

**To,**  
**Catalyst Trusteeship Limited**

**10.11.2023**

Windsor, 6th floor, Office No.604, C.S.T Road,  
Kalina, Santacruz (East), Mumbai – 400098

**Sub: Listed and Unlisted NCD - Statutory Compliance Report for the Quarter ending September 30, 2023**

**Ref: ISIN - INE435D07011; INE435D07037; INE435D07052; INE435D07078; INE435D07029; INE435D07045; INE435D07060 and INE435D07086**

With reference to the above-mentioned subject, below are the required documents for the quarter ending September,30 2023:

1. Updated list of the names and addresses of the Debenture Holders (as recorded in the Beneficiary Position statement i.e. “BENPOS”) – **Attached as Annexure F**
2. Details of interest and principal due but unpaid and reasons thereof, duly signed by key managerial personnel viz., Managing Director/ Whole Time Director/CEO/ CS/CFO of the Company. – **Attached as Annexure A**
3. The number and nature of grievances, received from the debenture holders and (a) number of grievances resolved by the Company (b) grievances unresolved by the Company and the reasons for the same. - **Attached as Annexure B**
4. **Security Cover Certificate:** A statement that the assets of the Company, which are available by way of security are sufficient to discharge the claims of the debenture holders as and when they become due and that such assets are free from any other encumbrances except those which are specifically agreed to by the charge holders. Said Statement to be duly signed by key managerial personnel viz., Managing Director / Whole Time Director / CEO / CS / PCA / CFO / CA of the Company and Statutory Auditor as per format specified in Annexure I of SEBI circular dated 19.05.2022. (Ref. SH-12 & SEBI LODR) – **Attached as Annexure C**  
Further, listed entity shall furnish the compliance status with respect to financial covenants of the listed debt security certified by statutory auditor on quarterly basis.
5. A Half-Yearly certificate regarding maintenance of hundred percent Security Cover or higher security cover as per the terms of offer document/ Information Memorandum and/or Debenture Trust Deed, including compliance with all the covenants, in respect of listed non-convertible debt securities, by the statutory auditor, along with the financial results, in the manner and format as specified by the Board (Format as per SEBI circular dated May 19, 2022) - **Attached as Annexure C**
6. A copy of the financial results submitted to stock exchanges shall also be provided to Debenture Trustees on the same day the information is submitted to stock exchanges. **As per Regulation 52 (1) of SEBI (LODR ) Regulation, 2021**, Further, financial results submitted to stock exchanges shall disclose items as per Regulation 52 (4) of SEBI (LODR) Regulation, 2021 – **Attached as Annexure – G**
7. Details of Debenture Redemption Reserve/Debenture Redemption/ maintenance of funds as per Companies (Share Capital and Debentures) Rules, 2014. – Not Applicable
8. Details of Recovery Expense Fund – Not Applicable
9. Details of Accounts/ funds to be maintained in case of Municipal Debt Securities – Not Applicable
10. Utilization of issue proceeds of non-convertible securities – **Attached as Annexure – H**
11. In case of any material deviation in the use of proceeds as compared to the objects of the issue, the same shall be indicated in the format as specified by the Board. – **As disclosed in Annexure E**
12. Details of any significant change in composition of Board of Directors, if any, which may amount to change in control as defined in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (as amended from time to time), Changes if any to be disclosed along with copies of intimation made to the stock exchange.- **As disclosed in Annexure E**

13. Details of any amalgamation, demerger, merger or corporate restructuring or reconstruction scheme proposed by the Company.- No
14. Details of change, if any, in the nature and conduct of the business by the Company – No
15. Proposals, if any placed before the Board of Directors for seeking alteration in the form or nature or rights or privileges of the Debentures or in the due dates on which interest or redemption are payable, if any;- No
16. Outstanding litigations, orders, directions, notices, of court/tribunal affecting, or likely to materially affect the interests of the Debenture Holders or the assets, mortgaged and charged under security creation documents, if any – No
17. Compliance of all covenants of the issue (including side letters, accelerated payment clause, etc.) and status thereof – **As disclosed in Annexure E**
18. There are no events or information or happenings which may have a bearing on the performance/operation of the Company, or there is no price sensitive information or any action as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that may affect the payment of interest or redemption of the Debentures – No
19. Details of Fraud/defaults by promoter or key managerial personnel or by Issuer Company or arrest of key managerial personnel or promoter - **As disclosed in Annexure E**
20. Details of requisite / pending (if any) information / documents indicated as conditions precedent/subsequent in debenture document/s in respect of your NCD - **As disclosed in Annexure E**
21. A Certificate confirming that the properties secured for the Debentures are adequately insured and policies are in the joint names of the Trustees; (wherever applicable copy of the Insurance Policies duly endorsed in favor of the Debenture Trustee as 'Loss Payee'), - **As disclosed in Annexure E**
22. Change in Credit rating for each ISIN if any **As disclosed in Annexure E**
23. Company has complied with the provisions of Companies Act, Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the listing agreement with stock exchange, trust deed and all other regulations issued by SEBI pertaining to debt issue from time to time - **As disclosed in Annexure E**
24. The company to submit the pre-authorisation letter or details of Redemption account to trustee with regards to clause 3.2 of SEBI Circular on Operational framework for transactions in debt securities dated 23.06.2020, in case the same has not been submitted yet. **As disclosed in Annexure E**
25. The 'High Value Debt Listed Entities' which has listed its non-convertible debt securities and has an outstanding value of listed non-convertible debt securities of Rupees Five Hundred Crore and above (provided that in case an entity that has listed its non-convertible debt securities triggers the specified threshold of Rupees Five Hundred Crore during the course of the year), shall ensure compliance with the provisions outlined under Regulations 16 to 26.- Complied
26. The listed entity shall comply with the corporate governance requirements (Regulation 27) and submit a quarterly compliance report on corporate governance in the format as specified by the Board from time to time to the recognised stock exchange(s) within 21days from the end of quarter and a copy of the compliance report as per submitted to stock exchanges shall also be provided to Debenture Trustees on the same day the information is submitted to stock exchanges. – Yes

Thanking you

For Mac Charles (India) Limited



**Chandana Naidu**  
**Company Secretary and Compliance officer**

MAC CHARLES (INDIA) LTD.  
CIN No. L55101KA1979PLC003620

Regd. Office:  
1<sup>st</sup> Floor, Embassy Point  
150 Infantry Road,  
Cunningham Road,  
Bangalore – 560 001

Phone:080-4903 0000/Extn: 3490

Email: [investor.relations@maccharlesindia.com](mailto:investor.relations@maccharlesindia.com)  
website: [www.maccharlesindia.com](http://www.maccharlesindia.com)

## Annexure A

**Details of Interest/Principal Payment and Credit Rating for the Quarter ended on  
30-09-2023 (1-Jul-22-30-Sep- 22):**

Interest/Principal (ISIN wise)							
Issue size	ISIN No	Credit Rating	Due date of redemption and/or interest (falling in the quarter)	Due Type (Interest & Principal)	Amount Due	Paid/unpaid (date of payment, & reasons if not paid)	Amount Paid
NA	NA	NA	NA	NIL	NIL	NIL	NIL

For Mac Charles (India) Limited



**Chandana Naidu**  
**Company Secretary and Compliance Officer**  
Place: Bangalore



Link Intime India Pvt. Ltd.  
CIN : U67190MH1999PTC118368  
C- 101, 247 Park, L.B.S. Marg,  
Vikhroli (West), Mumbai - 400 083.  
Tel. : +91 22 4918 6000  
Fax : +91 22 4918 6060  
E-mail : mumbai@linkintime.co.in  
Website : www.linkintime.co.in

Date : 06.07.2023

TO,  
**UNIT: MAC CHARLES (INDIA) LIMITED**  
**ISIN'S:**

INE435D07011	INE435D07037	INE435D07052	INE435D07078
INE435D07029	INE435D07045	INE435D07060	INE435D07086

Sub.:	Statement of Investor Complaints for the period ended as on June 30, 2023 w.r.t. Non-Convertible Debentures ("NCDs")
Ref.:	Regulation 13 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

We, Link Intime India Private Limited, are the Registrar and Transfer Agents of the Company w.r.t. said NCDs, only for providing electronic connectivity.

