



Date: February 04, 2025

To, Listing Compliance BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai 400 001 Maharashtra

# <u>Subject: Outcome of the meeting of Board of Directors under Regulation 50 and 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</u>

Respected Sir/Madam,

In continuation to our intimation dated January 30, 2025, and pursuant to Regulation 50 and 51 and all other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Board of Directors of the Company in its meeting held on February 04, 2025, at 04:00 P.M. inter alia considered and approved the following;

- 1. Unaudited Financial Results along with Limited Review Reports for the quarter & nine months ended December 31, 2024;
- 2. Re-appointment of Mr. Amardeep Singh Samra, as Managing Director of the Midland Microfin Limited subject to the members' Approval;
- 3. First and Final calls on the Partly Paid-up Equity Shares and Partly Paid-up 0.001% Compulsory Convertible Preference Shares (CCPS);
- 4. Redemption of 0.02% (Div.) Cumulative, Non-Participative, Non-Convertible, Compulsorily Redeemable Preference Shares ("Preference Shares") of Rs. 10 each;
- 5. Payment of Interim Dividend on 0.02% (Div.) Cumulative, Non-Participative, Non-convertible, Compulsorily Redeemable Preference Shares ("Preference Shares") from April 1, 2024 till the Maturity Date.; and
- 6. Reclassification of the Shareholders as Public instead of Promoter Group.

The aforesaid meeting was concluded at 06:10 P.M.

You are requested to take the above information on your record under the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours Faithfully For Midland Microfin Limited

Kapil Kumar Ruhela Company Secretary & Chief Compliance Officer M. No. ACS-63313

CC:

**To, The Managing Director, INDIA INTERNATIONAL EXCHANGE (IFSC) LTD.**, 1st Floor, Unit No. 101, The Signature, Building no. 13B, Road 1C, Zone 1, GIFT SEZ, GIFT City, Gandhinagar, Gujarat – 382355

### Midland Microfin Limited

Regd. & Corporate Office: The Axis, Plot no. 1, RB Badri Dass Colony, BMC Chowk, G.T. Road Jalandhar – 144001 INDIA. Tel.: 0181 – 5085555, 5086666 Fax: 5087777, email id: <u>info@midlandmicrofin.com</u>, Website: <u>www.midlandmicrofin.com</u> CIN – U65921PB1988PLC008430





# Declaration pursuant to Regulation 52 (3)(a) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("Listing Regulations")

In compliance of the provisions of Regulation 52(3)(a) of the Listing Regulations, we hereby declare that by M/s GSA and Associates LLP Chartered Accountants (ICAI Firm Registration Number: 000257N/N500339), Statutory Auditors of the Company, have issued Audit Reports with Unmodified Opinion on the Unaudited Financial Results for the quarter and nine months ended December 31, 2024.

Yours faithfully,

For Midland Microfin Limited

Amardeep Singh Samrandha Managing Director DIN: 00649442

Date: February 04, 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

Chartered Accountants

# Independent Auditor's Review Report on Unaudited Quarterly and Year to Date Financial Results Pursuant to the Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, of Midland Microfin Limited for the period ended 31<sup>st</sup> December 2024

The Board of Directors, Midland Microfin Limited

- We have reviewed the accompanying Statement of Unaudited Financial Results of Midland Microfin Limited ("the Company") for the quarter ended 31<sup>st</sup> December 2024 and year to date results for the period from 01<sup>st</sup> April 2024 to 31<sup>st</sup> December 2024 ("the Statement") being submitted by the Company pursuant to the requirement of Regulation 52 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations, 2015") (as amended).
- 2. The preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" (Ind AS 34) as prescribed under section 133 of the Companies Act, 2013 read with the relevant Rules issued thereunder and other accounting principles generally accepted in India is the responsibility of the Company's management and has been approved by the Board of Directors of the Company. 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 Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
- 4. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement of Unaudited Financial Results, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other recognized accounting practices and policies generally accepted in India has not disclosed the information required to be disclosed in terms of Regulation 52 of the Listing Regulations, 2015 (as amended) including the manner in which it is to be disclosed, or that it contains any material misstatement.



## 5. Other Matters

a. The statement includes comparative financial figures of the Company for the quarter and nine months ended 31<sup>st</sup> December 2023, which have been reviewed by the predecessor auditor vide its reports dated 12<sup>th</sup> February, 2024, in which the predecessor auditor has expressed unmodified conclusion. The statement also includes figures of the Company for the year ended 31st March 2024, audited by the predecessor auditor vide its report dated 8<sup>th</sup> May 2024, in which the predecessor auditor has expressed an unmodified opinion.

b. The Unaudited Financial Results include figures of three months ended 31<sup>st</sup> December 2024 as reported in these Unaudited Financial Results are the balancing figures between unaudited figures in respect of quarter ended 30<sup>th</sup> September 2024 and published year to date figures upto 31<sup>st</sup> December 2024.

