

February 05, 2024

National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400001

Sub: Outcome of Board meeting in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Dear Sir/Madam,

In Continuation to our earlier intimation dated January 30, 2024 and pursuant to the provisions of Regulations 51(2) and 52 read with Part B of Schedule III of the SEBI Listing Regulations, we wish to inform you that the Board of Directors of Hero FinCorp Limited (“the Company”) in their meeting held today i.e. February 05, 2024, have inter alia, considered the following:

- Unaudited Financial Results of the Company for the third quarter and nine months ended on December 31, 2023 along with Limited Review Report of Joint Statutory Auditors, as reviewed and recommended by the Audit Committee and approved by the Board of Directors of the Company under Regulation 52 of SEBI Listing Regulations.
- Statement of disclosures pursuant to Regulation 52(4) of the SEBI Listing Regulations.
- Declaration w.r.t. Statement of Material Deviations under Regulation 52(7) and 52(7A) of SEBI Listing Regulations.
- Security Cover details of Non-Convertible Debt Securities for the quarter ended December 31, 2023 under Regulation 54 of SEBI Listing Regulations.
- Take note of Resignation of Mr. Matthew Russell Michelinini (DIN: 0009692765), Non - Executive Director of the Company with effect from close of business hours of February 05, 2024.
- Take note of Resignation of Mr. Vivek Chaand Sehgal (DIN: 00291126), Independent Director of the Company with effect from close of business hours of February 05, 2024.
- Appointment of Ms. Anuranjita Kumar (DIN: 05283847) as an Additional Director (Non - Executive Independent) for the period of 3 years commencing from February 05, 2024 upto February 04, 2027, not liable to retire by rotation, subject to approval of the members, a brief profile of Ms. Anuranjita Kumar is enclosed herewith.

The results will also be made available on website of the Company.

The Board meeting commenced at 02:30 P.M. and concluded at 05:00 P.M. (commenced at 01:00 P.M. and concluded at 3:30 P.M. Dubai Standard Time).

Request you to kindly take the same on your records.

Thanking you,

Yours truly,
For **Hero FinCorp Limited**

Shivendra Suman
Head - Compliance & Company Secretary
Membership No. – ACS18339

Encl: a/a

Hero FinCorp Ltd.

Registered Office : 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi-110057
Corporate Office: 09, Basant Lok, Vasant Vihar, New Delhi - 110057 India
Phones: +91-11-49487150; Fax: +91-11- 49487197 + 91-11- 49487198
Website : www.herofincorp.com CIN:U74899DL1991PLC046774

Price Waterhouse LLP
Chartered Accountants
252, Veer Savarkar Marg,
Shivaji Park, Dadar (West),
Mumbai – 400 028

B R Maheswari & Co LLP
Chartered Accountant
M-118, Block M,
Connaught Place, New Delhi
Delhi – 110 001

Review Report

To the Board of Directors of Hero FinCorp Limited

1. We have reviewed the accompanying unaudited standalone financial results of Hero FinCorp Limited (the “Company”/ “NBFC”) for the quarter ended December 31, 2023 and the year to date results for the period April 01, 2023 to December 31, 2023, which are included in the accompanying Statement of Unaudited Standalone Financial Results for the quarter and nine months ended December 31, 2023 (the “Statement”) being submitted by the Company pursuant to the requirements of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations, 2015”). We have signed the Statement for identification purposes only.
2. The Statement is the responsibility of the Company’s Management and has been approved by the Company’s Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
3. 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. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement has not been prepared in accordance with the applicable accounting standards and other recognised accounting practices and policies, and has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 52 of the Listing Regulations, 2015, including the manner in which it is to be disclosed, or that it contains any material misstatement, or that it has not been prepared in accordance with the relevant prudential norms issued by the Reserve Bank of India (RBI) in respect of Income recognition, asset classification, provisioning and other related matters, to the extent those are not inconsistent with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013.