We further confirm that during the period from **01<sup>st</sup> April 2023** to **30<sup>th</sup> June 2023**, we have not received any complaints/ grievances from holders of the NCDs issued by the Company and a summary of the same, as required in terms of the SEBI Listing Regulations as mentioned in the below table:

Particulars	No. of Complaints
Pending at the beginning of the quarter	0
Received during the quarter	0
Disposed off during the quarter	0
Remaining unresolved at the end of the quarter	0

This is for your information.

Thanking You.

Yours faithfully,

For Link Intime India Pvt Ltd.

  
**Ganesh Jadhav**  
Asst. Vice President - Depository Operations

SINCE IT IS SYSTEM GENERATED WE WILL NOT BE ABLE TO PROVIDE YOU THE HARDCOPY OF THE SAME.



MAC CHARLES (INDIA) LTD.  
CIN No. L55101KA1979PLC003620

Regd. Office:  
1<sup>st</sup> Floor, Embassy Point  
150 Infantry Road,  
Bangalore – 560 001

Phone:080-4903 0000

Extn: 3490

Email: [investor.relations@maccharlesindia.com](mailto:investor.relations@maccharlesindia.com)

web site: [www.maccharlesindia.com](http://www.maccharlesindia.com)

To  
The General Manager- Listing  
BSE Limited  
24<sup>th</sup> Floor, P J Towers, Dalal Street, Fort  
**Mumbai – 400001**

November 09, 2023

Dear Sir/Madam,

**Sub: Submission of Security Cover for the Quarter Ended 30<sup>th</sup> September,2023**

This is to inform you, pursuant to the provisions of Regulation 54 of SEBI LODR, we are hereby submitting Security Cover for quarter ended September 30, 2023.

We request you to take on record of the same.

Thanking you,

For Mac Charles (India) Limited

CHANDANA | Digitally signed by  
CHANDANA  
SARWESWAR | SARWESWARARAO NAIDU  
Date: 2023.11.09 22:19:55  
+05'30'  
ARAO NAIDU

**Chandana Naidu Khare**  
**Company Secretary and Compliance Officer**  
**ACS:25570**

**Independent Auditor's Certificate pursuant to Regulation 56(1)(d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and Regulation 15(1)(t)(ii)(a) of SEBI (Debenture Trustees) Regulations, 1993 (as amended)**

To,  
The Board of Directors,  
**Mac Charles (India) Limited**  
1st Floor Embassy Point  
150 Infantry Road  
Bangalore-560001

1. This certificate is issued in accordance with the terms of our engagement letter dated 28 July 2023 with **Mac Charles (India) Limited** ("the Company")
2. The accompanying Statement containing details of listed secured non-convertible debt securities ('NCDs') of the Company outstanding as at 30 September 2023 (Section I), along with security cover maintained against such NCDs (Section II), and the Company's compliance with the financial and other covenants as per the terms of debenture trust deed (Section III) (collectively referred to as 'the Statement') has been prepared by the Company's management for the purpose of submission of the Statement along with this certificate to the Debenture Trustee of the Company, pursuant to the requirements of Regulation 56(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('SEBI LODR') and pursuant to the requirements of Regulation 15(1)(t)(ii)(a) of SEBI (Debenture Trustees) Regulations, 1993 (as amended) ('SEBI Debenture Trustees Regulations') (collectively referred to as 'the Regulations'). We have initialed the Statement for identification purposes only.
3. The Company has entered into following agreements with the Debenture Trustees:
  - i. Debenture Trust Deed dated 19 July 2021 as amended and restated on 11 May 2023, entered between the Company and Catalyst Trusteeship Limited in relation to senior, secured, redeemable, listed, rated Non Convertible Debentures ("NCDs") of 1,499 NCDs of a nominal value of ₹ 1 million each and 15,010 NCDs of a nominal value of ₹ 0.1 million, in aggregate amounting to ₹ 3,000 million out of which the Company has issued 6,499 senior, secured, redeemable, listed, rated NCDs, in aggregate amounting to ₹ 1,999 million until 30 September 2023.
  - ii. Debenture Trust Deed dated 23 August 2022 as amended and restated on 24 March 2023, entered between the Company and Catalyst Trusteeship Limited in relation to 3,200 senior, secured, redeemable, listed, rated NCDs of a nominal value of ₹ 1 million each amounting to ₹ 3,200 million out of which the Company has issued 3,200 senior, secured, redeemable, listed, rated NCD until 30 September 2023.

**Management's Responsibility for the Statement**

4. The preparation of the Statement, including the preparation and maintenance of all accounting and other relevant supporting records and documents, is solely the responsibility of the management of the Company. 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.

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5. The Management is also responsible for ensuring the compliance with the requirements of the Regulations and the debenture trust deed as mentioned in paragraph 3(i) and 3(ii) above for the purpose of furnishing this Statement and for providing all relevant information to the Debenture Trustee.

## Auditor's Responsibility

6. Pursuant to requirements as referred to in paragraph 2 above, it is our responsibility to provide limited assurance in the form of a conclusion as to whether anything has come to our attention that causes us to believe that the:
  - i. details as included in Section II of the accompanying Statement regarding maintenance of hundred percent security cover of listed NCDs of the Company outstanding as at 30 September 2023 as mentioned in paragraph 3(i) and 3(ii) above, are, in all material respects, not in agreement with the unaudited standalone financial information of the Company, underlying books of account and other relevant records and documents maintained by the Company for the six months ended 30 September 2023 which have been subjected to limited review pursuant to the Regulation 52 of the SEBI LODR, or that the calculation thereof is arithmetically inaccurate; and
  - ii. details as included in Section III(1) of the accompanying Statement regarding compliance with financial covenants as stated in clause 2.42 of schedule 4 of debenture trust deed mentioned in paragraph 3(i) above and clause 2.40 of Schedule 4 of debenture trust deed mentioned in paragraph 3(ii) above, has not been accurately extracted from the audited financial statements of Embassy Property Developments Private Limited ("Guarantor") for the year ended 31 March 2023 for the computation of net worth; and
  - iii. details as included in Section III(2) of the accompanying Statement regarding the compliance with other financial covenants related to 'loan-to-value' ratio as stated in clause 6.5 of debenture trust deeds mentioned in paragraph 3(i) and 3(ii) above, is not in agreement with the underlying books of accounts and records of the Company for the six months period ended 30 September 2023 and that the calculation thereof is arithmetically inaccurate; and
  - iv. declaration given by the management as included in Section III(3) of the accompanying Statement regarding compliance with the other operational covenants as stated in clause 10.2 of debenture trust deeds mentioned in paragraph 3(i) and 3(ii) above, the listed NCDs of the Company outstanding as at 30 September 2023, is in all material respect, not fairly stated.
7. The unaudited standalone financial results of the Company, referred to in paragraph 6(a) above, have been reviewed by us, on which we have expressed an unmodified conclusion vide our report dated 09 November 2023. Our review of standalone financial results was conducted 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 ('the ICAI'). This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial information is free of material misstatement. A review is limited primarily to inquiries of the Company personnel and analytical procedures applied to the financial data and thus, provides less assurance than an audit. We have not performed an audit and accordingly, we did not express an audit opinion.
8. We conducted our examination of the Statement 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 the ICAI.
10. 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. The procedures selected depend on the auditor's judgment, including the assessment of the areas where a material misstatement of the subject matter information is likely to arise. We have performed the following procedures in relation to Section I, Section II and Section III of the accompanying Statement:
  - i. Obtained and read the Debenture Trust Deed dated 19 July 2021 and Debenture Trust Deed dated 23 August 2022 as amended and restated pursuant to which the NCDs have been issued:

