due dates thereof & date of payment and confirm if the additional interest of atleast @ 2% p.a. over the coupon rate is paid to the debenture holders.	No .
8	Present Credit Rating and date of change of credit rating. In case of revision, please attach letter from Credit Rating Agency indicating revision in rating.	BWR BBB Stable (Triple B from Brickwork Ratings India Pvt. Limited) w.e.f. 18th December, 2018 (Attached as Annexure 9)
9	No. of debenture holders as on last day of this quarter, (please provide details of NCD Holder viz. Names, Holding, Mailing Address, Contact Nos. (Benpos))	01 (One) Name:- M/s Vacuf Limited Holding: 100% Address: St. Louis Business Centre, CNR Desroches & St. Louis Steerts, Port Louis, Mauritius Contact No.: 00 230 203 1100
10	Whether RTA / Company has forwarded the details of debenture holders to the DT by the seventh working day of every next month.	Yes
11	Brief details of the security created till date for the Debentures including third party securities	First & Exclusive charge over the Monies Raised by the issue of the NCDs and all assets and receivables procured with such monies.
12	Whether any security is pending to be created for the Debentures, if yes provide details of the same along with the date by which such security is to be / was to be created	N.A.
13	Whether the Secured Assets are insured? If yes, attach the latest renewed copies thereof	N.A.
14	Confirmation with respect to submission of Half yearly communication (HYC) to BSE / NSE for the last applicable half year and reasons for non submission/ delay if any (Only for Listed)	The HYC along with unaudited Financial results for the half year ended as on September 30, 2020 has been submitted to BSE on 28 th December, 2020 in their

		prescribed format.
	unaudited/audited financial results on half yearly basis should be submitted to exchanges within 45 days from the end of half year	
.5	Half yearly results statement should indicate material deviation, if any. This should cover deviation in use of proceeds of issue other than the object stated in offer document	N.A.
16	Publication of financial results and statements within 2 calendar days of the conclusion of the Board Meeting. (atleast in one English national daily newspaper)	Yes Date of Publication of Financials Results for the half year ended September 30, 2020,:-29 th December 2020.
17	Whether HYC submitted to stock exchange contains certificate signed by Debenture Trustee (Reg 52 (5) of LODR)	The Certificate from Debenture Trustee for the half year ended September 30, 2020 was submitted to Stock Exchange on 28 th December, 2020
		Yes, We have submitted the unaudited
18	Whether unaudited financial results are accompanied by Limited Review Report (LRR)* *LRR is not required if the company has intimated exchanges in advance that it shall submit annual audited results within 60 days from the end of	financial results are accompanied by Limited Review Report (LRR)
	Financial Year Whether all taxes, cesses, insurance premia, any other	N.A.
19	government charges with respect to Secured Assets for the issue have been paid. If No, please give details and reasons for the same	
20	Whether Debenture Redemption Reserve (DRR) as per SEBI Guidelines and Companies Act has been maintained. If No, please give reasons for the same. Please provide details / issue wise of DRR amount and	
21	date of transfer till date Confirmation & Supporting of creation / maintaining DRR before April 30 th by way of deposit / invest not less than 15% of the amount of debentures maturing during the year ending 31 st December 2020 as detailed in the clarification circular provided by MCA	
	including mode of creation of DRR Whether any material change has taken place in the	No
22	nature and the conduct of the business of the Issuer since the date of Issue which is detrimental to the interest of debenture holders. If yes, please give details	
23	Whether any orders, directions, notice of court/ tribunal / authority affecting or likely to affect the Secured Assets has been passed. If yes, please give details	;
. 24	Whether any major change in the composition of the Board of directors or shareholders as defined in SEBI (Substantial Acquisition and Take Over) Regulations 2011 which amounts to change in control of Issuer Company has occurred. If yes, please give details	
25	Whether any Post dated Cheques (PDCs) are issued as Security, if yes then provide the favoring name of PDC	
26	Whether any change in Authorized Signatory to bank accounts and Escrow Account who had signed Pos dated Cheques (PDCs) as security as per transaction documents.	t

27	Security Cover as on December 31, 2020 (Please attach CA Certificate in the format as stated in Annexure)	Attached as Annexure 4
28	Asset Cover certificate as on December 31, 2020(Please attach Chartered Accountant Certificate as per the format specified by SEBI circular dated November 12, 2020)	Attached as Annexure 4
29	A statement of value of pledged securities as on December 31, 2020	N.A
30	Net worth certificate of guarantor (secured by way of personal guarantee), if applicable. This must be provided on Half yearly basis within 60 days from end of each half-year.	N.A
31	Financials/value of guarantor prepared on basis of audited financial statement etc. of the guarantor (secured by way of corporate guarantee). This must be provided on Annual basis within 75 days from end of each financial year	N.A
32	Valuation report and title search report for the immovable/movable assets, as applicable. This must be provided on Annual basis within 75 days from end of each financial year	N.A
33	Whether the company has entered into supplemental/amended debenture trust deed with Debenture Trustee within 120 days from the date of SEBI circular dated November 12, 2020, incorporating the changes in the debenture trust deed	
34	Whether Register of Debenture Holders has been maintained with their addresses and whether the transfers and changes in ownership have been recorded. If no, please give reasons.	
35	In case of Partially / Fully Convertible Debentures, whether the debentures have been converted into equity in accordance with the terms of issue? If no, please give reasons.	N.A.
36	Whether all the terms & conditions of the transaction documents are complied with? If no, please give	Yes
37	reasons. Whether the provisions of the following laws applicable to debentures have been complied with: a) Companies Act, 2013 and Rules made thereunder (For all Issuers) b) SEBI Model Listing Agreement (For Listed Issues) c) SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 (For Listed Issues) d) SEBI (Issue of Capital and Disclosure Requirements), 2009 (For all issuers) e) SEBI (Issue and Listing of Debt Securities), 2008	
38	Whether any dividend has been declared during this	N.A.
39	Nature of investor grievances received for year ended December 31, 2020 its status as on date of the submission of QCR and reason for the non resolution delay if any (Details to be separately provided in annexure as enclosed)	7 1 1
40	Any Buy Back of NCDs during the quarter and details of the same	s No