For Price Waterhouse LLP
Chartered Accountants
Firm Registration Number: 301112E/E300264

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Sharad Vasant
Partner
Membership Number: 101119

UDIN: 24101119BKFNZC7871

Place: Mumbai
Date: February 5, 2024

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

SUDHIR
MAHESHWARI

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Date: 2024.02.05
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Sudhir Maheshwari
Partner
Membership Number: 081075

UDIN: 24081075BKFDIR4027

Place: New Delhi
Date: February 5, 2024

Hero FinCorp Limited

Registered office: 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi - 110057

Corporate office: 9, Community Centre, Basant Lok, Vasant Vihar, New Delhi - 110057

Fax: 011-49487197, Tel. No: 011-49487150, Website: www.herofincorp.com

CIN: U74899DL1991PLC046774

Statement of Unaudited Standalone Financial Results for the quarter and nine months ended December 31, 2023
₹ in Crore

Particulars	Quarter ended			Nine months ended		Year ended
	December 31, 2023	September 30, 2023	December 31, 2022	December 31, 2023	December 31, 2022	March 31, 2023
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
Income						
i Revenue from operations						
Interest income	1,774.56	1,696.26	1,392.71	5,087.94	3,876.56	5,363.69
Dividend income	-	0.00	-	0.00	-	0.74
Profit on sale of investments (net)	21.44	13.57	14.84	38.28	37.25	76.18
Rental income	-	-	0.01	-	0.11	0.11
Insurance commission	33.66	29.75	5.59	67.70	18.38	21.22
Others charges	155.72	134.04	135.25	435.48	409.20	541.83
Total revenue from operations	1,985.38	1,873.62	1,548.40	5,629.40	4,341.50	6,003.77
ii Other income	12.79	17.92	3.99	47.31	28.47	29.16
iii Total income (i + ii)	1,998.17	1,891.54	1,552.39	5,676.71	4,369.97	6,032.93
iv Expenses						
Finance costs	738.38	673.08	512.91	2,021.40	1,408.69	1,964.00
Net loss on fair value changes	57.98	47.01	86.13	220.34	167.66	302.05
Impairment on financial instruments	463.10	353.25	286.49	1,214.71	1,025.15	1,204.79
Employee benefits expenses	141.47	156.50	118.44	423.29	319.09	448.62
Depreciation and amortization	12.83	12.58	7.18	35.49	21.25	29.15
Other expenses	298.61	383.96	391.83	1,049.01	1,034.64	1,371.72
Total expenses	1,712.37	1,626.38	1,402.98	4,964.24	3,976.48	5,320.33
v Profit before tax (iii - iv)	285.80	265.16	149.41	712.47	393.49	712.60
vi Tax expense						
Current tax	75.59	65.86	47.36	215.48	137.05	197.70
Deferred tax / (credit) (net)	9.78	15.27	14.27	23.94	13.46	57.57
Total tax expense	85.37	81.13	61.63	239.42	150.51	255.27
vii Net profit after tax (v - vi)	200.43	184.03	87.78	473.05	242.98	457.33
viii Other comprehensive income/ (loss)						
a) Items that will not be reclassified to profit or loss:-						
Remeasurement of gains / (losses) on defined benefit plans	(0.59)	(1.33)	(0.48)	(1.42)	0.94	1.02
Income tax relating to items that will not be reclassified to profit or loss	0.15	0.34	0.12	0.36	(0.24)	(0.26)
Sub-total (a)	(0.44)	(0.99)	(0.36)	(1.06)	0.70	0.76
b) Items that may be reclassified to profit or loss:-						
Cash flow hedge reserve	(22.20)	14.57	6.96	(35.98)	(17.75)	(1.22)
Income tax relating to items that may be reclassified to profit or loss	5.59	(3.66)	(1.75)	9.06	4.47	0.31
Sub-total (b)	(16.61)	10.91	5.21	(26.92)	(13.28)	(0.91)
ix Other comprehensive income/ (loss) for the period/year, net of tax (a+b)	(17.05)	9.92	4.85	(27.98)	(12.58)	(0.15)
x Total comprehensive income for the period/year, net of tax	183.38	193.95	92.63	445.07	230.40	457.18
xi Earnings per equity share (refer note 6):						
(a) Basic (in ₹)	15.74	14.46	6.90	37.16	19.09	35.92
(b) Diluted (in ₹)	15.45	14.44	6.89	37.09	19.07	35.89
Face value per share (in ₹)	10.00	10.00	10.00	10.00	10.00	10.00