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- a. We noted that in relation to NCDs as described in paragraph 3(i), the requirement to maintain security cover is specified in clause 6.6 of Debenture Trust Deed dated 19 July 2021 as amended and restated which requires maintenance of 100% security cover sufficient to discharge the principal and interest amount at all times, the requirement to maintain Loan to Value ratio is specified in clause 6.5 of Debenture Trust Deed dated 19 July 2021 as amended and restated which requires maintenance of Loan to Value ratio not more than 66.66% and the requirement to maintain the Guarantor net worth in relation to EPDPL is specified in clause 2.42 of Schedule 4 of Debenture Trust Deed dated 19 July 2021 as amended and restated which requires maintenance of the Guarantor Net Worth, at all times, not less than ₹ 10,000 million.
  - b. We noted that in relation to NCDs as described in paragraph 3(ii), the requirement to maintain security cover is specified in paragraph 6.6 of Debenture Trust Deed dated 23 August 2022 as amended and restated which requires maintenance of 100% security cover sufficient to discharge the principal and interest amount at all times, the requirement to maintain Loan to Value ratio is specified in clause 6.5 of Debenture Trust Deed dated 23 August 2022 as amended and restated which requires maintenance of Loan to Value ratio not more than 66.66% and the requirement to maintain the Guarantor net worth in relation to EPDPL is specified in clause 2.40 of Schedule 4 of Debenture Trust Deed dated 23 August 2022 as amended and restated which requires maintenance of the Guarantor Net Worth, at all times, not less than ₹ 10,000 million.
- ii. Traced the principal amount of the NCDs including interest outstanding as at 30 September 2023 (Section I) to the unaudited standalone financial results, underlying books of account and other relevant records and documents maintained by the Company for the six months period ended 30 September 2023 which have been subjected to limited review pursuant to the Regulation 52 of the SEBI LODR;
  - iii. Verified the details of ISIN, series, credit rating, issue size, security cover details and covenants criteria for each series of the listed NCDs from the respective Information memorandum;
  - iv. Traced the fair value of secured assets forming part of the security cover details for each series of the listed NCDs' from the unaudited standalone financial results, underlying books of account and other relevant records and documents (including valuation reports issued by independent valuer engaged by the management) maintained by the Company for the six months period ended 30 September 2023;
  - v. Traced the value of secured assets of Squadron Developers Private Limited (SDPL) forming part of security cover details for listed NCDs as mentioned in Paragraph 3(ii) from the fixed deposit statement and certificate dated 16 October 2023 issued by H R A & Co, the Statutory Auditors of SDPL, which has been provided to us by the management and relied upon by us for the purpose of our examination of the Statement;
  - vi. Recomputed the security cover ratio based on the information as obtained above
  - vii. Obtained the audited standalone financial statements of Embassy Property Developments Private Limited ('EPDPL') ("Guarantor") for the year ended 31 March 2023 from the management of the Company and traced the value of assets and liabilities from such audited standalone financial statements for the purpose of declaration given by the management as included in Section III(1) of the accompanying Statement.
  - viii. Verified that the computation of financial covenants mentioned in Section III(1) and Section III(2) is in accordance with the basis of computation given in the Statement, and the amounts used in such computation have been accurately extracted from the unaudited financial results standalone, underlying books of account and other relevant records and documents maintained by the Company for the six months period ended 30 September 2023.
  - ix. Verified the arithmetical accuracy of the Statement;
  - x. With respect to covenants other than financial covenants as mentioned Section III(3) of the accompanying statement, the management has represented and confirmed that the Company has complied with all the other covenants, as prescribed in the Debenture Trust Deeds as mentioned in paragraph 3(i) and 3(ii) above. We have relied on the same and not performed any independent procedure in this regard; and

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- xi. The management has represented to us that secured assets as mentioned in note 3(a) of Section II of the Statement have also been secured by exclusive charge/pledge/mortgaged for the purpose of issuing NCDs' as given in note 4 of Section II of the statement. We have relied on the same and not performed any independent procedure in this regard.
- xii. Obtained necessary representations from the management.

## Other matter

- 11. The standalone financial statements of the Guarantor as referred to in paragraph 10(vii) above for the year ended 31 March 2023 has been audited by HRA & Co., who have expressed an unmodified opinion vide its audit report dated 30 May 2023 and whose report has been furnished to us by the management and which has been relied upon by us for the purpose of our examination of the Statement. Our opinion is not modified in respect of this matter.
- 12. The book value of secured assets of SDPL which are given as security as per the amended and restated Debenture trust deed dated 24 March 2023 as mentioned in paragraph 10(v) above has been certified by HRA & Co vide their certificate dated 16 October 2023, the Statutory Auditors of SDPL, which has been provided to us by the management and relied upon by us for the purpose of our examination of the Statement. Our opinion is not modified in respect of this matter.

## Conclusion

- 13. Based on our examination and the procedures performed as per paragraph 10 above, evidence obtained, and the information and explanations given to us, along with the representations provided by the management, nothing has come to our attention that cause us to believe that the:
  - a) details as included in Section II of the accompanying Statement regarding maintenance of hundred percent security cover of listed NCDs of the Company outstanding as at 30 September 2023 as mentioned in paragraph 3(i) and 3(ii) above, are, in all material respects, not in agreement with the unaudited standalone financial information of the Company, underlying books of account and other relevant records and documents maintained by the Company for the six months period ended 30 September 2023 which have been subjected to limited review pursuant to the Regulation 52 of the SEBI LODR, or that the calculation thereof is arithmetically inaccurate; and
  - b) details as included in Section III(1) of the accompanying Statement regarding compliance with financial covenants as stated in clause 2.42 of schedule 4 of debenture trust deed mentioned in paragraph 3(i) above and clause 2.40 of Schedule 4 of debenture trust deed mentioned in paragraph 3(ii) above, has not been accurately extracted from the audited financial statements of Embassy Property Developments Private Limited ("Guarantor") for the year ended 31 March 2023 for the computation of net worth; and
  - c) details as included in Section III(2) of the accompanying Statement regarding compliance with other financial covenants related to 'loan-to-value' ratio as stated in clause 6.5 of debenture trust deeds as mentioned in paragraph 3(i) and 3(ii) above, is not in agreement with the underlying books of accounts and records of the Company for the six months period ended 30 September 2023 and that the calculation thereof is arithmetically inaccurate; and
  - d) declaration given by the management as included in Section III(3) of the accompanying Statement regarding compliance with the other operational covenants as stated in clause 10.2 of debenture trust deeds mentioned in paragraph 3(i) and 3(ii) above, the listed NCDs of the Company outstanding as at 30 September 2023, is in all material respect, not fairly stated.

## Restriction on distribution or use

- 14. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Regulations. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have (or have had) as the statutory auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as statutory auditors of the Company.

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15. The certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the requirements of the Regulations, which inter alia, require it to submit this certificate along with the accompanying Statement to the Debenture Trustee of the Company, and therefore, this certificate should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. 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.

## For Walker Chandiok & Co LLP

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Hemant

Maheshwari

Digitally signed by  
Hemant Maheshwari  
Date: 2023.11.09  
20:37:41 +05'30'

**Hemant Maheshwari**

Partner

Membership No.: 096537

**UDIN:** 23096537BGVEWC2799

**Place:** Bengaluru

**Date:** 09 November 2023



Statement containing details of secured, listed, rated, redeemable non-convertible debentures ('NCDs') of the Company outstanding as at 30 September 2023, security cover maintained against such securities, the covenants criteria as per the terms of debenture trust deed ('DTD') , and the Company's compliance with such covenants.