	Whichief the company has given prior	N.A.
1	exchanges of at least 11 working days before the date	
1	on and from which the interest on Debenture and	
_	redemption amount of Debentures is payable	
	Whether the company has mantamed random in	Yes
2	website containing requisite information (Reg 62)	
	Wilcule the company has morniate streether	N.A
_	about its intention to raise funds through issue of new	
3	NCD and such intimation was given prior to holding	
	Board meeting	
	Compliance with Accounting Standard and Financial	Yes
44	disclosures	
	Compliance with Corporate Governance provisions as	Yes
	specified in Chapter IV viz Related Party framework,	
	Independent Directors, submission of quarterly	
5	compliance report on corporate governance to	
	compliance report on corporate governance to	
	Exchange(s), prior intimation to exchanges, disclosure	
	of material information/event, shareholding pattern Whether Directors and KMPs have disclosed to	Yes
		165
6	Board of Directors whether they are directly or	
	indirectly have material interest in any transaction	37
	Whether the company has appointed qualified	Yes
17	Company Secretary as the Compliance Officer	
	Whether the Company has appointed Share transfer	N.A.
48	agent or manage the same in house	•
	Whether the Company has preserved the transactions	Yes
49	records at least for 8 years	
	Whether the Company is registered on the SEBI	Yes
50		
	SCORES	Yes
	Whether statement of investor grievances has been	100
51	filed to Exchanges within 21 days from the end of	
	quarter	Yes
	Whether the Company has constituted following	ies
	committees and held meetings in compliance with the	
	provisions	
52	Audit Committee	
32	Nomination and Remuneration Committee	
	Stakeholders Relationship Committee	1
	D'ala Management Committee	
	Risk Management Committee Risk Management Committee	Yes
	Whether the Company has made disclosure of	Yes
53	Whether the Company has made disclosure of material events/information to Exchanges and	Yes
53	Whether the Company has made disclosure of material events/information to Exchanges and	
	Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any Whether the company has submitted Annual Report	
53	Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any Whether the company has submitted Annual Report within 21 working days to stock exchange(s)	Yes
	Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any Whether the company has submitted Annual Report within 21 working days to stock exchange(s) In case the Company has provided Post Dated	Yes
54	Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any Whether the company has submitted Annual Report within 21 working days to stock exchange(s) In case the Company has provided Post Dated Changes (PDCs) in favour of Trustee towards	Yes N.A.
	Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any Whether the company has submitted Annual Report within 21 working days to stock exchange(s) In case the Company has provided Post Dated Changes (PDCs) in favour of Trustee towards	Yes N.A.
54	Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any Whether the company has submitted Annual Report within 21 working days to stock exchange(s) In case the Company has provided Post Dated Cheques (PDCs) in favour of Trustee towards security, whether the same are reissued in the new name of Trustee i.e. Vistra ITCL (India) Limited	Yes N.A.
54	Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any Whether the company has submitted Annual Report within 21 working days to stock exchange(s) In case the Company has provided Post Dated Cheques (PDCs) in favour of Trustee towards security, whether the same are reissued in the new name of Trustee i.e. Vistra ITCL (India) Limited	Yes
54	Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any Whether the company has submitted Annual Report within 21 working days to stock exchange(s) In case the Company has provided Post Dated Cheques (PDCs) in favour of Trustee towards security, whether the same are reissued in the new name of Trustee i.e Vistra ITCL (India) Limited Whether the Company has submitted a compliance	Yes
55	Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any Whether the company has submitted Annual Report within 21 working days to stock exchange(s) In case the Company has provided Post Dated Cheques (PDCs) in favour of Trustee towards security, whether the same are reissued in the new name of Trustee i.e Vistra ITCL (India) Limited Whether the Company has submitted a compliance certificate to the Exchange(s), duly singed by both	Yes N.A. Yes
54	Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any Whether the company has submitted Annual Report within 21 working days to stock exchange(s) In case the Company has provided Post Dated Cheques (PDCs) in favour of Trustee towards security, whether the same are reissued in the new name of Trustee i.e Vistra ITCL (India) Limited Whether the Company has submitted a compliance certificate to the Exchange(s), duly singed by both Compliance Officer of the listed entity and the	Yes N.A. Yes
54	Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any Whether the company has submitted Annual Report within 21 working days to stock exchange(s) In case the Company has provided Post Dated Cheques (PDCs) in favour of Trustee towards security, whether the same are reissued in the new name of Trustee i.e Vistra ITCL (India) Limited Whether the Company has submitted a compliance certificate to the Exchange(s), duly singed by both Compliance Officer of the listed entity and the authorised representative of the transfer agent (RTA)	Yes N.A. Yes
54	Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any Whether the company has submitted Annual Report within 21 working days to stock exchange(s) In case the Company has provided Post Dated Cheques (PDCs) in favour of Trustee towards security, whether the same are reissued in the new name of Trustee i.e Vistra ITCL (India) Limited Whether the Company has submitted a compliance certificate to the Exchange(s), duly singed by both Compliance Officer of the listed entity and the authorised representative of the transfer agent (RTA)	Yes N.A. Yes
54	Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any Whether the company has submitted Annual Report within 21 working days to stock exchange(s) In case the Company has provided Post Dated Cheques (PDCs) in favour of Trustee towards security, whether the same are reissued in the new name of Trustee i.e Vistra ITCL (India) Limited Whether the Company has submitted a compliance certificate to the Exchange(s), duly singed by both Compliance Officer of the listed entity and the authorised representative of the transfer agent (RTA) Whether the Company and its directors are / were involved in any civil or criminal proceedings.	Yes N.A. Yes
54	Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any Whether the company has submitted Annual Report within 21 working days to stock exchange(s) In case the Company has provided Post Dated Cheques (PDCs) in favour of Trustee towards security, whether the same are reissued in the new name of Trustee i.e Vistra ITCL (India) Limited Whether the Company has submitted a compliance certificate to the Exchange(s), duly singed by both Compliance Officer of the listed entity and the authorised representative of the transfer agent (RTA) Whether the Company and its directors are / were involved in any civil or criminal proceedings, litigation connected with the securities market or any	Yes N.A. Yes N.A.
55 56	Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any Whether the company has submitted Annual Report within 21 working days to stock exchange(s) In case the Company has provided Post Dated Cheques (PDCs) in favour of Trustee towards security, whether the same are reissued in the new name of Trustee i.e Vistra ITCL (India) Limited Whether the Company has submitted a compliance certificate to the Exchange(s), duly singed by both Compliance Officer of the listed entity and the authorised representative of the transfer agent (RTA) Whether the Company and its directors are / were involved in any civil or criminal proceedings, litigation connected with the securities market or any order has / had been passed against them for violation	Yes N.A. Yes N.A.
54 55 56	Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any Whether the company has submitted Annual Report within 21 working days to stock exchange(s) In case the Company has provided Post Dated Cheques (PDCs) in favour of Trustee towards security, whether the same are reissued in the new name of Trustee i.e Vistra ITCL (India) Limited Whether the Company has submitted a compliance certificate to the Exchange(s), duly singed by both Compliance Officer of the listed entity and the authorised representative of the transfer agent (RTA) Whether the Company and its directors are / were involved in any civil or criminal proceedings, litigation connected with the securities market or any order has / had been passed against them for violation of any laws.	Yes N.A. Yes N.A.
54 55 56 57	Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any Whether the company has submitted Annual Report within 21 working days to stock exchange(s) In case the Company has provided Post Dated Cheques (PDCs) in favour of Trustee towards security, whether the same are reissued in the new name of Trustee i.e Vistra ITCL (India) Limited Whether the Company has submitted a compliance certificate to the Exchange(s), duly singed by both Compliance Officer of the listed entity and the authorised representative of the transfer agent (RTA) Whether the Company and its directors are / were involved in any civil or criminal proceedings, litigation connected with the securities market or any order has / had been passed against them for violation of any laws. Whether any NCLT proceedings has been initiated.	Yes N.A. Yes N.A.
54 55 56	Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any Whether the company has submitted Annual Report within 21 working days to stock exchange(s) In case the Company has provided Post Dated Cheques (PDCs) in favour of Trustee towards security, whether the same are reissued in the new name of Trustee i.e Vistra ITCL (India) Limited Whether the Company has submitted a compliance certificate to the Exchange(s), duly singed by both Compliance Officer of the listed entity and the authorised representative of the transfer agent (RTA) Whether the Company and its directors are / were involved in any civil or criminal proceedings, litigation connected with the securities market or any order has / had been passed against them for violation of any laws. Whether any NCLT proceedings has been initiated against the company, if yes, provide details.	Yes N.A. Yes N.A.
54 55 56	Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any Whether the company has submitted Annual Report within 21 working days to stock exchange(s) In case the Company has provided Post Dated Cheques (PDCs) in favour of Trustee towards security, whether the same are reissued in the new name of Trustee i.e Vistra ITCL (India) Limited Whether the Company has submitted a compliance certificate to the Exchange(s), duly singed by both Compliance Officer of the listed entity and the authorised representative of the transfer agent (RTA) Whether the Company and its directors are / were involved in any civil or criminal proceedings, litigation connected with the securities market or any order has / had been passed against them for violation of any laws. Whether any NCLT proceedings has been initiated against the company, if yes, provide details.	Yes N.A. Yes N.A. N.A. N.A.
54 55 56 57	Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any Whether the company has submitted Annual Report within 21 working days to stock exchange(s) In case the Company has provided Post Dated Cheques (PDCs) in favour of Trustee towards security, whether the same are reissued in the new name of Trustee i.e Vistra ITCL (India) Limited Whether the Company has submitted a compliance certificate to the Exchange(s), duly singed by both Compliance Officer of the listed entity and the authorised representative of the transfer agent (RTA) Whether the Company and its directors are / were involved in any civil or criminal proceedings, litigation connected with the securities market or any order has / had been passed against them for violation of any laws. Whether any NCLT proceedings has been initiated against the company, if yes, provide details.	Yes N.A. Yes N.A. N.A. N.A.
54 55 56	Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any Whether the company has submitted Annual Report within 21 working days to stock exchange(s) In case the Company has provided Post Dated Cheques (PDCs) in favour of Trustee towards security, whether the same are reissued in the new name of Trustee i.e Vistra ITCL (India) Limited Whether the Company has submitted a compliance certificate to the Exchange(s), duly singed by both Compliance Officer of the listed entity and the authorised representative of the transfer agent (RTA) Whether the Company and its directors are / were involved in any civil or criminal proceedings, litigation connected with the securities market or any order has / had been passed against them for violation of any laws. Whether any NCLT proceedings has been initiated against the company, if yes, provide details.	Yes N.A. Yes N.A. N.A. N.A.