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Hero FinCorp Limited
Statement of Unaudited Standalone Financial Results for the quarter and nine months ended December 31, 2023

Notes:

- 1) Hero FinCorp Limited ('the Company') is a Non-Banking Financial Company registered with the Reserve Bank of India ('the RBI').
- 2) The standalone financial results for the quarter and nine months ended December 31, 2023 have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on February 05, 2024. These results have been subjected to limited review by joint statutory auditors in compliance with Regulation 52 of the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
- 3) The above financial results have been prepared in accordance with recognition and measurement principles laid down in accordance with the Indian Accounting Standard 34 "Interim Financial Reporting" ('Ind AS 34') as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and relevant rules issued thereunder and other recognized accounting practices and policies. Any applicable guidance/ clarifications/ directions issued by the Reserve Bank of India or other regulators are implemented as and when they are issued/ applicable.
- 4) The secured non-convertible debentures issued by the Company are fully secured by pari-passu charge by way of hypothecation of loan receivables of the Company, to the extent as stated in the respective information / placement memorandum. Further, the Company has maintained asset cover as stated in the information/ placement memorandum which is sufficient to discharge the principal amount and interest accrued but not due at all times for the secured non-convertible debt securities issued.
- 5) Pursuant to SEBI Circular No. SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021, as amended, the Company has listed Commercial Papers on National Stock Exchange (NSE).
- 6) Earnings per equity share for the quarters ended December 31, 2023, September 30, 2023, December 31, 2022 and nine months ended December 31, 2023 and December 31, 2022 have not been annualised.
- 7) Disclosure pursuant to Reserve Bank of India Notification RBI/DOR/2021-22/86 DOR.STR.REC.51/21.04.048/2021-22 dated September 24, 2021
 - a) Details in respect of loans not in default acquired through assignment during the nine months ended December 31, 2023

Particulars	Value
Count of loan accounts acquired	3,324
Amount of loan accounts acquired (₹ in Crore)	106.55
Retention of beneficial economic interest (MRR %)	10%
Weighted average maturity (residual maturity in months)	41.3
Weighted average holding period (in months)	8.8
Coverage of tangible security coverage	131%
Rating-wise distribution of rated loans	Not applicable

- b) The company has not transferred any Special Mention Account (SMA) and loans not in default during the nine months ended December 31, 2023.
 - c) The Company has not acquired or transferred any stressed loan during the nine months ended December 31, 2023.
- 8) Information as required by Regulation 52(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosures requirements) Regulations, 2015 as amended is attached as Annexure 1.
- 9) During the previous year, the Company had allotted 3,63,63,636 Compulsorily Convertible Preference Shares (CCPS) (comprising of 1,70,36,363 Class A CCPS and 1,93,27,273 Class B CCPS) of face value of ₹ 550 each aggregating to ₹ 2,000 crore. As per Section 43 of the Companies Act, 2013, the preference shares are classified as part of Share Capital. However, as per Ind AS 32 'Financial Instruments: Presentation' and terms and conditions of such preference shares, they are required to be classified as a financial liability. In accordance with Ind AS 32 'Financial Instruments: Presentation', the Company had classified these CCPS as a financial liability and presented it in accordance with Schedule III division III of the Companies Act, 2013 (disclosed under the head of Subordinated liabilities). These CCPS are subsequently measured at fair value through profit or loss as per Ind-AS 109 requirements. Further, the figures for the quarter and nine months ended December 31, 2022 represents published unaudited figures duly adjusted for the impact of classification of the CCPS as a financial liability as mentioned above. If these CCPS were classified in accordance with section 43 of the Companies Act, 2013 i.e., as equity, profit after tax for the nine months ended December 31, 2023, would be higher by ₹ 233.44 crore and total equity would be higher by ₹ 2,495.98 crore and subordinated liabilities would be lower by ₹ 2,495.98 crore as at December 31, 2023.