**I. Details of secured, listed, rated, redeemable NCDs' of the Company outstanding as at 30 September 2023**

S.No	ISIN	Series	Outstanding as on 30 September 2023 including interest (Amount in millions)
1	INE435D07011	Zero Coupon, Senior, secured, rated, redeemable and listed NCDs (DTD as amended on 11 May 2023)	999.00
2	INE435D07037	Zero Coupon, Senior, secured, rated, redeemable and listed NCDs (DTD as amended on 11 May 2023)	250.00
3	INE435D07060	Zero Coupon, Senior, secured, rated, redeemable and listed NCDs (DTD as amended on 11 May 2023)	250.00
4	INE435D07086	Zero Coupon, Senior, secured, rated, redeemable and listed NCDs (DTD as amended on 11 May 2023)	500.00
5	NA	Accrued redemption premium on points 1 to 4 above (DTD as amended on 11 May 2023)	486.19
6	INE435D07045	Zero Coupon, Senior, secured, rated, redeemable and listed NCDs (DTD as amended on 24 March 2023)	1,350.00
7	INE435D07052	Zero Coupon, Senior, secured, rated, redeemable and listed NCDs (DTD as amended on 24 March 2023)	1,350.00
8	INE435D07078	Zero Coupon, Senior, secured, rated, redeemable and listed NCDs (DTD as amended on 24 March 2023)	500.00
9	NA	Accrued redemption premium on points 6 to 8 above (DTD as amended on 24 March 2023)	645.56

**II. Security cover maintained against such securities as per the terms of DTD as on 30 September 2023.**

Amount in millions except ratio

Particulars	Fair value of Secured Assets (Refer note 3 below)	Value of Secured, Non-Convertible, listed Debentures (Including Interest )	Security cover ratio (in times) (Refer note 1 & 2 below)	Valuation date of Secured Assets
Zero Coupon, Senior, secured, rated, redeemable and listed NCDs (DTD as amended on 11 May 2023)	11,332	2,485	4.56	30 September 2023
Zero Coupon, Senior, secured, rated, redeemable and listed NCDs (DTD as amended on 24 March 2023)	5,724	3,846	1.49	30 September 2023

**Notes:**

- The following definition has been considered for the purpose of computation of Security Cover Ratio:
  - Security cover ratio - Value of Secured assets / Value of Secured Non- convertible debentures;
  - Secured Assets: Market value of assets.
  - Secured Non- convertible debentures: Outstanding value of the secured Non- convertible debentures including interest.
- Security cover ratio shall be atleast 1.00 times of secured assets as per the terms of Debenture Trust Deed.

3 Security Details from Debenture trust deed are as follows:

**a Debenture Trust Deed dated 19 July 2021 as amended and restated on 11 May 2023**

**SECURITY, GUARANTEE AND OTHER CREDIT COMFORT**

**Secured Assets as per clause 6.1 of Debenture Trust Deed**

(A) The Debt shall be secured by:

- (i) a first ranking exclusive charge (by way of hypothecation) by the Company over all the Account Assets, its rights under the Turnkey Contract and the Legacy Cirocco (ATS), the Receivables and all movable assets in relation to the Project (including without limitation, the movable fixed assets in relation to the Project) in accordance with the terms of the Deed of Hypothecation
  - (ii) a first ranking exclusive pledge by the Company over the Pledged Shares in accordance with the terms of the Pledge Agreement;
  - (iii) a first ranking equitable mortgage by the Company over the Immovable Assets (Project) and the Identified Assets (Karnataka), in accordance with the terms of the Mortgage Documents (Karnataka); and
  - (iv) a first ranking equitable mortgage by the Company over the Identified Assets (Kerala), in accordance with the terms of the Mortgage Documents (Kerala);
  - (v) a first ranking exclusive charge (by way of hypothecation) by the Company over all the Operating Account Assets in accordance with the terms of the Deed of Hypothecation (Operating Account).
- (such assets collectively referred to as the "Primary Secured Assets"), in each case, created in favour of the Common Security Trustee acting for the benefit of, inter alia, the Debenture Holders.

(B) The Debt shall also be secured by:

- (i) a first ranking exclusive charge (by way of hypothecation) by the Company over all the Embassy Tech Square Lease Receivables in accordance with Paragraph 2.43 of Schedule 4 (Covenants and Undertakings); and
  - (ii) a first ranking exclusive pledge by the Guarantor over the shares and securities held by it in the Company in accordance with Paragraph 19 of Schedule 6 (Conditions Subsequent),
- (such assets referred to as the "Additional Secured Assets" and together with the Primary Secured Assets, are collectively referred to as the "Secured Assets"), created in favour of the Common Security Trustee acting for the benefit of, inter alia, the Debenture Holders.

**b Debenture Trust Deed dated 23 August 2022 as amended and restated on 24 March 2023**

**SECURITY, GUARANTEE AND OTHER CREDIT COMFORT**

**Secured Assets as per clause 6.1 of Debenture Trust Deed**

(A) The Debt shall be secured by ("Primary Secured Assets"):

- (i) a first ranking exclusive charge (by way of hypothecation) by the Company over all the Account Assets (Company) and the Inter-Company Receivables, in accordance with the terms of the Deed of Hypothecation (Company);
- (ii) a first ranking exclusive charge (by way of hypothecation) by SDPL over the SDPL Account Assets in accordance with the terms of the Deed of Hypothecation (SDPL);
- (iii) a first ranking exclusive charge (by way of hypothecation) by the Hub SPV over all the Account Assets (Hub SPV), the Receivables and Immovable Assets (Project) in relation to the Project, in accordance with the terms of the Deed of Hypothecation (Hub SPV);
- (iv) a first ranking exclusive pledge by the Company and the Promoter over the Pledged Shares in accordance with the terms of the Pledge Agreement;
- (v) a second ranking equitable mortgage by the Company (subservient only to the Existing Financial Indebtedness) over the Immovable Assets (Zenith Project), in accordance with the terms of the Mortgage Documents (Zenith - Karnataka);

(B) The Debt shall also be secured by:

- (i) a first ranking exclusive equitable mortgage by the Hub SPV over the Project Land (Hub SPV), in accordance with the terms of the Mortgage Documents (Hub SPV), in accordance with Paragraphs 19 and 29 of Schedule 6 (Conditions Subsequent);
  - (ii) a first ranking exclusive equitable mortgage by the Hub SPV over the rights, title and interest of Hub SPV in JDA Property-I, in accordance with the terms of the Mortgage Documents (JDA Property - I), in accordance with Paragraph 19 of Schedule 6 (Conditions Subsequent);
  - (iii) a first ranking exclusive charge (by way of hypothecation) by the Hub SPV over all Development Rights-JDA Property-I, in accordance with the terms of the Deed of Hypothecation (Hub SPV – JDA Property-I), in accordance with Paragraph 12 of Schedule 6 (Conditions Subsequent);
- (such assets referred to as the "Additional Secured Assets" and together with the Primary Secured Assets, are collectively referred to as the "Secured Assets"), created in favour of the Debenture Trustee acting for the benefit of, inter alia, the Debenture Holders.

**4 Details of secured, unlisted, unrated, redeemable NCDs' of the Company outstanding as at 30 September 2023**

The Company has also issued 250 Zero Coupon, Senior, secured, unrated, redeemable and unlisted NCDs (DTD dated 24 November 2021 as amended and restated on 11 May 2023) aggregating to ₹ 250 million. The debt is secured by first ranking exclusive charge/pledge/mortgaged as given in note 3(a) of section II above.