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-	obligations on loans, including revolving facilities like	
	cash credit, from banks / financial institutions,	
	whether the company has made disclosure to the Stock exchange. (Refer SEBI circular No.	
1	Stock Chairman, (
	SEBI/HO/CI/D/CMD1/CMO1/2019/110	
	November 21, 2019). If yes, please provide copy of	
	disclosure. Pursuant to SEBI circular no.	No breach has been made by the Company
	Pursuant to SEBI circular no. SEBI/HO/DDHS/CIR/P/103/2020 dated June 23,	110 010001 1100 0 0 0 1
	2020, please confirm that –	
1	2020, please continui that -	·
-	there is no breach in providing information to the	
	Debenture Trustee(s) regarding the status of payment	Name of the Bank: - State Bank of India
- 1	or otherwise to the Stock Exchanges and Depositories	Name of the Branch:- Commercial Branch,
61	of otherwise to the block Enemanges and a special	The Great Eastern Centre, 70, (G.F.) Nehru
61	Bank details (from which it proposes to pay the	Place, New Delhi-110019
İ	redemption amount)	Account no.:- 37186221286
	Todomption amount,	IFSC Code no.:- SBIN0004298
	Confirm if Debenture Trustee is pre-authorised to	
ļ	seek debt redemption payment related information	Yes, Information has been already shared
ļ	from the Issuer's bank.	with you
	Confirm if Recovery Expense Fund (REF) created and	Yes, Details has been attached
62	nrovide details	
<i>(</i> 2	Any addition in the Recovery Expense fund during the	No
63	quarter	N.
64	Whether the Asset cover as specified in the Term	No
64	Sheet/PAS4/Information Memorandum/ is maintained	,
-	Before creating a charge on the security for the	Yes
	debentures intimation is sent to the debenture trustee	
65	(DT) to enable the DT to exercise independent due	
	diligence to ensure that such security is free from any	
	encumbrance.	
	If the REF is maintained in Bank Guarantee form the	No
	Company to ensure that it remains valid for a period	
	of 6 months post the maturity date of the listed debt	
66	security. The issuer has kept the bank guarantee in	
	force and renewed the Bank Guarantee at least 7	
	working days before its expiry	
	Necessary information is provided to debenture	Yes
	1 1100035dify micorinates 1	
67	trustee in order to exercise due diligence with respect	

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ANNEXURES

1	Updated list of names and addresses of debenture holders. Attached
	Number and nature of grievances received from debenture holders and time frame within which the same were resolved by the Issuer Company. NIL statement to be submitted in case of no grievances. Attached
3	Companies Statutory Auditors Certificate certifying the following (If already provided, please ignore): a. Annual basis - End utilization certificate of the Debenture Subscription receipts from issuer's statutory auditor (Refer Regulation 15 (1A) of SEBI (Debenture Trustees) Regulations, 1993). Already provided b. Half yearly basis-Certificate from statutory auditor giving the value of receivables/book debts including compliance with the covenants of the Offer Document/Information Memorandum in the manner as may be specified by the Board (Refer Regulation 15(t)(ii)(a) of SEBI (Debenture Trustees) Regulations, 1993). N.A For this quarter
4	Quarterly Basis-Asset Cover certificate from a Chartered Accountant in the format specified by SEBI vide its circular dated November 12, 2020- Attached Security Cover certificate as on December 31, 2020 (Please attach Chartered Accountant Certificate)- Attached
5	Quarterly audited / unaudited financials of the Issuer or audited annual accounts of the issuer company whichever applicable- Attached
6	Insurance Policy of the security charged in our favour. In case Insurance Policy has expired, please provide Renewed Insurance Policies-N.A
. 7	Report of the Lead Bank regarding
	a. progress of the Project
	b. report on monitoring of utilization of funds raised for the issue- N.A
8	Copy of all notices, resolutions and circulars relating to new issue of non convertible debt securities, proceedings of meetings of debenture holders, advertisement issued in the media-N.A
9	Letter issued by Credit Rating agency for revised credit rating during the quarter and Hyperlink of the press releases by the Credit rating Agency-Attached
10	A statement of value of pledged securities as on December 31, 2020-Attached along with annexure 4
11	Net worth certificate of guarantor (secured by way of personal guarantee), if applicable. This must be provided on Half yearly basis within 60 days from end of each half-yearN.A
12	Financials/value of guarantor prepared on basis of audited financial statement etc. of the guarantor (secured by way of corporate guarantee). This must be provided on Annual basis within 75 days from end of each financial year-N.A
13	Valuation report and title search report for the immovable/movable assets, as applicable. This must be provided on Annual basis within 75 days from end of each financial year-N.A