Hero FinCorp Limited
Statement of Unaudited Standalone Financial Results for the quarter and nine months ended December 31, 2023

- 10) The Company is engaged primarily in the business of financing, and accordingly, there are no separate reportable segments as per Ind AS 108 dealing with Operating Segment. The Company operates in a single geographical segment i.e. domestic.

For and on behalf of the Board of Directors of
Hero FinCorp Limited

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Abhimanyu Munjal
Jt. Managing Director & CEO
(DIN No. : 02822641)

Place: Dubai
Date: February 05, 2024

We have signed this statement for identification purposes only and this statement should be read in conjunction with our report dated February 05, 2024.

For Price Waterhouse LLP
Chartered Accountants
Firm Registration Number: 301112E/E300264

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Sharad Vasant
Partner
Membership Number: 101119
Place: Mumbai
Date: February 05, 2024

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

SUDHIR Digitally signed
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Date: 2024.02.05
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Sudhir Maheshwari
Partner
Membership Number: 081075
Place: New Delhi
Date: February 05, 2024

Hero FinCorp Limited
Statement of Unaudited Standalone Financial Results for the quarter and nine months ended December 31, 2023

Annexure 1

Disclosures in compliance with Regulations 52(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended for the quarter and nine months ended December 31, 2023

Particulars	Quarter ended			Nine months ended		Year ended
	December 31, 2023	September 30, 2023	December 31, 2022	December 31, 2023	December 31, 2022	March 31, 2023
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
a) Debt equity ratio (no. of times)	6.95	6.96	6.25	6.95	6.25	6.31
b) Debt service coverage ratio	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
c) Interest service coverage ratio	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
d) Outstanding redeemable preference shares (nos.)	-	-	-	-	-	-
e) Outstanding redeemable preference shares (values)	-	-	-	-	-	-
f) Capital redemption reserve / debenture redemption reserve	-	-	-	-	-	-
g) Net worth (₹ in Crore)	5,638.95	5,449.39	5,061.88	5,638.95	5,061.88	5,288.62
h) Current ratio	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
i) Long term debt to working capital	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
j) Current liability ratio	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
k) Total debts to total assets (%)	84.49	84.42	83.53	84.49	83.53	83.19
l) Debtors turnover	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
m) Inventory turnover	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
n) Operating margin (%)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
o) Net profit margin (%)*	10.03	9.73	5.65	8.33	5.56	7.58
p) Bad debts to account receivable ratio	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
q) Gross non performing assets (%)	4.74	4.87	5.92	4.74	5.92	5.38
r) Net non performing assets (%)	2.30	2.38	2.94	2.30	2.94	2.79
s) Provision coverage ratio (%)	52.62	52.46	51.96	52.62	51.96	49.60
t) Capital to risk weighted assets ratio (%) (Calculated as per RBI guidelines)	16.72	18.68	20.78	16.72	20.78	20.57
u) Liquidity Coverage Ratio (%) (Calculated as per RBI guidelines)	178.84	166.75	151.87	178.84	151.87	167.30

*not annualised for the quarter and nine months ended

Information as required pursuant to Regulation 52(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Formulae for computation of ratios are as follows:

(i) Debt equity ratio	:	(Debt securities + borrowings (other than debt securities) + subordinated debts) / (Equity share capital + other equity)
(ii) Net worth	:	Equity share capital + other equity
(iii) Total debts to total assets (%)	:	(Debt securities + borrowings (other than debt securities) + subordinated debts) / Total assets
(iv) Net profit margin (%)	:	Profit after tax / Total income
(v) Gross non performing assets (%)	:	Gross stage 3 loans / Gross loans
(vi) Net non performing assets (%)	:	(Gross stage 3 loans - impairment loss allowance for stage 3 loans) / (Gross loans - impairment loss allowance for stage 3 loans)
(vii) Provision coverage ratio (%)	:	Impairment loss allowance for stage 3 loans / Gross stage 3 loans

Annexure 1.1

If the CCPS were classified in accordance with section 43 of the Companies Act, 2013 i.e., as equity, (refer note 9 of the Unaudited Standalone Financial Results for the quarter and nine months ended December 31, 2023), key ratios would have been as below:

