



November 14, 2022

**BSE Limited
Department of Corporate Services,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001**

Subject: Compliance pursuant to Regulation 54 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ref: DMI Finance Private Limited (Scrip Code: 959747).

Dear Sir/Madam,

Registered Office:
Express Building, 3rd Floor,
9-10, Bahadur Shah Zafar
Marg, New Delhi-110002
T: +91 11 41204444
F: +91 11 41204000
email: dmi@dmifinance.in
U65929DL2008PTC182749

Pursuant to Regulation 54(3) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (as amended from time to time) (“**Listing Regulations**”), We hereby, declare that the Secured Listed Non-Convertible Debentures (NCDs) issued by the Company are secured by way of first exclusive charge by hypothecation of book debts/loans to the extent stated in the Offer Document/Placement Memorandum for the quarter ended September 30, 2022.

The Security/Asset Cover Certificate certified by M/s S.N. Dhawan & Co (Firm Registration Number- 000050N/N500045), Statutory Auditors of the Company for the quarter ended September 20, 2022 is enclosed herewith as **Annexure-I** pursuant to Regulation 54(3) of Listing Regulations read with SEBI circular SEBI/HO/MIRSD_CRADT/CIR/P/2022/67 dated May 19, 2022.

Further, pursuant to Regulation 54(2) of Listing Regulations, the extent and nature of security created and maintained with respect to secured listed NCDs has been disclosed in the unaudited financial results of the Company for quarter and half and year ended September 30, 2022.

You are requested to kindly take the same on records.

Thanking You,

Yours sincerely,

For DMI Finance Private Limited

**Sahib Pahwa
Head- Company Secretary & Compliance
A24789
Express Building, 3rd Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi- 110002**

Enclosed: As above

S.N. Dhawan & CO LLP

Chartered Accountants

2nd floor, 51-52, Sector 18,
Phase IV, Udyog Vihar, Gurugram,
Haryana 122016, India

Tel: +91 124 481 4444

Independent Auditor's Report on Security Cover as at September 30, 2022 under Regulation 54 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) for submission to Securities and Exchange Board of India (SEBI)

To,
The Board of Directors
DMI Finance Private Limited
Express Building, 3rd Floor,
9-10, Bahadur Shah Zafar Marg ,
New Delhi-110002

1. This Report is issued in accordance with the terms of our engagement letter dated October 3, 2022 with DMI Finance Private Limited (the "Company").
2. We S.N. Dhawan & CO LLP, Chartered Accountants are the Statutory Auditors of the Company and have been requested by the Company to examine the accompanying Statement showing 'Security Cover for the listed non-convertible debt securities as at September 30, 2022' (the "Statement") which has been prepared by the Company from the unaudited financial information and other relevant records and documents maintained by the Company as at September 30, 2022 pursuant to the requirements of the Regulation 54 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the "SEBI Regulations"), and has been initialled by us for identification purpose only.

This Report is required by the Company for the purpose of submission to SEBI to ensure compliance with the SEBI Regulations and SEBI Circular SEBI/ HO/ MIRSD/ MIRSD_CRADT/ CIR/ P/ 2022/67 dated May 19, 2022 ("the circular") in respect of its listed non-convertible debt securities as at September 30, 2022 ("Debentures").

Management's responsibility

3. The preparation of the Statement is the responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Management of the Company is also responsible for ensuring that the Company complies with all the relevant requirements of the SEBI Regulations, Companies Act, 2013 and other applicable laws and regulations, as applicable and for providing all relevant information to the SEBI and to ensure that Security Cover Ratio as on September 30, 2022 is in compliance with SEBI circular no. SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated May 19, 2022 with the minimum security cover requirement as per the terms of offer document/information memorandum and/or Debenture Trust Deed and as per the SEBI Regulations as given in Annexure I attached to this certificate.



Auditor's Responsibility

6. Pursuant to the requirements of the SEBI Regulations, it is our responsibility to provide a limited assurance as to whether the Company has maintained security cover ratio as per the minimum requirement stated in SEBI Regulations and the terms of the Information Memorandum and Debenture Trust Deed
7. We have audited the financial statements for the year ended on March 31, 2022 and issued an unmodified audit opinion vide our report dated May 20, 2022. We have also done limited review of financial results as at and for the half-year ended September 30, 2022 pursuant to the requirements of Regulation 52 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and issued Limited Review Report dated November 14, 2022. Our audit of financial statements and review of financial results was conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India.
8. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI and the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 in so far as applicable for the purpose of this Certificate, which includes the concepts of test checks and materiality. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
9. 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.
10. Our scope of work did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial results of the Company taken as a whole. We have not performed an audit, the objective of which would be the expression of an opinion on the financial results, specified elements, accounts, or items thereof, for the purpose of this report. Accordingly, we do not express such an opinion.
11. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the applicable criteria, mentioned in paragraph 6 above. The procedures performed vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Accordingly, we have performed the following procedures in relation to the Statement:
 - (a) We have reviewed the unaudited financial results of the Company as at and for the half year ended September 30, 2022.
 - (b) Obtained and read the Debenture Trust Deed and the Information Memorandum and noted the security cover percentage required to be maintained by the Company in respect of Debentures, as indicated in Annexure I of the Statement.
 - (c) Traced and agreed the outstanding amount of the debentures and interest accrued as on September 30, 2022 to the unaudited financial information of the Company as at and for the half year ended September 30, 2022 referred to in paragraph 11(a) above.
 - (d) Obtained and read the particulars of security cover required to be provided in respect of Debentures as indicated in the Debenture Trust Deed and the Information Memorandum and compared it with the information furnished in Annexure I of the Statement.