Contact Details:

- a) Name of Authorised Signatory: Saket Misra
- b) Email Address: compliance@venusfin.com/accounts@venusfin.com
- c) Contact Numbers: 0120-4681234/36
- d) Name, Address and Email id of R&T Agent: Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (West), Mumbai-400 078, www.linkintime.co.in
- e) Name, Address and Email id of the Credit Rating Agency: Brickwork Ratings India Pvt. Ltd., 3rd Floor, Raj Alkaa Park, 29/3 & 32/2 Kalena Agrahara, Bannerghatta Road, Bengaluru 560076, www.brickworkratings.com

For Venus India Asset-Finance Pvt. Ltd.



Indu Singh Company Secretary 12/02/2021



Annexure 1

LIST OF NAMES AND ADDRESSES OF DEBENTURE HOLDERS

AS ON DECEMBER 31, 2020

S.No.	Name & Occupation of Beneficial Owner	Address of Beneficial Owner	Nationality of Beneficial Owner	PAN No of Beneficial Owner
1	M/s VACUF LTD (Business)	St. Louis Business Centre, CNR Desroches & St. Louis Steerts, Port Louis, Mauritius	Mauritian	AACCV0362K

For Venus India Asset-Finance Pvt. Ltd.



Indu Singh (Company Secretary) 12/02/2021



Annexure 2

Number of Investor grievances received for quarter ended	Nil
December 31, 2020 Details of grievances received i.e. Complainant, nature of	NA
Complaint, etc Number of Investor grievances pending for quarter ended	
December 31, 2020	
Whether any grievance is pending for more than 30 days? If yes, then please provide details and reasons thereof	11/1

For Venus India Asset-Finance Pvt. Ltd.



Indu Singh (Company Secretary) 12/02/2021

AAVM & ASSOCIATES Chartered Accountants

Head office: A-4 Extn. D.K. Road, Mohan Garden, Uttam Nagar, New Delhi-110059 Branch Office: C-90/F-4, Shalimar Garden, Extn.-II, Sahibabad, Ghaziabad-201005 E-mail: aavmandassociates@gmail.com Mobile: 98710001677/8800195354

Asset Cover Certificate

To.

M/s Venus India Asset Finance Private Limited 198/12-13, 2nd Floor, Ramesh Market, East of Kailash, New Delhi-110065

<u>Chartered Accountant's Certificate with respect to asset cover in respect of listed debt securities of the of M/s Venus India Asset Finance Pvt. Ltd. as on December 31, 2020.</u>

We understand that M/s Venus India Asset Finance Private Limited having its registered office at 198/12-13, 2nd Floor, Ramesh Market, East of Kailash, New Delhi-110065 has requested us to issue a certificate confirming the asset cover and other details in respect of listed debt securities as on December 31, 2020 for the purpose of submission to their Debenture Trustee.

Management's Responsibility

The Company's Management is responsible for providing relevant information, explanations and their correctness for issuance of the certificate.

Auditor's Responsibility

Our responsibility is to certify the asset cover and other details of M/s Venus India Asset Finance Pvt. Ltd. as on December 31, 2020 (as per details submitted below) as furnished by the company.

We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

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

On the basis of the examination of the unaudited books of accounts and other relevant records and the further explanations/information given to us by the management of the company, we hereby certify and provide the limited assurance that the security cover and other details as on December 31, 2020 (as per details submitted below) as furnished by the company and other records of the company maintained in the ordinary course of business as produced to us for our examination.

a) The entity having listed debt securities has vide its Board Resolution Dated 31st March 2016, Unattested Deed of Hypothecation Dated 8th April 2016 and information memorandum/ offer document and under various Debenture Trust Deeds, has issued the following listed debt securities:

AAVM & ASSOCIATES Chartered Accountants

Head office: A-4 Extn. D.K. Road, Mohan Garden, Uttam Nagar, New Delhi-110059 Branch Office: C-90/F-4, Shalimar Garden, Extn.-II, Sahibabad, Ghaziabad-201005 E-mail: aavmandassociates@gmail.com Mobile: 98710001677/8800195354

ISIN	Private Placement	Secured/Unsecured	Sanctioned Amount
	Private Placement of 12% 650 Secured Redeemable Non- Convertible Debentures	Secured	Rs. 6.50 Crores

b) Asset Cover for listed debt securities:

- The financial information as on December 31, 2020 has been extracted from the unaudited financial statement and books of accounts for the period ended December 31, 2020 and other relevant records of the entity having listed debt securities;
- ii. The assets of the entity having listing debt securities provide coverage of 1.28 times of the interest and principal amount, which is in accordance with the terms of issue/ debenture trust deed (calculation as per statement of asset cover ratio for the Secured debt securities table I)

Table - I:

Sr. No.	Particulars		Amount in INR Crs
i.	Total assets available for secured Debt Securities' – (secured by	Α	
	pari passu) (mention the share of Debt Securities' charge holders)		,
	Loans & Receivables including interest accrued on Term		4.97
	loan Total (A)		4.97
	Total (A)		7.01
ii.	Total borrowing through issue of secured Debt Securities (secured by pari passu)	В	
	 Debt Securities (Provide details as per table below) 	_	3.25
	 IND - AS adjustment for effective Interest rate on secured Debt Securities 		
	Interest accrued/payable on secured Debt Securities	_	0.62
	Total (B)		3.87
iii.	Asset Coverage Ratio	A	128.42%
	(100% or higher as per the terms of offer document/information memorandum/ debenture trust deed)	В	

BIN wise details

S.N o.	ISIN		Type of charge	Sanctioned Amount	Outstanding Amount As on 31-12- 2020	Cover Requir- ed	Assets Required
1.	INE 352P07020	Non-convertible Debt Securities		,	3.25 (Rs. Crores)	100%	N.A.
) <u> </u>	Grand Total		1	•	3.25 (Rs. Crores)		

AAVM & ASSOCIATES Chartered Accountants

Head office: A-4 Extn. D.K. Road, Mohan Garden, Uttam Nagar, New Delhi-110059 Branch Office: C-90/F-4, Shalimar Garden, Extn.-II, Sahibabad, Ghaziabad-201005 E-mail: aavmandassociates@gmail.com Mobile: 98710001677/8800195354

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 entity having listed debt securities in respect of the covenants/terms of the issue of the listed debt securities (NCD's) which primarily requires issuer to keep the moveable security free from any security interest and shall not sell, assign, transfer or otherwise dispose of in any manner whatsoever and certify that the such covenants/terms of the issue have been complied by the listed entity.