Particulars	Quarter ended		Nine months ended	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
a) Debt equity ratio (no. of times)	4.51	4.05	4.51	4.05
b) Net worth (₹ in Crore)	8,134.93	7,269.06	8,134.93	7,269.06
c) Total debts to total assets (%)	79.11	77.70	79.11	77.70
d) Net profit margin (%)	12.71	11.75	12.42	10.21

A. Statement of utilization of issue proceeds:

Name of the Issuer	ISIN	Mode of Fund Raising (Public issues/ Private placement)	Type of instrument	Date of raising funds	Amount Raised (in INR Crores)	Funds utilized (in INR Crores)	Any deviation (Yes/ No)	If 8 is Yes, then specify the purpose for which the funds were utilized	Remarks, if any
1	2	3	4	5	6	7	8	9	10
No NCDs were issued during the quarter, hence, Not Applicable									

B. Statement of deviation/ variation in use of Issue proceeds:

Particulars	Remarks					
Name of listed entity	Hero FinCorp Limited					
Mode of fund raising	Private placement basis					
Type of instrument	Non-Convertible Debentures					
Date of raising funds	N.A.					
Amount raised (In Rs. Crores)	Nil during the quarter					
Report filed for quarter ended	December 31, 2023					
Is there a deviation/ variation in use of funds raised?	N.A.					
Whether any approval is required to vary the objects of the issue stated in the prospectus/ offer document?	N.A.					
If yes, details of the approval so required?	N.A.					
Date of approval	N.A.					
Explanation for the deviation/ variation	N.A.					
Comments of the audit committee after review	N.A.					
Comments of the auditors, if any	N.A.					
Objects for which funds have been raised and where there has been a deviation/ variation, in the following table:						
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
No NCDs were issued during the quarter, hence, Not Applicable						
Deviation could mean:						
a. Deviation in the objects or purposes for which the funds have been raised.						
b. Deviation in the amount of funds actually utilized as against what was originally disclosed.						
For and on behalf of Hero FinCorp Limited SHIVENDRA KUMAR SUMAN Digitally signed by SHIVENDRA KUMAR SUMAN Shivendra Suman Head – Compliance & Company Secretary Date: 05/02/2024						

Date: February 05, 2024

To,
VISTRA ITCL (India) Limited
The IL&FS Financials Centre,
Plot No. C-22, G Block 6th, 7th Floor
Bandra Kurla Complex Bandra (East),
Mumbai – 400 051

The Board of Directors
Hero FinCorp Limited
34, Community Centre
Basant Lok, Vasant Vihar
Delhi 110057

Independent Auditor's certificate as per Regulation 54 and 56(1)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (the "Regulations") as at December 31, 2023 in respect of Hero FinCorp Limited (the "Company")

1. The management has requested us to certify the particulars contained in the accompanying Statement of Information for listed Non-Convertible Debentures ('NCDs') attached herewith (the 'Statement') of Hero FinCorp Limited (the 'Company') as at December 31, 2023. This Statement has been prepared by the Company to comply with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended till date (referred to as the 'Regulations') and as per circular no. SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated May 19, 2022 for the purpose of its onward submission to "Vistra ITCL (India) Limited" (referred to as the 'Company's Debenture Trustee').

Management's responsibility for the Statement

2. The preparation of the Statement is the responsibility of the Company's management including the creation and maintenance of all accounting and other records supporting its contents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
3. The Management is also responsible for ensuring the compliance with the requirements of the regulations and the Debenture Trust Deed ('DTD') for all listed NCDs issued and for providing all relevant information to the Debenture Trustee, including amongst others, maintaining Asset Coverage Ratio and for preparation and maintenance of covenants list and compliance with such covenants on a continuous basis as per the debenture trust deed

