

**Date: July 28, 2025**

**To,**  
**The Manager - Listing Department,**  
**Bombay Stock Exchange Limited,**  
1st Floor, P J Tower, Dalal Street, Mumbai 400001

**Sub: Security Cover Certificate pursuant to Disclosure under Regulation 54 and 56(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations ") - Security Cover Certificate as at 30th June 2025.**

Dear Sir/Madam,

Pursuant to the Regulation 54 of the Listing Regulations, as amended, kindly find enclosed herewith the Security Cover Certificate including disclosure including compliance with all covenants in respect to the Listed Non-Convertible Debentures of the Company outstanding as on June 30, 2025, issued by M/s GSA and Associates LLP Chartered Accountants (ICAI Firm Registration Number: 000257N/N500339), Statutory Auditors of the Company.

The same has been submitted along with the Unaudited financial results for the quarter ended June 30, 2025.

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

Thanking you,

**For Midland Microfin Limited**

**Amardeep Singh Samra**  
**Managing Director**  
**DIN: 00649442**

**Independent Auditor's certificate for the Statement of Information on Asset Cover Maintained and Compliance of Covenants for Listed Non-Convertible Debentures of Midland Microfin Limited in accordance with Regulation 56(1)(d) of SEBI (LODR) Regulations, 2015, as amended**

To,  
The Board of Directors  
Midland Microfin Limited  
The AXIS, Plot No. 1, R.B. Badri Dass Colony,  
G.T. Road, Jalandhar

28<sup>th</sup> July, 2025

Dear Sir

This certificate is issued in accordance with the terms of our engagement letter dated 25<sup>th</sup> June, 2025 entered with Midland Microfin Limited (hereinafter 'the Company') for issuing independent Auditor's certificate for the Statement of information on asset cover maintained and compliance of covenants for listed non-convertible debentures in accordance with Regulation 56(1)(d) of SEBI (LODR) Regulations, 2015, as amended

1. 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.
2. We conducted our examination of the details 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. 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.

**3. Management's Responsibility**

The management of the Company is responsible for compliance with the aforesaid SEBI regulation for maintenance of asset cover and Compliance of Covenants for Listed Non-Convertible Debentures. Management of the company is also responsible for preparation and maintenance of all the data & other relevant supporting records and documents required for compliance of aforesaid regulation including passing of Board resolution, preparation of information memorandum/offer documents and entering into debenture trust deeds with debenture trustee.

**4. Auditor's Responsibility**

Pursuant to the aforesaid requirements, it is our responsibility to provide limited reasonable assurance in the form of certificate as to: -

- a) Whether the Company has maintained 100% or higher asset cover as per the terms of offer documents/information memorandum/debenture trust deeds.
- b) Whether Company has complied with all the covenants of offer documents/information memorandum/debenture trust deeds.

**5. Procedure Performed**

For the purpose of the certificate, we have planned and performed the following procedures to determine whether anything has come to our attention that causes us to believe that there is a situation where company has not maintained asset cover of 100% or higher asset cover as per the terms of offer documents/information memorandum/ debenture trust deeds or not complied with all the covenants of the above-mentioned documents:

- a) We obtained the placement memorandum & Debenture Trust Deeds of each listed NCD.
- b) Checked the amount forming part of the Statement of Information on Asset Cover from reviewed financial statement and placement memorandum.
- c) Recomputed the asset cover ratio.
- d) Traced such covenants and the status of compliance with such covenants.



**6. Conclusion**

Based on our examination as mentioned above, and the information and explanations given to us by the company, nothing has come to our attention that causes us to believe that the company has not maintained 100% asset cover (Refer Annexure-I); and has not complied with all the covenants/terms of the issue in respect of the listed entity.

**7. Restriction of use**

This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of onward submission to the Debenture 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 report is shown or into whose hands it may come without our prior consent in writing.