Other Matters:

Further we state that company have neither pledged any securities nor opened/created Debt Service Reserve Account or any other form of security offered other than receivables offered as security based on the internal bifurcation as per books of accounts as mentioned in Table –I above

Restriction on Use

The above certificate is issued at the specific request of the company and is based on the records/documents produced before us and explanation and information given to us. Further, the certificate is provided to the Company solely for the purpose to comply with requirement of debentures trustee, and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may without our prior consent in writing.

Thanking you,

For AAVM & Associates Chartered Accountants

VIRAL

Digitally signed by VIRAL MITTAL Date: 2021.01.22 14:01:02

MITTAL

CA. Viral Mittal

Partner

FCA, DipIFR-ACCA Membership No. 512831

Firm Registration No.: 030008N

Place: New Delhi

Unique Document Identification Number (UDIN): 21512831AAAAAI4986

Date: January 22, 2021

T R Chadha & Co LLP

Chartered Accountants



DEBENTURE SECURITY CERTIFICATE

To,
Finance Department
M/s Venus India Asset Finance Pvt. Ltd.
198/12-13, 2nd Floor,
Ramesh Market,
East of Kailash,
New Delhi-110065

Independent Auditor's Certificate with respect to Debt Equity ratio, Asset Coverage ratio and outstanding Non-convertible debentures of M/s Venus India Asset Finance Pvt. Ltd. as on 31st December 2020.

We understand that M/s Venus India Asset Finance Pvt. Ltd having its registered office at 198/12-13, 2nd Floor, Ramesh Market, East of Kailash, New Delhi-110065 has requested us to issue a certificate confirming the Debt Equity ratio, Asset Coverage ratio and outstanding Non-convertible debentures as on 31st December, 2020 for the purpose of submission to their Debenture trustees.

Management's Responsibility

The Company's Management is responsible for providing relevant information, explanations and their correctness for issuance of the certificate.

Auditor's Responsibility

Our responsibility is to certify the Debt Equity ratio, Asset Coverage ratio and outstanding Non-convertible debentures of M/s Venus India Asset Finance Pvt. Ltd. as on 31st December, 2020 (as per Annexure 1) as furnished by the company.

We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

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.

T R Chadha & Co., a partnership firm converted into T R Chadha & Co LLP (A limited liability partnership with LLP Identification No. AAF-3926) with effect from 28th December, 2015

T R Chadha & Co LLP

Chartered Accountants



Opinion

On the basis of the examination of the unaudited books of accounts and other relevant records and the further explanations/information given to us by the management of the company, we hereby certify, the Debt Equity ratio, Asset Coverage ratio and outstanding Non-convertible debentures as on 31st December, 2020 (as per Annexure 1) as furnished by the company as follows:-

1. Debt Equity Ratio

1.03

2. Asset Coverage Ratio:

1.97

3. The company has followings 475 (In No.) Non-convertible debentures (NCDs) outstanding as on 31st December, 2020.

Sta	ilio (o)	ilerepteijne	Travel Veiling	Sympanio
	्र क्षेत्रकार होते हैं	(Onks))		brugge
1.	325	1,00,000	3,25,00,000	Vistra ITCL (India) Limited
2.	150	10,00,000	15,00,00,000	Mitcon Trusteeship Services Limited
Total	475		18,25,00,000	•

The above NCDs are secured by first and exclusive charge over the monies raised by issue of the NCDs and all assets and receivables were procured with such monies. (Detailed workings of the same is attached as Annexure)

Restriction on Use

This certificate has been issued to the management of M/s Venus India Asset Finance Pvt. Ltd. for the purpose of internal use of the company's Debenture trustees and should not be used for any other purpose without our written consent.

For T R Chadha & Co LLP Chartered Accountants

Firm's Registration Number 006711N/N500028

DELH

Neena Goel

Partner

M. No. 057986

UDIN: 21057986AAAACZ3577

Place: New Delhi

Date: 10th February 2021

T R Chadha & Co., a partnership firm converted into T R Chadha & Co LLP (A limited liability partnership with LLP Identification No. AAF-3926) with effect from 28th December, 2015

T R Chadha & Co LLP

Chartered Accountants



Annexure-1

Detail of Calculations

1. Debt Equity Ratio:

Particulars	Amount in Rs. (In lacs)
Debentures	1,825.00
Borrowings	18,539.38
Total Debt (A)	20,364.38
Equity Share Capital	9,761.98
Reserves and surplus	9,946.05
Total Equity (B)	19,708.03
Debt Equity Ratio (A / B)	1.03

2. Asset Coverage Ratio:

Particulars	Amount in Rs. (In lacs)
Fixed Assets - Tangible	124.13
Other Assets	46,290.15
Less: Current Liabilities and Provisions (excl. current maturity of long-term loans and Short-term Borrowings)	6,341.87
Total (A)	40,072.41
Debentures	1,825.00
Borrowings	18,539.38
Total Debt Obligations	20,364.38
Asset Cover Ratio	1.97

T R Chadha & Co., a partnership firm converted into T R Chadha & Co LLP (A limited liability partnership with LLP Identification No. AAF-3926) with effect from 28^{th} December, 2015

VENUS INDIA ASSET - FINANCE PRIVATE LIMITED

Registered Office: 198/12-13, 2nd Floor Main Road, Remash Market, East of Kalizah, New Delhi-10055, India (CIR: U65921DL199SPTC081630)

Board: +91 120 4681234 Fax: +91 120 4681235, Website: www.venusfin.com, E-mail: Info@venusfin.com

Unaudited statement of financial results for the six months ended 30 September 2020