Auditor's responsibility for the Statement

4. It is our responsibility to obtain limited assurance and form an opinion as to whether the Statement is in agreement with the unaudited books of accounts and records furnished to us by the Company. We have relied on the said books of accounts and records furnished by the Company as on December 31, 2023. These books of accounts are unaudited and subject to limited review conducted by us in accordance with the Standard on Review Engagement (SRE) 2410, 'Review of Interim Financial Information Performed by Independent Auditor of the Entity' issued by Institute of Chartered Accountants of India ('ICAI'). The procedures performed in limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.
5. Pursuant to the request from management and is required by the Company's Debenture Trustee, it is our responsibility to examine the books and other records of the Company and provide limited assurance on whether the Company has maintained the required asset cover and complied with the covenants (as set out in the Statement) as per the requirements of DTDs for all outstanding listed NCDs and nothing has come to our attention that causes us to believe that the Statement and calculation thereof is not arithmetically accurate.

6. We have performed the following procedures in relation to the Statement:
 - (a) Obtained a list of receivables and other assets pledged as security against the outstanding listed NCDs;
 - (b) Read the information memorandum and debenture trust deed in relation the non-convertible debentures issued by the Company to assess the nature of the debentures i.e., secured or unsecured;
 - (c) Traced the amounts forming part of the Statement with the unaudited financial statements, underlying books of account and other relevant records and documents maintained by the Company as at December 31, 2023 and verified the arithmetical accuracy of the same;
 - (d) For the period ended December 31, 2023, we have verified Company's compliance with the debt covenants mentioned in Information Memorandums; and
 - (e) Recomputed the asset coverage ratio;
7. We conducted our examination in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the Guidance Note)' issued by the Institute of Chartered Accountants of India (ICAI). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. 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

9. Based on the procedures performed as mentioned in paragraph 5 & 6 above, records, documents and unaudited financial information for the period and quarter ended December 31, 2023 of the Company produced to us and information, explanations and representation given to us, nothing has come to our attention that causes us to believe that:
 - a. the particulars furnished in the Statement have not been accurately extracted from the unaudited financial statements for the period ended December 31, 2023, records and other documents of the Company as at December 31, 2023;
 - b. the asset cover maintained by the Company against the outstanding listed NCDs are not in line with respective DTDs;
 - c. the Company has not complied with the covenants as set out in the Statement; and
 - d. the Statement is not arithmetically accurate.

Restriction on use

10. This certificate has been issued at the request of the Company to comply with the aforesaid Regulations. As a result, this certificate may not be suitable for any other purpose and is intended solely and entirely for the above-mentioned purpose. Accordingly, our certificate should not be quoted or referred to in any other document or made available to any other person or persons without our prior written consent. Also, we neither accept nor assume any duty or liability for any other purpose or to any other party to whom our certificate is shown or into whose hands it may come without our prior consent in writing.

**Statement for Asset Coverage Ratio by Debenture Trustee in respect of Listed Debt Securities as at
December 31, 2023**

- a) We (Hero FinCorp Limited) vide its Board Resolutions and Information Memorandums / Offer Documents and under various Debenture Trust Deeds, have issued the following listed debt securities outstanding as at December 31,2023:

ISIN	Private Placement/ Public Issue	Secured/ Unsecured	Issued Amount (Rs. In crores)
INE957N07500	Private Placement	Secured	25
INE957N07526	Private Placement	Secured	150
INE957N07534	Private Placement	Secured	25
INE957N07542	Private Placement	Secured	100
INE957N07567	Private Placement	Secured	25
INE957N07583	Private Placement	Secured	100
INE957N07591	Private Placement	Secured	25
INE957N07617	Private Placement	Secured	50
INE957N07625	Private Placement	Secured	215
INE957N07633	Private Placement	Secured	200
INE957N07641	Private Placement	Secured	150
INE957N07666	Private Placement	Secured	150
INE957N07674	Private Placement	Secured	300
INE957N07682	Private Placement	Secured	400
INE957N07708	Private Placement	Secured	20
INE957N07716	Private Placement	Secured	265
INE957N07724	Private Placement	Secured	139
INE957N07732	Private Placement	Secured	250
INE957N07740	Private Placement	Secured	35
INE957N07757	Private Placement	Secured	50
INE957N08011	Private Placement	Unsecured	100
INE957N08029	Private Placement	Unsecured	100
INE957N08037	Private Placement	Unsecured	100
INE957N08045	Private Placement	Unsecured	125
INE957N08052	Private Placement	Unsecured	100
INE957N08060	Private Placement	Unsecured	25
INE957N08078	Private Placement	Unsecured	45
INE957N08086	Private Placement	Unsecured	100
INE957N08094	Private Placement	Unsecured	55
INE957N08102	Private Placement	Unsecured	100
Total			3,524