**III. The covenants criteria as per the terms of debenture trust deed, and the Company's compliance with such covenants**

**Financial Covenants for zero coupon, senior, secured, rated/ unrated, redeemable and listed/ unlisted non-convertible debentures (DTD dated 19 July 2021 as amended and restated on 11 May 2023)**

	<b>Particulars</b>	<b>Audited financial statements</b>	<b>Remarks</b>
III(1)	Guarantor Net Worth shall, at all times, be not less than ₹ 10,000 millions	Net worth as on 31 March 2023 for the guarantor is ₹ 20,727.23 millions.	Refer note a below
III(2)	The Company shall ensure that the Loan to Value Ratio ('LTV') on any LTV Testing Date shall not be more than 66.66%.	31.32% as on 30 September 2023	Refer note b below

**Financial Covenants for zero coupon, senior, secured, rated, redeemable and listed non-convertible debentures (DTD dated 23 August 2022 as amended and restated on 24 March 2023)**

	<b>Particulars</b>	<b>Audited financial statements</b>	<b>Remarks</b>
III(1)	Guarantor Net Worth shall, at all times, be not less than ₹ 10,000 millions	Net worth as on 31 March 2023 for the guarantor is ₹ 20,727.23 millions.	Refer note a below
III(2)	The Company shall ensure that the Loan to Value Ratio ('LTV') on any LTV Testing Date shall not be more than 66.66%.	33.32% as on 30 September 2023	Refer note b below

**Notes:**

- a Guarantor Net Worth as mentioned in the DTD dated 19 July 2021 and DTD dated 23 August 2022 as amended and restated
- (A) The Company shall ensure that until the Final Settlement Date the Guarantor Net Worth shall, at all times, in relation to Embassy Property Developments Private Limited ("EPDPL"), be not less than ₹ 10,000 million.
- (B) For the purposes of above Paragraph

**"Guarantor Net Worth"** means on any particular date (a) the aggregate of the Asset Value of all assets of the Guarantor on such date; less (b) the Liabilities of the Guarantor on such date.

**"Asset Value"** means in relation to any asset of the Guarantor, on any particular date.

(i) The fair value of such asset, as set out in a valuation report which is (i) prepared by an independent valuer acceptable to Debenture Trustee; and (ii) not more than 3 Months older than such date; or

(ii) If the fair value of such asset cannot be determined based on the requirements set out in paragraph above, the book value of such asset as set out in the last audited financial statements of the Guarantor.

**"Liabilities"** means on any particular date and in relation to the Guarantor, aggregate of all the liabilities (including contingent liabilities) of the Guarantor as set out in the last audited financial statements of the Guarantor.

**"Guarantor"** here means Embassy Property Developments Private Limited (EPDPL), a company incorporated under the laws of India with corporate identification number U85110KA1996PTC020897 and having its registered office at I Floor, Embassy Point #150 Infantry Road Bangalore, Karnataka 560001 India.

All Assets Value as per the audited standalone financial statements of EPDPL as on 31 March 2023 93,222.25 million

All liability Value (including contingent liabilities) as per the audited standalone financial statements of EPDPL as on 31 March 2023 72,495.02 million

**Guarantors net worth as on 31 March 2023 20,727.23 million**

**b Loan to Value**

The Company shall ensure that the Loan to Value Ratio (LTV) on any LTV Testing Date shall not be more than 66.66%.

- (A) As mentioned in DTD dated 19 July 2021 as amended and restated on 11 May 2023

**"LTV Testing Date"** means the following dates

The first Pay In Date or the last date of each 6 Month period falling thereafter.

**"Pay In Date"** means, in relation to each Tranche of Debentures, the date on which each applicant for such Tranche of Debentures makes payment to the Company for the Debentures to be allotted to it in accordance with the relevant Information Memorandum, and which is identified in the relevant Information Memorandum as the "Pay In Date"

**LTV formula as per the debentres trust deed**

$$LTV = [CSO/EV] \times 100$$

**"CSO"** is on any day the aggregate amount of the Common Secured Obligations as at that date provided that where the Loan to Value Ratio is being calculated as at (i) any Pay In Date, such calculation shall be made as if all the Debentures proposed to be allotted on such Pay In Date have already been paid for and allotted;

Therefore CSO = Common Secured obligation for ₹ 2,485.19 million debentures allotted (Including interest)

**"EV"** is, on any date, the aggregate value of the Immovable Assets (Project) mortgaged in favour of the Common Security Trustee, set out in the then most recent Valuation Report provided by the Company, pursuant to this Deed.

Therefore EV = Fair value of immovable Assets project (Zenith) as on 30 September 2023 being ₹ 7,934 million.

**LTV as on LTV Testing date (30 September 2023) 31.32%**

- (B) As mentioned in DTD dated 23 August 2022 as amended and restated on 24 March 2023

**"LTV Testing Date"** means the following dates:

(a) the first Pay In Date;

(b) the date falling at the end of 90 days from the First Deemed Date of Allotment;

(c) the date falling at the end of 180 days from the First Deemed Date of Allotment; and

(d) thereafter, on every 31 March and 30 September respectively.

**"Pay In Date"** means, in relation to each Tranche of Debentures, the date on which each applicant for such Tranche of Debentures makes payment to the Company for the Debentures to be allotted to it in accordance with the relevant Placement Memorandum, and which is identified in the relevant Placement Memorandum as the "Pay In Date".

**LTV formula as per the debentres trust deed**

$$LTV = [D/EV] \times 100$$

**"D"** is on any day the aggregate amount of the Debt (net of funds held in the MCIL Designated Account and the Hub SPV Designated Account) as at that date provided that where the Loan to Value Ratio is being calculated as at any Pay In Date, such calculation shall be made as if all the Debentures proposed to be allotted on such Pay In Date have already been paid for and allotted; and

Therefore D = Debt obligation net of funds held of ₹ 1,542.68 million debentures allotted (Including interest net of funds held)

“EV” is, on any date, the aggregate value of the Project Land mortgaged in favour of the Debenture Trustee, set out in the then most recent Valuation Report provided by the Company, pursuant to this Deed. Provided that once the Company completes construction up to ground floor of Project (Zenith) to the satisfaction of the Debenture Trustee and obtains all Authorisations in relation to the same, “EV” shall mean on any date, the aggregate value of (i) the Project Land mortgaged in favour of the Debenture Trustee, set out in the then most recent Valuation Report provided by the Company, pursuant to this Deed, and (ii) Zenith Surplus.

Therefore EV = Fair value of the Project Land mortgaged as on 30 September 2023 being ₹ 4,630.45 million.

**LTV as on LTV Testing date (30 September 2023) 33.32%**

### III(3) Management Declaration

We confirm that the Company has complied with all the following covenants as included in the DTD dated 19 July 2021 and 23 August 2022 as amended and restated:

- A. Part (a) negative covenants mentioned in para 10.2 of debenture trust deed
- B. Part (b) negative covenants mentioned in para 10.2 of debenture trust deed
- C. Part (c) informative covenants mentioned in para 10.2 of debenture trust deed

For Mac Charles (India) Limited

**HARISH** Digitally signed by  
ANAND HARISH ANAND  
Date: 2023.11.09  
20:29:25 +05'30'

Name : Harish Anand  
Designation : Director

Place: Bengaluru

Statement containing details of secured, listed, rated, redeemable non-convertible debentures ('NCDs') of the Company outstanding as at 30 September 2023 and security cover maintained against such securities pursuant to Operational circular SEBI/HO/DDHS/P/CIR/2023/50 dated 31 March 2023.