Unaudited statement of profit and loss	4		(Amount in ₹ lakh	
Unaudited statement of profit and loss	for the Six months ended 30 Septem	ber 2028	(FERODINAT CASO	
Particulars	For six mor	For the year ended		
1. Revenue form	Unaudited	Unaudited	Audited	
TOTAL ODERATIONS	30 September 2020	30 September 2019	31 March 2020	
			01 march 7050	
(b) Nel gain on fair value changes	2,065,72	2,598 49	4,544,6	
Total Revenue from operations (a.b.)	11.36	18 47	19 (
- Contracting	2,077.08	2,614.96	4,504.9	
. Total Income (1+2)		0.79	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
	2,077.08	2,615.75	4,564.6	
. Expenses			7,000,0	
(a) Finance costs				
(b) Impairment on linencial instruments	646.15	995 94	1.748 (
(c) Employee benefits expenses	722.14	(352.80)	647	
(d) Depreciation expenses	187.93	187.87	385	
(e) Other expenses	37.17	29.00	85 (
Total expenses (a+b+c+d+e)	146.65	248.14	485	
Profit before tax (3-4)	1,740.04	1,106.16	3,351.4	
Так ехрепне	337.04	1,507.60	1,213,	
(a) Current tex				
(b) Deferred tax (benefits)/charges	266.32	271.02	447	
Total tax expenses (a-b)	(196.42)	160.51	(87.	
Profit for the period (5-6)	69.90	431.63	359.	
	267.14	1,076,07	853.	
Other comprehensive income/(expense) net of tax litems that will not be reclassified to profit or tops				
(a) Remeasurement (losses)/ gains on defined benefit plans	(7.85)	3.59	/48	
(b) Income tax relating to items that will not be reclassified to profit or loss	1.98	(0.90)	(15.	
Other comprehensive (expense)/income net of tax (a+b)	(5,87)	2.69	3.	
Total comprehensive income (7+8)	261,27	1,078,76	(11.	
Paid-up equity share capital (Face value of the share is £ 10 each)	9,761,98	9,761,98	841.	
. Other equity as per balance sheet	9,845,35	9,874,00	9,761.	
Earnings per equity share (EPS)	7,500	3,074.00	9,584.	
*(EPS for six months not annualised)				
(a) Basic (f)	0.27*	<u>-</u>		
(b) Diluted (?)	0.27*	1.10*	0.	
(c) Face value per equity share (f)		1.10°	0.	
	10.00	10 00	10	





Note 1: Balance Sheet as at 30 September 2020

	Particulars	As at 30 September 2020	As at 31 March 2020
	ASSETS	Unaudited	Audited
ı	Financial assets		
3.	Cash and cash equivalents	426.86	846.53
D.	Other bank balances	1,556.91	1,517,00
C_	Loans	40,780.17	23,191.25
đ.	Investments	4,335.29	4,252.20
€.	Other financial assets	5.27	•,232.20 5 02
h	Non-financial essets	47,104.50	29,812.00
	Current tax assets (net)		
b .	Deferred tax assets (net)	457.88	515 86
c.	Property, plant and equipment	798.84	600.44
d.	Other non-financial assets	87.32	121.38
•	Anna Hou-mile Hospita	304.54	42.73
		1,648.56	1,280.41
	TOTAL ASSETS	48,753.06	31,092.4
	LIABILITIES AND EQUITY		
	LIABILITIES		
I.	Financial Habilities		
	Trade Payables		
	(i) total outstanding dues of micro enterprises and small enterprises		
	(ii) total outstanding dues of creditors other than micro enterprises	_ •_	0.6
	and small enterprises	74.79	105.9
b.	Debt securities	2.062.08	501.8
C.	Borrowings (other than debt securities)	19,335.75	10,641,4
đ.	Other financial liabilities	7,484.26	353.1
		28,956.88	11,603.1
H.	Non-Financial liabilities	1	,
8.	Provisions	148.37	119,6
b.	Other non-financial liabilities	40.48	23.6
		185.85	143.2
M.	EQUITY	į	
a.	Equity share capital	9,761,98	9.761.9
b.	Other equity	9,645.35	9,584.0
	TOTAL LIABILITIES AND EQUITY	19,607.33	19,346.0
	The constitute vine Editi	48,753.06	31 092 4





NOTES:

- 2 Vertus India Asset-Finance Private Limited (the 'Company') is registered under section 45-IA of Reserve Bank of India Act, 1934 to carry on business as a Non- Banking Financial Institution without accepting public deposits and engaged in a single business segment of providing short and medium term loan as a general purpose finance to borrowers in India only.
- 3 These financial results have been reviewed by the Audit Committee and approved by the Board of Directors in their meeting held on 28 December 2020. The limited review pursuant to the requirements of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), has been conducted by the Statutory Auditors.

These financial results have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting, prescribed under Section 133 of the Companies Act. 2013, and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time

4 COVID-19, a global pandemic had affected the world economy including India, leading to significant decline and votatility in financial markets and decline in economic activities. The Company's business is impacted by lower lending opportunities and decline in collection efficiencies. The impact of COVID-19 on Company's results remain uncertain and dependent on extent of spread of COVID-19, steps taken by the Government and central bank to mitigate the economic impact, steps taken by the Company and the time it 19, steps taken by the Government and central bank to mitigate the economic impact, steps taken by the Company's capital and takes for economic activities to resume at normal levels as a result of which, actual results may differ. The Company's capital and liquidity position remeins strong and would continue to be the focus area for the Company.

In accordance with the Reserve Bank of India ("the RBF) guidelines relating to COVID-19 Regulatory Package dated 27 March, 2020, 17 April, 2020 and 23 May 2020, the Company has granted moratorium upto six months on payment of all instalments and/ or interest, as applicable, falling due between 1 March 2020 and 31 August 2020 to all the eligible borrowers. For all such loans where moratorium is granted, the Company has kept ageing of such loans and their asset classification standable during the moratorium province.

The Company has recognized provisions as on 30 September 2020 towards its loan assets and investment in debt securities, based on the information available at this point of time, in accordance with the expected credit loss method. The Company believes that it has considered all the possible impact of the known events arising out of COVID-19 pandemic in the preparation of financial results. However, the impact assessment of COVID-19 is a continuing process given its nature and duration. The Company will continue to monitor any material changes to future economic conditions.

- 5 Hon'ble Supreme Court, in a public interest litigation (Gajendra Sharma Vs. Union of India & Anr), vide an interim order dated 03 September 2020 ('interim order'), has directed that accounts which were not declared non-performing assets ('NPA') till 31 August 2020, shall not be declared as NPA till further orders. Basis the said interim order, the Company has not classified any account as NPA, as per RBI norms after 31 August 2020 which was not NPA till 31 August 2020. Further, in light of the interim order, even NPA, as per RBI norms after 31 August 2020 which was not NPA till 31 August 2020 have not been and will not be, classified as NPA till accounts that would have otherwise been classified as NPA post 31 August 2020 have not been and will not be, classified as NPA till accounts that would have otherwise been classified as NPA post 31 August 2020 have not been and will not be, classified as NPA till accounts that would have otherwise been classified as NPA post 31 August 2020 have not been and will not be, classified as NPA till accounts that would have otherwise been classified as NPA post 31 August 2020 have not been and will not be, classified as NPA till accounts that would have otherwise been classified as NPA post 31 August 2020 have not been and will not be, classified as NPA till accounts that would have otherwise been classified as NPA till and the till account to the
- 6 The 325 units (31 March 2020 : 325 units) of non convertible debentures (NCDs) are secured by first and exclusive charge over the monies raised by issue of the NCDs and all assets and receivables procured with such monies.
- 7 There are no separately reportable business or geographical segments as per Indian Accounting Standard ('Ind AS') 108 on Operating Segments. The aforesaid is in line with the way operating results are reviewed and viewed by the chief operating decision maker.