- (e) Traced the value of assets indicated in Annexure I of the Statement to the unaudited financial information as at and for the half year ended September 30, 2022, referred to in paragraph 11(a) above, and other relevant records maintained by the Company.
 - (f) Examined and verified the arithmetical accuracy of the computation of security cover indicated in Annexure I of the Statement.
 - (g) Performed necessary inquiries with the Management and obtained necessary representations.
- 12 We have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate.

Conclusion

- 13 Based on the procedures performed by us, as referred to in paragraph 11 above, and according to the information and explanations received and management representations obtained, nothing has come to our attention that causes us to believe that the Company has not maintained the minimum required security cover as per the terms of the Information Memorandum and Debenture Trust deed and as per the SEBI Regulations.

Restriction on Use

14. The Report has been issued at the request of the Company, solely in connection with the purpose mentioned in paragraph 2 above and to be submitted with the accompanying Statement to the SEBI/Stock Exchanges and is not to be used or referred to for any other person. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come. We have no responsibility to update this certificate for events and circumstances occurring after the date of this report.

For **S.N. Dhawan & CO LLP**
Chartered Accountants
Firm Registration No.: 000050N/N500045



Vinesh Jain

Partner

Membership No.: 087701

UDIN: 22087701 BCZOHU 8037



Place: Gurugram

Date: November 14, 2022

DMI FINANCE PRIVATE LIMITED

Express Building, 3rd Floor, Bahadur Shah Zafar Marg, New Delhi-110002

CIN - U65929DL2008PTC182749

SECURITY COVER FOR LISTED NON-CONVERTIBLE DEBT SECURITIES

Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H
Particulars		Exclusive Charge	Exclusive Charge	Pari- Passu Charge	Pari- Passu Charge	Pari- Passu Charge	Assets not offered as Security
	Description of asset for which this certificate relate	Debt for which this certificate being issued	Other Secured Debt	Debt for which this certificate being issued	Assets shared by pari passu debt holder (includes debt for which this certificate is issued & other debt with pari-passu charge)	Other assets on which there is pari-Passu charge (excluding items covered in column F)	
		Book Value	Book Value	Yes/ No	Book Value	Book Value	
ASSETS							
Property, plant and equipment		-	-	No	-	-	145.68
Capital work-in- progress		-	-	No	-	-	1.66
Right of use assets		-	-	No	-	-	211.20
Goodwill		-	-	No	-	-	-
Other intangible assets		-	-	No	-	-	28.41
Intangible assets under development		-	-	No	-	-	-
Investments		-	-	No	-	-	4,300.84
Loans	Book Debts receivables	844.34	23,723.06	No	-	-	38,754.75
Inventories		-	-	No	-	-	-
Trade receivables		-	-	No	-	-	16.13
Cash and cash equivalents		-	-	No	-	-	5,729.71
Bank Balances other than cash and cash equivalents	Lien marked fixed deposits	-	219.10	No	-	-	1,029.28
Others		-	-	No	-	-	2,960.75
Total		844.34	23,942.16		-	-	53,178.41
LIABILITIES							



Debt securities to which this certificate pertains	Listed secured NCD	511.30		Yes	-	-	511.30
Other debt sharing pari-passu charge with above debt			-	No	-	-	-
Other Debt			-	No	-	-	-
Subordinated debt			-	No	-	-	-
Borrowings			-	No	-	-	-
Bank (see note 'i' below)	Term loans and cash credits		14,762.53	No	-	-	14,762.53
Debt Securities (see note 'i' below)			-	No	-	-	18,041.26
Others	Securitisation - PTC Borrowing		2,370.21	No	-	-	2,370.21
Trade payables	Excluding other payables		-	No	-	-	1,142.46
Lease liabilities			-	No	-	-	255.53
Provisions			-	No	-	-	94.75
Others			-	No	-	-	891.45
Total		511.30	17,132.74		-	-	38,069.49
Cover on book value		1.65					
Cover on market value		1.65					
				Exclusive Security Cover Ratio			

Notes:

- The borrowings from banks and other borrowings represents contractual outstanding amount. Debt securities represents contractual outstanding amount + interest accrued as on September 2022.
- The Market Value for Assets charged on Exclusive basis is considered the same as the carrying value in the books accordingly not disclosed.
- The above information is disclosed for the debentures issued upto 30 September 2022.

For DMI Finance Private Limited



Authorised Signatory
Name: Krishan Gopal
Designation: Chief Financial Officer
Place: New Delhi
Date: November 14, 2022