**For GSA & Associates LLP**

**Chartered Accountants**

Firm Registration No.: 000257N/N500339



**Tanuj Chugh**

Partner

Membership No.: 529619

Place: New Delhi

Date: 28<sup>th</sup> July, 2025

**UDIN – 25529619BMIVHW2952**

Appendix 1

| Column A   | Column B   | Column C         | Column D         | Column E           | Column F           | Column G           | Column H                       | Column I  | Column J         | Column K   | Column L   | Column M   | Column N  | Column O  |
|--|--|------------------|------------------|--------------------|--------------------|--------------------|--------------------------------|---|------------------|--|--|--|---|---|
| Particulars  | Description of asset for which this certificate relate | Exclusive Charge | Exclusive Charge | Part- Passu Charge | Part- Passu Charge | Part- Passu Charge | Assets not offered as Security | Elimination amount (amount in negative)   | (Total C to H)   | Market Value for Assets charged on Exclusive basis | Carrying /book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRM market value is not applicable) | Market Value for Assets charged on Exclusive basis | Carrying value/book value for pari passu assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRM market value is not applicable) | Related to only those items covered by this certificate |
|  |  | Book Value       | Book Value       | Yes/ No            | Book Value         | Book Value         | Book Value                     | debt amount considered more than once (due to exclusive plus pari passu charge) |                  | Market Value for Assets charged on Exclusive basis | Carrying /book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRM market value is not applicable) | Market Value for Assets charged on Exclusive basis | Carrying value/book value for pari passu assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRM market value is not applicable) | Related to Column F                                     |
| <b>ASSETS</b>                                      |  |                  |                  |                    |                    |                    |                                |   |                  |  |  |  |   |   |
| Property, Plant and Equipment                      |  |                  |                  | No                 | NA                 | NA                 | 138.60                         |   | 138.60           |  |  |  |   |   |
| Capital Work-in-Progress                           |  |                  |                  | No                 | NA                 | NA                 | -                              |   | -                |  |  |  |   |   |
| Right of Use Assets                                |  |                  |                  | No                 | NA                 | NA                 | 40.98                          |   | 40.98            |  |  |  |   |   |
| Goodwill   |  |                  |                  |                    |                    |                    |                                |   |                  |  |  |  |   |   |
| Intangible Assets                                  |  |                  |                  | No                 | NA                 | NA                 | 23.18                          |   | 23.18            |  |  |  |   |   |
| Intangible Assets under Development                |  |                  |                  | No                 | NA                 | NA                 | -                              |   | -                |  |  |  |   |   |
| Investments  |  |                  |                  | No                 | NA                 | NA                 | 1,591.58                       |   | 1,591.58         |  |  |  |   |   |
| Loans  |  | 3,453.51*        | 15,778.32*       | No                 | NA                 | NA                 | 2,948.91                       |   | 21,580.74**      | 3,453.51   |  |  |   | 1,618.13  |
| Inventories  |  |                  |                  |                    |                    |                    |                                |   |                  |  |  |  |   |   |
| Trade Receivables                                  |  |                  |                  | No                 | NA                 | NA                 | 14.40                          |   | 14.40            |  |  |  |   |   |
| Cash and Cash Equivalents                          |  |                  | 582.35           | No                 | NA                 | NA                 | 2,314.57                       |   | 2,896.92         |  |  |  |   |   |
| Bank Balances other than Cash and Cash Equivalents |  |                  | 1,375.28         | No                 | NA                 | NA                 | 714.01                         |   | 2,089.29         |  |  |  |   |   |
| Others   |  |                  |                  | No                 | NA                 | NA                 | 836.47                         |   | 836.47           |  |  |  |   |   |
| <b>Total</b>                                       |  | <b>3,453.51</b>  | <b>17,755.95</b> |                    |                    |                    | <b>8,022.70</b>                |   | <b>29,212.16</b> | <b>3,453.51</b>                                    |  |  |   | <b>1,618.13</b>   |