**I. Details of secured, listed, rated, redeemable NCDs' of the Company outstanding as at 30 September 2023**

S.No	ISIN	Series	Outstanding as on 30 September 2023 including interest (Amount in millions)
1	INE435D07011	Zero Coupon, Senior, secured, rated, redeemable and listed NCDs (DTD as amended on 02 August 2022)	999.00
2	INE435D07037	Zero Coupon, Senior, secured, rated, redeemable and listed NCDs (DTD as amended on 02 August 2022)	250.00
3	INE435D07060	Zero Coupon, Senior, secured, rated, redeemable and listed NCDs (DTD as amended on 02 August 2022)	250.00
4	INE435D07086	Zero Coupon, Senior, secured, rated, redeemable and listed NCDs (DTD as amended on 02 August 2022)	500.00
5	NA	Accrued redemption premium on points 1 to 4 above (DTD as amended on 02 August 2022)	486.19
6	INE435D07045	Zero Coupon, Senior, secured, rated, redeemable and listed NCDs (DTD as amended on 24 March 2023)	1,350.00
7	INE435D07052	Zero Coupon, Senior, secured, rated, redeemable and listed NCDs (DTD as amended on 24 March 2023)	1,350.00
8	INE435D07078	Zero Coupon, Senior, secured, rated, redeemable and listed NCDs (DTD as amended on 24 March 2023)	500.00
9	NA	Accrued redemption premium on points 6 to 8 above (DTD as amended on 24 March 2023)	645.56

**II. Computation of Security Cover Ratio as on 30 September 2023 pursuant to SEBI circular dated 31 March 2023**

Column A	Column B	Column C <sup>i</sup>	Column D <sup>ii</sup>	Column E <sup>iii</sup>	Column F	Column G
Particulars	Description of asset for which this certificate relate	Exclusive Charge Debt for which this certificate being issued	Exclusive Charge Other Secured Debt	Assets not offered as Security	(Total C to E)	Related to only those Market Value for Assets charged on Exclusive basis
		Book Value	Book Value			
<b>ASSETS</b>						
Property, Plant and Equipment	Land, Plant and machinery and Computers	211.98		0.32	212.30	417.81
Investment Property *	Land	1,594.30			1,594.30	2,306.80
Capital Work-in-Progress & Advance	IPUD (Project Zenith) & Advance- Zenith	2,652.08			2,652.08	7,934.00
Investments	Investment in subsidiaries, equity shares and mutual funds	2,035.10		1,502.14	3,537.24	2,432.53
Loans	Loans given to subsidiaries and other inter-corporate loans			1,566.44	1,566.44	
Advances	Advance paid for purchase of investment property	53.20			53.20	118.76
Advances *	Advance paid for purchase of investment property	279.01			279.01	279.01
Trade Receivables	Trade receivables			38.36	38.36	
Cash and Cash Equivalents	Cash and Cash Equivalents	14.20		0.93	15.13	14.20
Cash and Cash Equivalents	Cash and Cash Equivalents	5.56			5.56	5.56
Bank Balances other than Cash and Cash Equivalents *	Bank Balances other than Cash and Cash Equivalents	3,097.31		16.61	3,113.92	3,097.31
Bank Balances other than Cash and Cash Equivalents	Bank Balances other than Cash and Cash Equivalents	303.69			303.69	303.69
Asset Held for sale	Assets classified as held for sale	25.57			25.57	112.24
Others *	Accrued interest and Non refundable security deposit	76.46		394.08	470.54	76.46
<b>Total</b>		<b>10,348.45</b>	<b>-</b>	<b>3,518.89</b>	<b>13,867.34</b>	<b>17,098.37</b>

LIABILITIES						
Debt securities to which this certificate pertains	Debentures issued	6,003.01	321.09		6,324.10	2,485.19
Debt securities to which this certificate pertains	Debentures issued					3,845.56
Others	Deferred tax liabilities	not to be filled		-	-	
Trade payables	Trade payables			19.94	19.94	
Others	Other current financial liabilities, Current provisions, Other current liabilities, Current tax liabilities, net, Disposal group - liabilities directly associated with assets held for sale, Liabilities classified as held for sale			119.32	119.32	
<b>Total</b>		<b>6,003.01</b>	<b>321.09</b>	<b>139.26</b>	<b>6,463.36</b>	<b>6,330.75</b>
<b>Cover on Book Value</b>		1.72				
	<b>Cover on Market Value (ISIN 1,2,3 &amp;4)</b>					<b>4.56</b>
	<b>Cover on Market Value (ISIN 6,7&amp;8)</b>					<b>1.49</b>

\* The assets given as security also include the assets of Squadron Developers Private Limited and Mac Charles Hub Projects Private Limited. Assets of Squadron Developers Private limited include a deposit in term deposit amounting to ₹ 800 million included in 'Bank Balances other than Cash and Cash Equivalents'. Assets of Mac Charles Hub Projects Private Limited include land amounting to ₹ 1594.30 million included in 'Investment Property', advance paid for acquisition of land amounting to ₹ 279.01 million included in 'Advances', deposit in escrow account amounting to ₹ 0.43 million included in 'Cash and Cash Equivalents', deposit in term deposit account amounting to ₹ 69.10 million included in 'Bank Balances other than Cash and Cash Equivalents', Interest accrued but not due on designated FDs amounting to ₹ 0.51 million and refundable security deposit and its Ind AS adjustment amounting to ₹ 34.59 million included in 'Others'.

**For Mac Charles (India) Limited.**

HARISH  
ANAND

Digitally signed by  
HARISH ANAND  
Date: 2023.11.09  
20:42:24 +05'30'

Name : Harish Anand  
Designation : Director

Place : Bangalore



**Regd. Office:**  
**1<sup>st</sup> Floor, Embassy Point**  
**150 Infantry Road,**  
**Cunningham Road,**  
**Bangalore – 560 001**

**Email: [investor.relations@maccharlesindia.com](mailto:investor.relations@maccharlesindia.com)**  
**website: [www.maccharlesindia.com](http://www.maccharlesindia.com)**

a Debenture Redemption Reserve/Debenture Redemption/ maintenance of funds as per Companies (Share Capital and Debentures) Rules, 2014

**b Details of Debenture Reserve Fund (DRF) for debentures maturing during 2021-22: (If applicable)**

Series / Tranche	ISIN	Date Of Maturity during 2021-22	Amount of maturity during 2021-22	DRF required to be invested	DRF created and invested	Method of DRF invested or deposited	Remarks on Deficiency in DRF if any.
N.A.							

Sr. No.	Name of the Listed Entity (including ISINs)	Issue Type (public/ Privately placed)	Issue Size (in ₹ crores)	Size/Value of recovery fund maintained	Any addition in the recovery Expense fund during the quarter	Details of usage of the funds, if any, during the quarter	Additional remarks
N.A.							

**MAC CHARLES (INDIA) LTD.**  
**CIN No. L55101KA1979PLC003620**

**Regd. Office:**  
**1<sup>st</sup> Floor, Embassy Point**  
**150 Infantry Road,**  
**Cunningham Road,**  
**Bangalore – 560 001**

**Phone:080-4903 0000/Extn: 3490**

**Email: [investor.relations@maccharlesindia.com](mailto:investor.relations@maccharlesindia.com)**  
**website: [www.maccharlesindia.com](http://www.maccharlesindia.com)**

**d Accounts/ funds to be maintained in case of Municipal Debt Securities**

Sr. No.	Name of the Listed Entity	Issue Type (Public/Private Placed)	Issue Size (in ₹ crores)	Size/Value of fund/account maintained		
				No lien escrow account	Interest payment account	Sinking fund account
N.A.						

**For Mac Charles (India) Limited**





**Chandana Naidu**  
**Company Secretary and Compliance Officer**  
Place: Bangalore

**Annexure E**

**Company hereby declares the following:**

- i) Interest and Principal due on debentures are paid on due dates.
- ii) There is No change in credit rating of the issues.
- iii) There is no material deviation in the use of proceeds as compared to the objects of the issue.
- iv) There is no significant change in composition of Board of Directors.
- v) The properties secured for the Debentures are adequately insured and policies are in the joint names of the Trustees; (wherever applicable),
- vi) All requisite information / documents indicated as per conditions precedent/subsequent in debenture document/s in respect of NCD are submitted from time to time (If not submitted details of the same)
- vii) There are no events or information or happenings which may have a bearing on the performance/operation of the Company, or there is no price sensitive information or any action as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that may affect the payment of interest or redemption of the Debentures.
- viii) Company has submitted the pre-authorisation as per SEBI Circular on Operational framework for transactions in defaulted debt securities dated 23.06.2020 and if there is any change in the provided bank details same will be shared within 1 day. (If same is not provided please share at earliest)
- ix) Company has complied with the provisions of Companies Act, Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the listing agreement with stock exchange, trust deed and all other regulations issued by SEBI pertaining to debt issue from time to time.
- x) Compliance of all covenants of the issue (including side letters, accelerated payment clause, etc.) and status thereof;
- xi) There are no Fraud/defaults by promoter or key managerial personnel or by Issuer Company or arrest of key managerial personnel or promoter;
- xii) Company has complied with para 2.2 of the SEBI circular dated 12.11.2020, for all existing debt securities, listed entities and trustees are required to enter into supplemental/amended debenture trust deed incorporating the changes in the debenture trust deed.
- xiii) The 'High Value Debt Listed Entities' which has listed its non-convertible debt securities and has an outstanding value of listed non-convertible debt securities of Rupees Five Hundred Crore and above (provided that in case an entity that has listed its non-convertible debt securities triggers the specified threshold of Rupees

