



The Board of Directors
Clix Housing Finance Limited,
901 B, 9th Floor, Two Horizon Centre,
DLF Phase-V, Gurugram

Independent Auditor's Report on security cover maintained with respect to listed non-convertible debentures at September 30, 2022 and compliance with covenants with respect to listed non-convertible debentures for the half ended/as at September 30, 2022.

1. We have been requested by **Clix Housing Finance Limited** ("the Company"), having its registered office at the above mentioned address, to certify in respect of listed non-convertible debentures ('NCDs') that the Company has maintained security cover as at September 30, 2022 (the "Annexure-I") and complied with the applicable covenants as at that date in accordance with Regulation 56(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2022 ("LODR Regulations") read with SEBI Circular SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated May 19, 2022 ("the circular") for the purpose of onward submission to the Debenture Trustees of the Company. Accordingly, this certificate is issued in accordance with the terms of our engagement letter dated October 25, 2021.

Management's Responsibility

2. The preparation of the Annexure-I 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 Annexure-I and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
3. The Management is also responsible for ensuring that the Company complies with the requirements of LODR Regulations, complies with all the covenants with respect to listed Non-Convertible debentures and provides all relevant information to the Debenture Trustees.

Auditor's Responsibility

4. Pursuant to the requirements of Regulation 56(1)(d) of the LODR Regulations, it is our responsibility to provide a limited assurance whether the Company has maintained security cover as at September 30, 2022 and complied with all the applicable covenants with respect to listed Non-Convertible debentures as at that date.
5. The following documents have been furnished by the Company:
 - a) Annexure-I for the computation of security cover to the Certificate as at September 30, 2022 (signed by the management of the Company and initialled by us for identification purpose);
 - b) List of all the covenants complied with as per the Debenture Trust Deeds with respect to listed Non-Convertible Debentures to the extent applicable to them;
 - c) Listing of outstanding borrowings as at September 30, 2022;
 - d) Un-audited Financial Statements for the half year ended September 30, 2022 and other relevant records;
 - e) Detailed workings for the computation for the security cover;

- f) Sanction Letters for all listed non-convertible debenture outstanding as at September 30, 2022;
 - g) Debenture Trust Deeds ('DTDs') for Non-Convertible Debentures and related supporting documents; and
 - h) Written representations by the Management in this regard.
6. For the purpose of this report, we have planned and performed the following procedures:
- a) We have verified the details of the computation of the security cover submitted by the Company in the Annexure-I and ensured that the same is in agreement with the documents and relevant records submitted to us. We have verified the arithmetical accuracy of the Annexure-I. On sample basis verified, the details of the outstanding amount and assets required to be maintained as collateral for each series of the listed NCDs from the underlying books of account and other relevant records and documents maintained by the Company for the period ended September 30, 2022
 - b) We have obtained from management, a list of applicable covenants extracted from the 'Covenants' section of respective DTDs. Management has confirmed the covenants are extracted from all DTDs for all listed NCDs out-standings at September 30, 2022. Against each of the applicable covenants, obtained the status of compliance with such covenants as at September 30, 2022 from management.
 - c) Traced such applicable covenants to the respective DTDs for a sample of trust deeds; and
 - d) Verified the compliance with the covenants on sample basis, further with respect to covenants where management has confirmed that the covenant is not applicable or there were no instances noted as at September 30, 2022 we have not performed any procedures.
7. The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement and 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.
8. We conducted our examination of the Annexure-I in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the "Guidance Note") issued by the ICAI. 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 issued by ICAI.

Conclusion

10. Based on our procedures performed as mentioned in paragraph 6 above, information and explanation given to us and representations provided by the Company, nothing has come to our attention that causes us to believe that:
- a) the security cover maintained by the Company against the outstanding listed NCDs are less than 100 percent as per the terms of Debenture Trust Deed; and
 - b) the Company has not complied with the applicable covenants

Restriction on Use

11. This certificate is issued solely for the purpose of onward submission to the Debenture Trustees 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 come without our prior consent in writing. DMKH & Co shall not be liable to the Company, the Debenture Trustees or to any other concerned for any claims, liabilities or expenses relating to this assignment, except to the extent of fees relating to this assignment. We have no responsibility to update this certificate for any events or circumstances occurring after the date of this certificate.

For DMKH & Co
Chartered Accountants
ICAI Firm Registration No.116886W

Manish Kankani
Partner
Membership No.158020
UDIN: 22158020BDBHKF9934

Place: Mumbai
Date: November 14, 2022

Encl:

- 1) Annexure-I to Certificate regarding maintenance of security cover.