*Signature*

| Column A   | Column B   | Column C                       | Column D         | Column E          | Column F                        | Column G          | Column H                       | Column I                         | Column J       | Column K   | Column L  | Column M   | Column N  | Column O              |
|--|--|--------------------------------|------------------|-------------------|---------------------------------|-------------------|--------------------------------|----------------------------------|----------------|--|---|--|---|-----------------------|
| Pertinents   | Description of asset for which this certificate relate | Exclusive Charge               | Exclusive Charge | Pari-Passu Charge | Pari-Passu Charge               | Pari-Passu Charge | Assets not offered as Security | Elimination (amount in negative) | (Total C to H) | 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, DSSA market value is not applicable) | Market Value for Assets charged on Exclusive basis | Carrying value/Book value for pari passu assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSSA market value is not applicable) | Total Value=(K+L+M+N) |
| LIABILITIES  |  | Book Value                     | Book Value       | Yes/ No           | Book Value                      | Book Value        |                                |                                  |                |  |   |  |   | Relating to Column F  |
| Debt securities to which this certificate pertains   | Listed Non Convertible Debentures                      | 3,112.07 <sup>**</sup>         |                  | No                | NA                              | NA                |                                |                                  | 3,112.07       |  |   |  |   |                       |
| Other debt sharing pari-passu charge with above debt |  |                                |                  |                   |                                 |                   |                                |                                  |                |  |   |  |   |                       |
| Other Debt   |  | not to be filled               |                  | No                | NA                              | NA                | 1,253.56                       |                                  | 1,253.56       |  |   |  |   |                       |
| Subordinated debt                                    |  |                                |                  |                   |                                 |                   |                                |                                  |                |  |   |  |   |                       |
| Borrowings   |  |                                |                  |                   |                                 |                   |                                |                                  |                |  |   |  |   |                       |
| Bank   |  |                                |                  |                   |                                 |                   |                                |                                  |                |  |   |  |   |                       |
| Debt Securities                                      |  |                                |                  | No                | NA                              | NA                |                                |                                  | 7,193.24       |  |   |  |   |                       |
| Others   |  |                                |                  | No                | NA                              | NA                | 273.70                         |                                  | 3,386.62       |  |   |  |   |                       |
| Trade payables                                       |  |                                |                  | No                | NA                              | NA                |                                |                                  | 6,627.52       |  |   |  |   |                       |
| Lease Liabilities                                    |  |                                |                  | No                | NA                              | NA                | 38.10                          |                                  | 38.10          |  |   |  |   |                       |
| Provisions   |  |                                |                  | No                | NA                              | NA                | 43.90                          |                                  | 43.90          |  |   |  |   |                       |
| Others   |  |                                |                  | No                | NA                              | NA                | 37.48                          |                                  | 37.48          |  |   |  |   |                       |
| Total  |  | 3,112.07                       | 16,933.68        | No                | NA                              | NA                | 398.19                         |                                  | 398.19         |  |   |  |   |                       |
| Cover on Book Value                                  |  | 1.11                           |                  |                   |                                 |                   | 2,044.93                       |                                  | 22,090.68      |  |   |  |   |                       |
| Cover on Market Value                                |  |                                |                  |                   |                                 |                   |                                |                                  |                |  |   |  |   |                       |
|  |  | Exclusive Security Cover Ratio |                  |                   | Pari-Passu Security Cover Ratio |                   |                                |                                  |                |  |   |  |   |                       |

\*Includes Ind-AS adjustment for effective rate of interest on listed debt securities of Rs. 48.64 Mn and interest accrued on listed debt securities of Rs. 7.27 Mn.

\*\*Amount of loans charged on exclusive basis as mentioned in Column C & D include principal outstanding only.

\*\*\*Implies outstanding of loans grossed up of impairment loss reserve.



*Signature*

**Annexure A**

**Security cover certificate as per Regulation 54(3) of the Securities and Exchange Board of India (LODR) Regulation, 2015 as on June 30, 2025**

We hereby confirm that Midland Microfin Limited (the 'Company') having its registered office at The AXIS, Plot No.1, R.B. Badri Dass Colony, G.T Road, Jalandhar, Punjab-144001, as at June 30, 2025 has an security cover to the extent of 1.11 times of outstanding amount of Listed Secured Redeemable Non-Convertible Debentures.

The Company has complied with the covenants in respect of outstanding Listed Secured Redeemable Non-Convertible Debentures as on June 30, 2025 except as reported.

Working of Security Cover (for secured Listed Debentures) as per SEBI Circular SEBI/HO/MIRSD/MIRSD\_CRADT/CIR/P/2022/67 dated May 19, 2022 is attached as Appendix 1.

For Midland Microfin Limited



Name: Amardeep Singh Samra  
Designation: Managing Director



Place: Jalandhar  
Date: July 28, 2025

**Midland Microfin Limited**

Regd. & Corporate Office: The Axis, Plot No. 1, R.B. Badri Dass Colony, BMC Chowk, G.T. Road, Jalandhar-144001 (Punjab), India  
Tel: 0181-5085555, 5086666 | Fax: 0181-5087777 | Email : info@midlandmicrofin.com | Website : www.midlandmicrofin.com

CIN : U65921PB1988PLC008430