**For Mac Charles (India) Limited**



**Chandana Naidu**  
**Company Secretary and Compliance Officer**  
**Place: Bangalore**

**MAC CHARLES (INDIA) LTD.**  
**CIN No. L55101KA1979PLC003620**

**Regd. Office:**  
**1<sup>st</sup> Floor, Embassy Point**  
**150 Infantry Road,**  
**Bangalore – 560 001**

**Phone:080-4903 0000**

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**website: [www.maccharlesindia.com](http://www.maccharlesindia.com)**

To  
The General Manager- Listing  
BSE Limited  
24<sup>th</sup> Floor, P J Towers, Dalal Street, Fort  
**Mumbai - 400001**

November 09, 2023

Dear Sir/Madam,

**Sub: Outcome of Board Meeting held on November 09, 2023 pursuant to the provisions of Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) regarding Approval of unaudited Financial Results for the quarter ended September 30, 2023**

**Ref: Scrip Code 507836**

This is to inform you, pursuant to the provisions of Regulation 33 and 52 of SEBI LODR, that the Board of Directors of the Company at its meeting held on November 09, 2023 have considered and approved the unaudited Financial Results for the quarter ended September 30, 2023 on standalone and consolidated basis along with the limited review report from the statutory auditors thereon.

The meeting commenced at 5:30 P.M. and concluded at 8:25 P.M.

We request you to take on record of the same.

Thanking you,

**For Mac Charles (India) Limited**

CHANDANA  
SARWESWARAR  
AO NAIDU

Digitally signed by  
CHANDANA  
SARWESWARARAO NAIDU  
Date: 2023.11.09 22:28:43  
+05'30'

**Chandana Naidu Khare**  
**Company Secretary and Compliance Officer**

# Walker Chandiok & Co LLP

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**Walker Chandiok & Co LLP**

5th Floor, No.65/2, Block "A",

Bagmane Tridib, Bagmane

Tech Park, C V Raman Nagar, Bengaluru

560093

T +91 80 4243 0700

F +91 80 4126 1228

## **Independent Auditor's Review Report on Consolidated Unaudited Quarterly Financial Results and Year to Date Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)**

### **To the Board of Directors of Mac Charles (India) Limited**

1. We have reviewed the accompanying statement of unaudited consolidated financial results ('the Statement') of Mac Charles (India) Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), (refer Annexure 1 for the list of subsidiaries included in the Statement) for the quarter ended 30 September 2023 and the consolidated year to date results for the period 1 April 2023 to 30 September 2023, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations').
2. This Statement, which is the responsibility of the Holding Company's management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under section 133 of the Companies Act, 2013 ('the Act'), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion 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. 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 the Standards on Auditing specified under section 143(10) of the Act, 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.

We also performed procedures in accordance with the SEBI Circular CIR/CFD/CMD1/44/2019 dated 29 March 2019 issued by the SEBI under Regulation 33 (8) of the Listing Regulation, to the extent applicable.

# Walker Chandiok & Co LLP

4. Based on our review conducted and procedures performed as stated in paragraph 3 above nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under section 133 of the Act, and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including the manner in which it is to be disclosed, or that it contains any material misstatement.


## **For Walker Chandiok & Co LLP**

Chartered Accountants

Firm Registration No: 001076N/N500013

Hemant

Maheshwari

 Digitally signed by Hemant  
Maheshwari  
Date: 2023.11.09 20:37:04 +05'30'

**Hemant Maheshwari**

Partner

Membership No. 096537

UDIN: 23096537BGVEVZ1187

Bengaluru

09 November 2023



# Walker Chandiok & Co LLP

## Annexure 1

### List of entities included in the Statement

Entity	Relationship
Blue Lagoon Real Estate Private Limited (BLREPL)	Subsidiary
Neptune Real Estate Private Limited (NREPL)	Subsidiary
Mac Charles Hub Projects Private Limited (MCHPPL)	Subsidiary

**MAC CHARLES (INDIA) LIMITED**  
CIN: L55101KA1979PLC003620

Registered office: 1st Floor, Embassy Point, 150 Infantry Road Bengaluru - 560001

**Part I: Statement of unaudited consolidated financial results for the quarter and six month ended 30 September 2023**

(₹ in million)

Sl. No.	Particulars	Quarter ended			Six months ended		Year ended
		30-Sep-23	30-Jun-23	30-Sep-22	30-Sep-23	30-Sep-22	31-Mar-23
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
<b>1</b>	<b>Income</b>						
	a) Revenue from operations	44.97	20.70	42.39	65.67	72.11	111.89
	b) Other income	51.93	45.98	11.83	97.91	759.06	854.81
	<b>Total income (a+b)</b>	<b>96.90</b>	<b>66.68</b>	<b>54.22</b>	<b>163.58</b>	<b>831.17</b>	<b>966.70</b>
<b>2</b>	<b>Expenses</b>						
	a) Employee benefit expense	5.17	6.48	2.03	11.65	5.77	14.02
	b) Finance costs	177.13	166.73	31.99	343.86	34.93	324.23
	c) Depreciation and amortisation expense	4.82	4.58	4.82	9.40	9.58	19.13
	d) Other expenses	32.65	20.14	39.96	52.79	60.55	120.80
	<b>Total expenses (a+b+c+d)</b>	<b>219.77</b>	<b>197.93</b>	<b>78.80</b>	<b>417.70</b>	<b>110.83</b>	<b>478.18</b>
<b>3</b>	<b>(Loss)/ profit before tax (1-2)</b>	<b>(122.87)</b>	<b>(131.25)</b>	<b>(24.58)</b>	<b>(254.12)</b>	<b>720.34</b>	<b>488.52</b>
<b>4</b>	Tax (credit)/ expense	0.00	(24.87)	5.42	(24.87)	119.90	62.92
<b>5</b>	<b>(Loss)/ profit after tax (3-4)</b>	<b>(122.87)</b>	<b>(106.38)</b>	<b>(30.00)</b>	<b>(229.25)</b>	<b>600.44</b>	<b>425.60</b>
<b>6</b>	<b>Other comprehensive income</b>						
	Items that will not be reclassified to profit or loss, net of tax :						
	Remeasurements of defined benefit liability/ (asset)	-	-	-		(0.39)	-
	Equity instruments through Other comprehensive income - net changes in fair value	1.70	0.98	0.94	2.68	0.14	(1.23)
<b>7</b>	<b>Other comprehensive income/ (loss) for the period, net of tax</b>	<b>1.70</b>	<b>0.98</b>	<b>0.94</b>	<b>2.68</b>	<b>(0.25)</b>	<b>(1.23)</b>
<b>8</b>	<b>Total comprehensive (loss)/ income for the period (5+6)</b>	<b>(121.17)</b>	<b>(105.40)</b>	<b>(29.06)</b>	<b>(226.57)</b>	<b>600.19</b>	<b>424.37</b>
<b>9</b>	Paid-up equity share capital (face value of ₹ 10 each)	131.01	131.01	131.01	131.01	131.01	131.01
<b>10</b>	Reserves excluding revaluation reserve	-	-	-	-	-	2,280.27
<b>11</b>	Earnings/ (loss) per equity share (not annualised)						
	(a) Basic (₹)	(9.38)	(8.12)	(2.29)	(17.50)	45.83	32.49
	(b) Diluted (₹)	(9.38)	(8.12)	(2.29)	(17.50)	45.83	32.49