b) Asset Cover for listed debt securities:

i. The total assets of the listed entity provide adequate coverage of **1.29** times through pari-passu charge creation on the interest and principal, which is in accordance with the terms of debenture trust deed/information memorandum and through issue of listed debt securities and other borrowing arrangement (calculation as per statement of asset coverage ratio - Annexure I attached)

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

We have examined the compliances made by the listed entity in respect of the covenants/terms of the issue of the listed debt securities (NCD's) and certify that such covenants/terms of the issue have been complied by the listed entity.

For **B R Maheswari & Co LLP**

Chartered Accountants

Firm Registration Number: 001035N/N500050

SUDHIR

MAHESHWARI

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Sudhir Maheswari

Partner

Membership Number: 081075

Place: New Delhi

Date: February 05, 2024

UDIN: 24081075BKFDIQ2006

Annexure - I

Column A		Column B	Column C	Column C _I	Column C _{II}	Column C _{III}	Column C _{IV}	Column C _V	Column C _{VI}	Column C _{VII}	Column C _{VIII}	Column C _{IX}	Column C _X	Column C _{XI}	Column C _{XII}	Column C _{XIII}	Column C _{XIV}	Column O
Particulars		Description of asset for which this certificate relate	Exclusive Charge	Exclusive Charge	Pari-Passu Charge	Pari-Passu Charge	Pari-Passu Charge	Pari-Passu Charge	Assets not offered as Security	Eliminated amount (amount in negative)	Column J (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 or applicable (For Eg. Bank Balance, DSRA market value is not applicable)	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)	Related to only those items covered by this certificate		Total Value=(K+L+M+N)
Book Value	Book Value		Yes/ No	Book Value	with pari-passu charge)	Other assets on which there is pari-Passu charge (excluding items covered)	in column F)	Book Value	Book Value	debt amount considered more than once (due to exclusive plus pari passu charge)		Relating to Column F						
ASSETS																		
Property, Plant and Equipment									77.36		77.36							
Capital																		
Work-in-Progress																		
Right of Use Assets									100.85		100.85							
Goodwill																		
Intangible Assets									8.85		8.85							
Intangible Assets under Development																		
Investments																		
Loans		Retail SME & Corporate Loans							2,496.15		2,496.15							
Inventories																		
Trade Receivables									20.44		20.44							
Cash and Cash Equivalents									29.47		29.47							
Bank Balances other than Cash and Cash Equivalents									43.31		43.31							
Others									914.24		914.24							
Total									3,690.09		46,373.26							42,682.57
LIABILITIES																		

SUDHIR MAHESHWARI
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BRIEF PROFILE MS. ANURANJITA KUMAR

Ms. Anuranjita Kumar is a human resource veteran with over 25 years of experience working across the globe managing various assignments, including senior human resource roles in Asia, North America and Europe, through her stints at Citi Bank, Royal Bank of Scotland, and P&G.

She was heading HR for International Hubs in RBS for about 3 years prior to her entrepreneurial journey. Prior to that, she held a variety of senior roles in Citi Bank as Managing Director and CHRO for Citi Bank, South Asia, Head of HR for Europe Middle East & Africa Banking based in London, and Talent lead in New York, USA. She is equipped with global and cross-culture experience in the corporate world and has deep-seated knowledge about the working culture and dynamics in various countries. Throughout her career, Anuranjita focused on developing and executing commercially viable HR strategies, fostering global talent and cultivating a responsible and enriching culture. She believes in the progress of its people and customers.

Anuranjita is now the Founder and CEO for We-ACE. It is global platform that is focused on balancing workplaces through engagement, enablement and employment of women in the industry. In a short time, the platform has over 200,000+ women engaged for products and services with over 100 Industry clients engaged.