NEW DELH

For and on behalf of the Board of Directors Venus India Asset-Finance Private Limited

Gauray Goel Director

(DIN: 00076111)

Place: Delhi

Date: 28th December 2020



BWR/BLR/HO/SRC/MM/0587/2018-19

18 Dec 2018

Mr Saket Mishra, Chief Executive Officer Venus India Asset Finance Private Limited AIC, 1st Floor, Sector 16, Noida - 201 301

Dear Sir,

Sub: Rating Review of Venus India Asset Finance Private Limited's NCD issue of ₹ 6.50 Crores with a tenor of 5 years

On review of Venus India Asset Finance Private Limited's performance based on the information and clarifications provided by your Company as well as information available in the public sources, we are pleased to inform you that the Brickwork Ratings (BWR) has reaffirmed the rating of the Venus India Asset Finance Private Limited's NCD issue of ₹ 6.50 Crores at BWR BBB [Pronounced as BWR Triple B] (Outlook: Stable). Instruments with this rating are considered to have moderate degree of safety regarding timely servicing of financial obligations. Such instruments carry moderate credit risk.

The Rating is valid till the maturity of the instrument and is subject to terms and conditions that were agreed in your mandate dated 23 Feb 2016, BWR letter Previous Reference number dated previous letter date and other correspondence, if any and Brickwork Ratings' standard disclaimer appended below. Brickwork would conduct surveillance periodically. Please note that Brickwork Ratings would need to be kept informed of any significant information/ development that may affect your Company's finances/ performance without any delay.

You are also requires to submit "No Default Statement" on a monthly basis.

Please acknowledge.

Best Regards,

Manunatha MSR

Head - Ratings Administration

Note: Rating Rationale of all accepted Ratings are published on Brickwork Ratings website. All non-accepted ratings are also published on Brickwork Ratings web-site. Interested persons are well advised to refer to our website www.brickworkratings.com. If they are unable to view the rationale, they are requested to inform us on brickworkratings.com.

Disclaimer: Hisckmark Ratings (BWR) has unsigned the taking based on the information obtained from the issuer and other reliable sources, which are deemed to be accurate, HWR has taken considerable steps to avoid any data distortion; however, it these not examine the precision or completeness of the information obtained. And hence, the information in this separa to presented us is "without any experts or implied warrands of any kind. HWR does not made any experientation in respect to the month or accuracy of any such information. The rating assigned by BWR should be recaled us an opinion inter thus a recommendation to buy, self or hold the taked instrument and HWR should not be highly for any lines incurred by users from any new of this report to its coverner. BWR has the right to change, suspend or withdraw the taking at any time for any reasons.

Brickwork Ratings India Pvt. Ltd.

3rd Floor, Raj Alkaa Park, Kalena Agrahara, Bannerghana Road, Bengahira - 560 076

Phone: +91 80 4040 9910 • Fax: +91 80 4040 9941 | info@prickworkratings.com • www.BrickworkRatings.com • www.Brickwork.com • www







Rating Rationale

Venus India Asset Finance Private Limited

Brickwork Ratings reaffirms the following rating assigned for Secured NCD issue of ₹ 6.5 Crs of Venus India Asset Finance Private Limited. (hereafter referred to as "VIAFPL" or the Company)

Particulars

Instrument	Previous Amount (Rs in Crs)	Present Amount (Rs in Crs)	Tenure	Previous Rating (Aug 2018)	Present Rading ⁶
Secured NCD	6.5	6.5	Loag Term	BWR BBB (Pronounced as BWR Triple B) (Outleok: Stable)	BWR BBB (Pronounced as BW) Triple B) (Outlook: Stable)
Total	6.5	6.5		INR Six Crores and Fift	y Lakhs Only

^{*}Please refer to BWR website work brickworkentings come for definition of the ratings

NCD Details:				isin
Nepusan		Coupon	Maturity Date	Particulars
Instrument	Issue Date	12% P.A.		
	31-Mar-2016	· · · · ·	31-Mar-2021	INE352PO7020
Securad NCD	31-142-2014	10,000	J	

BWR also withdraws the following rating assigned to Bank loan facilities:

Previous Limits	Present Limits (Rs in Crs)	Teaare	Previous Rating (Ang 2018)	Rating Withdrawn	
Fund Based	(Rs in Crs)		Long Term	BWR BBB (Pronounced as BWR Triple B) (Outlook: Stable)	BWR RBB (Pronounced as BWR Triple B) (Outlook: Stable)
Total	50	50	50 INR Fifty Crores		es Oaly



Rationale/Description of Key Rating Drivers/Rating sensitivities:

BWR has principally relied upon the audited financial of the Company up to FY18, unaudited financial results of Q1FY19 and projected financials, publicly available information, and information/clarifications provided by the Company's management.

The rating reaffirmation takes into account the experienced Promoters & Management, improved financial risk profile of the company backed by continuous growth in its loan portfolio, moderate asset quality and adequate capitalization. The rating, however, is constrained by the inherent risks associated with asset backed financing, which includes loans against property and shares, low seasoning of portfolio and standard risks associated with NBFCs.

Description of Key rating drivers:

Credit Strengths:

Experienced Promoter and professional management: VIAFPL is promoted by Venus India Structured Finance Fund (VISFF), registered in Mauritius which owns 78.69% stake in VIAFPL and 17.53% stake is owned by Mr. Gaurav Goel, who is the Chairman of the company and is also Managing Director of Diampur Sugar Mills Limited. The management is sper headed by Mr. Vikas Mehrotra is the Founder & Director of VIAFPL who has 25 years of experience in Finance Industry and Mr. Saket Mishra, Chief Executive Officer, an Experienced banker. The company is supported by well qualified and experienced professionals looking after credit risk, marketing, collections, audit and other support functions.

Improved financial profile: Outstanding loan portfolio grew to Rs 279 Crs in FY18 from Rs.201 Crores lin FY17 due to which the company reported better revenues from operations of Rs 38.96 crs and PAT of Rs 16.64 Crs in FY18 when compared to Rs 34.80 Crs and Rs 12.71 Crs respectively in FY17. Loan portfolio has further grew to Rs 317 Crs in QIFY19.