Our conclusion is not modified in respect of these matter.

# UDIN- 25529619BMIVDZ4995

For **GSA & Associates LLP** Chartered Accountants Firm Registration No.: 000257N/N500339

DCIA Tanuj Chugh Partner

Partner Membership No. 529619 Place: New Delhi Date: 04<sup>th</sup> February 2025

#### Midland Microfin Umited (CIN: U65921PB1988PiC008430) Registered Office:- The AXIS, Plot No.1, R.B. Badri Dass Colony, G.T. Road, Jalandhar PB 144001 (INDIA) Tel : +91-181-5076000, Fax No : +91- 181-2236070 Website : www.midlandmicrofin.com Statement of Unaudited Financial Results for the quarter and nine months ended December 31, 2024

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\*Bosic and Diluted EPS for the Quarter ended December 31, 2024, September 30, 2024, December 31, 2023 and nine months ended December 31, 2024, December 31, 2023 are not annualised.

Place: Jalandhar Date: February 04, 2025



For and on Behalf of the Board of Directors of Midland Microfin Limited

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Amardeep Singh Samra Managing Director

### Midland Microfin Limited (CIN: U65921PB1988PLC008430) Registered Office:- The AXIS, Plot No.1, R.B. Badri Dass Colony, G.T Road, Jalandhar PB 144001 (INDIA)

## Tel : +91-181-5076000, Fax No : +91- 181-2236070 Website : www.midlandmicrofin.com

Notes to the unaudited financial results:

- The unaudited financial results of Midland Microfin Limited (the 'Company') for the quarter and nine months ended December 31, 2024 have been prepared in accordance with Regulation S2 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations, 2015') and the Accounting Standards specified under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and the relevant provisions of the Companies Act, 2013, as applicable. 2.
- The above results have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on February 04, 2025, In accordance with the requirements of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The above results for the quarter and nine months ended December 31, 2024 have been reviewed by the Statutory Auditors of the Company.
- During the quarter ended December 31, 2024, the Company has redeemed 46,00,000 (0.01%, Cumulative, Non-Participative and Non convertible Preference З. Shares) shares of ₹ 10 each at a premium of ₹ 10 each. Accordingly, the Company has transferred ₹ 46,00 Mn to Capital Redemption Reserve during the quarter ended December 31, 2024. 4
- The Company operates in a single reportable segment i.e. lending to borrowers, having similar risks and returns for the purpose of Ind AS 108 on 'Operating Segments'. The Company operates in a single geographic segment i.e. domestic. S.
- In terms of the requirement as per RBI notification no. RBI/2019-20/170 DOR (NBFC).CC.PD.No. 109/22:10.106/2019-20 dated March 13, 2020 on Implementation of Indian Accounting Standards, Non-Banking Financial Companies (NBFCs) are required to create an Impairment reserve for any shortfall in impairment allowances under Ind AS 109 and income recognition, Asset classification and Provisioning (IRACP) norms (including provision on standard asset). The Impairment allowances under Ind AS 109 made by company exceeds the total provision required under IRACP (including standard asset provisioning), as at December 31, 2024 and accordingly, no amount is required to be transferred to Impairment reserve.
- 6. The Company has developed estimates for the purpose of determination of the provision for impairment of financial assets. As at December 31, 2024, the Company holds an aggregate provision of ₹ 793.80 Mn. The Company will closely monitor any material changes to future economic conditions and update its assessment.
- The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in 7. September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The company will evaluate the rules, assess the impact, if any and account for the same once the rules are notified and become effective.

#### Details of loans transferred/acquired, as per RBI Master Direction on Transfer of Loan Exposures dated September 24, 2021, are given below: 8. (i) Details of loans not in default transferred through assignment:

Particulars	For quarter ended December 31, 2024	For nine months ended December 31, 2024
Number of lozn accounts assigned		14,899
Aggregate amount of loans assigned		486.05
Weighted average residual tenor of the loans assigned (in months)		15.60
Weighted average holding period (in months)		5.28
Retention of beneficial economic interest by the originator		10%
Tangible security cover		Nil
Rating-wise distribution of rated loans		Not Applicable

loan through assignment during the quarter and nine months ended December 31, 2024. (iii) The Company has not transferred/acquired any stressed loan during the quarter and nine months ended December 31, 2024. (III) The Company has not transferred any non-performing assets (NPA's) during the quarter and nine months ended December 31, 2024.