Comfortable Capitalization and liquidity position: The company has low leverage (0.48x), and as on 31st Mar 2018, their CRAR stood at 68.02% and 61.52% as on 30 June 2018 as against RBI s stipulated minimum requirement of 15%. Company maintains adequate liquidity as demonstrated in its ALM profile which do not have any material cash flow mismatches in the short to medium term. Inflows from recovery, as projected, is a key monitorable.

Credit Risks:

Customer Concentration Risk: VIAFPL offers security based lending products, like promoter funding, margin financing, loan against securities, ESOP financing, IPO Funding, structured financing and real estate funding with large ticket size. Top 10 exposures as a percentage of total portfolio stood at 69% as



on March 31, 2018, indicating concentration risk and any slippages from these standard accounts will have a material impact on the asset quality of the company and hence is a key rating sensitivity.

Moderate Asset quality: VIAFPLs asset quality has declined in FY18 mainly on account of slippage of a relatively larger account from standard to NPA. For FY18, GNPA and NNPA stood at 5.03% & 4.02% respectively as compared to GNPA & NNPA of 2.25% & 1.37% in FY17. However the asset quality has shown signs of improvement in Q1FY19 as GNPA & NNPA have marginally improved to 4.41% and 3.56% respectively. Since the company started its operations from FY14 onwards, portfolio is comparatively less seasoned and needs monitoring through business cycles.

Analytical Approach

VIAFPL is evaluated on the basis of its stand-alone financial strength. For arriving at its ratings, BWR has applied its rating methodology as detailed in the Rating Criteria detailed below (hyperlinks provided at the end of this rationale).

Rating Outlook: Stable

BWR believes VIAFPL's business risk profile will be maintained over the medium term. The 'Stable' outlook indicates a low likelihood of rating change over the medium term. Going forward, any major deterioration in asset quality and consequent decline in profitability would be the key rating sensitivities.

About the Company

Venus India Asset Finance Private Limited (VIAFPL) is registered with Reserve Bank of India (RBI) as a Non Deposit taking Non-Banking Financial Company (NBFC-ND) since October, 2000 and has its registered office in New Delhi. In March 2013, Venus India Structured Finance Fund (VISFF) and Goel Investment Limited took over the company and post change of ownership, the company is primarily engaged in venture debt finance/mezzanine lending/structured finance to small and growing businesses (SGBs) through a customized and comprehensive credit approach. VIAFPL offers security based lending products, like promoter funding, margin financing, loan against securities, ESOP financing, IPO Funding, structured financing and real estate funding.

Company Financial Performance

During FY18, the company's outstanding loan portfolio grew to Rs 279 Crs as against Rs 201 Crores in FY18. Its entire loan book is secured. For FY18, the company reported Net Operating Income of Rs 32.36 Crs and PAT of Rs 16.63 Crs as compared to Rs 28.11 Crs and PAT of Rs 12.49 Crs. As on 31 Mar 2018, the company has TNW of Rs 196 Crs with a comfortable gearing of 0.48x



Tinancial Biomres:			
y Financial Figures:	1 Y 10 (X)	$YYU^*(X)$	1717(7)
I magazal Ratios	166	201	279
oun Portfolio (Rs. Cr)	2.91	2.25	5.03
Ciross NPA %	2.36	1.37	4.02
Net NPA %	19.34	28.06	32.30
Net Interest Income (Rs. Cr)	11.1	12.48	16.63
PAT (Rs. Cr)	13.60	14.94	13.46
Net Interest Margin (NIM)		180	196
Tangible Net Worth (Rs. Cr)	127	84,52	68.02
CRAR	70.15	1	

Rating History for the last three years

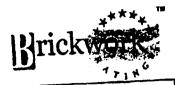
					Rating History	
SL No.	Instrument Facility	die	nt (Calon) (2018) (Sin Cas	2017	2016	2465
.1	Secured NCD	6.5	SWR BBS (Outlook: Stable)	BWR BBB Outlook: Stable	BWR BBB- Outlook: Stable	NA .
2	Bank lean	59	Withdrawn	BWR BBB Outlook: Stable	BWR BBB- Outlook: Stable	NA .

Hyperlink/Reference to applicable Criteria

- General Criteria
- Approach to Pinancial Ratios
- Banks & Financial Institutions

The my other criteria obtain hyperlinks from website

Analytical Contacts	Media
	media@brickworkratings.com
And the Mark Mark Administration	Relationship Contact
analyst@brickworkratings.com	



bd@brickworkratings.com

Phone: 1-860-425-2742

For print and digital media.

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IIWR complexity levels are meant for educating investors. The BWR complexity levels are available in the complexity levels are meant for educating investors queries can be sent to info@bricksockentings.com.

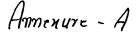
at myor bricksockentings.com/download/ComplexityLevels.pdf Investors queries can be sent to info@bricksockentings.com.

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BWR has its corporate office in Bengaluru and a country-wide presence with its offices in Ahmedabad, Chandigarh, Chennai, Guwahati, Hyderabad, Kolknia, Mumbai and New Delhi along with representatives in 150+ locations. BWR has rated debt instruments/bonds/bank loans, securitized paper of over ₹ 10.00,000 Cr. In addition, BWR has rated over 6300 MSMEs. Also, Fixed Deposits and Commercial Papers etc. worth over ₹24,440 Cr have been rated.

Brickwork Ratings (BWR) has assigned the rating based on the information obtained from the issuer and other reliable source Brickwork Ratings (BWR) has assigned the rating based on the information obtained from the issuer and other reliable sources, which are deemed to be accurate. BWR has taken considerable steps to avoid any data distortion; however, it does not examine the precision or completeness of the information obtained. And bases, the information in this report is presented "as is" without any express or implied warranty of any kind. BWR does not make any representation in respect to the truth or accuracy of any such information. The rating assigned by BWR should be tassed as an opinion rather than a recommendation to buy, sell or such information. The rating assigned by BWR should be tassed as an opinion rather than a recommendation to buy, sell or such information. The rating assigned by BWR should be tassed as an opinion rather than a recommendation to buy, sell or such information. The rating assigned by BWR should be tassed as an opinion rather than a recommendation to buy, sell or such information and BWR shall not be liable for any losses incurred by users from any use of this report or its contents both has the right to change, suspend or withdraw the ratings at any time for any reasons.





Details for depositing Cash:

Bank Name	ICICI bank Limited
Account Number	000405505605
IFSC Code	ICIC0000004
Bank Branch	ICICI Bank Ltd, 215, Free Press House, Free Press Marg, Nariman Point, Mumbai Maharashtra 400021
Date of Depositing	31/12/2020
UTR Number	PUNBH20366340253

Currently we have 325 listed NCD OF Rs. 100,000 each having ISIN NO. INE.352P07020

Allotment date:31st March 2016 Redemption date:31st March 2021

Therefore , we have deposit Rs. 3250/- towards to "Recovery Expense Fund" .

For Venus India Asset-Finance Pvt. Ltd.

New Delhi

Indu Singh Company Secretary 12/02/2021