Analytical, ratios/disclosures required under Regulation 52(4) of the Securities Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended:

Particulars	For quarter ended December 31, 2024	For nine months ended December 31
1) Debt-equity ratio	December 31, 2024	2024
2) Debt sendre museum and	4.29	4.29
3) Interest service coverage ratio	Not Applicable	Not Applicable
4) Outstanding redeamable and an	Not Applicable	Not Applicable
4) Outstanding redeemable preference shares (quantity and value)		
-Quantity	74,65,000	74,65,000
-Value	303.71	303,71
S) Capital Redemption Reserve (R in millions)	88.80	88.80
6) Debenture Redemption Reserve (7 in millions)	36.63	36.63
7) Net worth (E in millions)	5,136.70	5,136,70
B) Net profit after tax (C in millions)	47.68	328.18
9) Earnings per share		
-Basic	0.77	6.23
-Diluted	0.70	5.75
10) Current ratio	Not Applicable	Not Applicable
(11) Long term debt to working capital	Not Applicable	Not Applicable
(12) Bad debts to account receivable ratio	Not Applicable	Not Applicable
(13) Current liability ratio	Not Applicable	Not Applicable
(14) Total debts to total assets	0.78	0.78
(15) Debtors turnover Hart Statutes	Not Applicable	Not Applicable
(16) Inventory turnover	Not Applicable	Not Applicable
(17) Operating margin (%)	Not Applicable	Not Applicable
(18) Net profit margin (%)	3.17	6.95
(19) Sector specific equivalent ratios, as applicable:		
(a) Capital Adequacy Ratio (%)	28.36	28.36
(b) Gross Non-Performing Assets (GNPA) Ratio (%)	2.99	2.99
(c) Net Non-Performing Assets (NNPA) Ratio (%)	0.73	0.73
(d) Provision Coverage ratio (NPA) (%)	76.13	76.13

10. As per Regulation 54 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, debentures are secured by exclusive first charge on receivables of the Company by way of hypothecation to the extent of 1.10 times of the amount outstanding.

11. Total carrying amount of SRs held by the Company is ₹ 354.40 Mn (Gross carrying amount: ₹ 664.80 Mn, Impairment loss allowance: ₹ 310.40 Mn) as on December 31, 2024.

12. The figures for the previous periods/year have been regrouped/rearranged wherever necessary to conform to current year presentation.

13. The above financial results are available on the stock exchange website (www.bseindia.com) and the website of the Company (www.midlandmicrofin.com).



For and on Behalf of the Board of Directors of Midland Microfin Limited

TCRO aus 1 The Axis BMC Chowk C Amardeep Singh Samra Jaland Managing Director

Place: Jalandhar Date: February 04, 2025

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## G S A & Associates LLP

Chartered Accountants

Delhi

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

#### 04th February, 2025

Dear Sir

This certificate is issued in accordance with the terms of our engagement letter dated 02<sup>nd</sup> September, 2024 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

- 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.
- We conducted our examination of the details in accordance with the Guidance Note on Reports or Certificates for 2 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.

#### Management's Responsibility 3.

The management of the Company is responsible for the compliance with the aforesaid SEBI regulation for maintenance of asset cover and Compliance of Covenants for Listed Non-Convertible Debentures. Management of 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.

#### Auditor's responsibility 4.

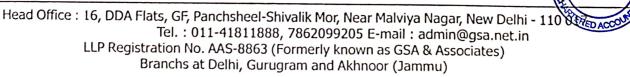
Pursuant to the aforesaid requirements, it is our responsibility to provide reasonable assurance in the form of certificate as to: -

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

#### **Procedure Performed** 5.

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



#### Conclusion 6.

Based on our examination as mentioned above, and the information and explanations given to us by the company, we can conclude that company has

a) maintained 100% asset cover (Refer Annexure-I); and

b) complied with all the covenants/terms of the issue in respect of the listed entity.

#### **Restriction of use** 7.

This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of onward submission to 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.

# UDIN- 25529619BMIVEA3334

For GSA & Associates LLP **Chartered Accountants** Firm Registration No.: 000257N/N500339



Partner Membership No.: 529619 Place: New Delhi Date: 04th February, 2025





## Annexure A

# Security cover certificate as per Regulation 54(3) of the Securities and Exchange Board of India. (LODR) Regulation, 2015 as on December 31, 2024

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 December 31, 2024 has an security cover to the extent of 1.10 times of outstanding amount of Listed Secured Redeemable Non-Convertible Debentures.

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: February 04, 2025



x

### Midland Microfin Limited

Appenidx 1

Courte A					Column	Column G	Column H	Column I Elimination	Column J	1997 a 19	Column K	Column K Column L	
		Exclusive Charge	Exclusive Charge Exclusive Charge	Parl- Passu Charge	Pari-Passu Charge	Pari- Passu Charge	Pari-Passu Charge Assets not offered as (amount in Recurity negative	(amount in negative )	(Total C to H)			Related to only thos	Related to only those items covered by this certificate
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Amount of loans charged on exclusive basis as mentioned in Column C & D include principal outstanding only.



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