See accompanying notes to the consolidated financial results

**MAC CHARLES (INDIA) LIMITED**

CIN: L55101KA1979PLC003620

Registered office: 1st Floor, Embassy Point, 150 Infantry Road Bengaluru - 560001

**Part II: Unaudited Consolidated Balance Sheet**

(₹ in million)

Particulars	As at	As at
	30-Sep-23	31-Mar-23
	Unaudited	Audited
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property, plant and equipment	212.30	221.36
Investment property	2,001.86	1,673.24
Investment property under development	1,695.36	1,159.54
Financial assets:		
(i) Investments	7.97	5.29
(ii) Other financial assets	46.37	22.08
Income tax assets (net)	58.86	49.59
Other non-current assets	1,650.76	1,658.00
<b>Total non-current assets</b>	<b>5,673.48</b>	<b>4,789.10</b>
<b>Current assets</b>		
Financial assets		
(i) Investments	211.98	288.55
(ii) Trade receivables	38.36	16.39
(iii) Cash and cash equivalents	60.97	79.69
(iv) Bank balances other than cash and cash equivalents	2,617.62	2,668.54
(v) Loans	0.50	0.50
(vi) Other financial assets	43.19	9.49
Other current assets	17.53	6.39
Assets held for sale	25.57	27.93
<b>Total current assets</b>	<b>3,015.72</b>	<b>3,097.48</b>
<b>Total assets</b>	<b>8,689.20</b>	<b>7,886.58</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Equity share capital	131.01	131.01
Other equity	2,053.72	2,280.27
<b>Total equity</b>	<b>2,184.73</b>	<b>2,411.28</b>
<b>Liabilities</b>		
<b>Non-current liabilities</b>		
Financial liabilities		
Borrowings	6,363.96	5,319.83
Deferred tax liabilities (net)	-	25.19
<b>Total non-current liabilities</b>	<b>6,363.96</b>	<b>5,345.02</b>
<b>Current liabilities</b>		
Financial liabilities		
(i) Trade payables		
Total outstanding dues to micro enterprises and small enterprises	-	-
Total outstanding dues other than to micro enterprises and small enterprises	20.30	24.74
(ii) Other financial liabilities	112.03	96.88
Provisions	1.74	0.95
Other current liabilities	2.79	4.06
Liabilities associated with discontinued operations	3.65	3.65
<b>Total current liabilities</b>	<b>140.51</b>	<b>130.28</b>
<b>Total equity and liabilities</b>	<b>8,689.20</b>	<b>7,886.58</b>

See accompanying notes to the consolidated financial results

**MAC CHARLES (INDIA) LIMITED**  
**CIN: L55101KA1979PLC003620**  
**Registered office: 1st Floor, Embassy Point, 150 Infantry Road Bengaluru - 560001**

**Part III: Statement of Unaudited Consolidated Cashflows**

(₹ in million)

Particulars	Six months ended	
	30-Sep-23	30-Sep-22
	Unaudited	Unaudited
Profit before tax from continuing operations	(254.11)	720.34
Adjustments:		
- Interest income	(82.34)	(8.76)
- Profit on sale of property, plant and equipment, net	(4.89)	(743.14)
- Interest expense (including fair value change in financial instruments)	338.80	36.21
- Depreciation and amortization	9.40	9.58
- Profit on sale of investments in subsidiary, net	-	(2.06)
- Profit on sale of investments in mutual funds	(5.64)	-
- Others	2.65	0.01
<b>Operating cash flow before working capital changes</b>	<b>3.87</b>	<b>12.18</b>
Working capital adjustments:		
- Trade receivables	(21.97)	(2.07)
- Current and non-current financial assets	-	(6.42)
- Other current and non-current assets	(2.52)	(57.15)
- Current and non-current financial liabilities	14.01	(2.15)
- Other current and non-current liabilities	(1.22)	(5.01)
- Provisions	0.79	(0.49)
<b>Cash (used in) / generated from operating activities</b>	<b>(7.04)</b>	<b>(61.11)</b>
Income taxes paid	(9.42)	(56.04)
<b>Net cash used in operating activities [A]</b>	<b>(16.46)</b>	<b>(117.15)</b>
<b>Cash flows from investing activities</b>		
Acquisition of property, plant and equipment and investment property	(686.24)	(582.75)
Proceeds from sale of property, plant and equipment and assets held for sale	7.25	528.61
Advance for sale of capital assets		0.81
Purchase of investments	-	(568.70)
Proceeds from sale of investments	87.26	265.02
Investment in fixed deposits	(2,946.00)	(2,910.00)
Proceed from maturity of fixed deposit	2,968.00	99.40
Interest received	87.49	5.95
Loan given	(35.00)	-
Repayment of Loan given	15.00	
<b>Net cash (used in)/generated from investing activities [B]</b>	<b>(502.26)</b>	<b>(3,161.66)</b>
<b>Cash flows from financing activities</b>		
Proceeds from issuance of non- convertible debentures, net of processing charges	-	2,886.21
Proceeds from borrowing	500.00	-
Repayment of borrowings	-	(492.72)
Interest paid	-	(2.05)
<b>Net cash generated from financing activities [C]</b>	<b>500.00</b>	<b>2,391.44</b>
<b>Net increase/ (decrease) in cash and cash equivalents [A+B+C]</b>	<b>(18.72)</b>	<b>(887.37)</b>
Cash and cash equivalents at the beginning of the year	<b>79.69</b>	<b>944.80</b>
<b>Cash and cash equivalents at the end of the period</b>	<b>60.97</b>	<b>57.43</b>

See accompanying notes to the consolidated financial results

**MAC CHARLES (INDIA) LIMITED****CIN: L55101KA1979PLC003620****Registered office: 1st Floor, Embassy Point, 150 Infantry Road Bengaluru - 560001****Notes:**

- 1 The statement of unaudited consolidated financial results ('the statement') of Mac Charles India Limited ('the Company') and its subsidiaries, Mac Charles Hub Projects Private Limited, Blue Lagoon Real Estate Private Limited and Neptune Real Estate Private Limited (collectively known as 'the Group') have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and in terms of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

These consolidated financial results are prepared in accordance with requirement of the Indian Accounting Standard 110 "Consolidated Financial Statements" and presented in the format prescribed under Regulation 33 and Regulation 52 read with Regulation 63 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (hereinafter referred to as "the Listing Regulations, 2015").

- 2 The financial results for the quarter and six months ended 30 September 2023 was subjected to 'Limited Review' by the statutory auditors of the Company and they have issued an unmodified report. The review report of the statutory auditors is being filed with Bombay Stock Exchange and is also available on the Company's website [www.maccharlesindia.com](http://www.maccharlesindia.com).
- 3 The statement of unaudited consolidated financial results ('the Statement') of the Group for the quarter and six months ended 30 September 2023 has been reviewed by the Audit Committee and thereafter approved by the Board of Directors in their meeting held on 09 November 2023.
- 4 Pursuant to the provisions of Listing Agreement, the management has decided to publish unaudited standalone and consolidated financial results in the newspapers. The said financial results of the Company will also be made available on the Company's website [www.maccharlesindia.com](http://www.maccharlesindia.com) and also on the website of BSE ([www.bseindia.com](http://www.bseindia.com))
- 5 Additional information on standalone financial results of the Company:-

*(₹ in million)*

Particulars	Quarter ended			Half year ended		Year ended
	30-Sep-23	30-Jun-23	30-Sep-22	30-Sep-23	30-Sep-22	31-Mar-23
Total income	150.08	115.96	116.47	266.04	915.98	1,126.45
(Loss)/profit before tax	(66.81)	(81.15)	38.88	(147.96)	807.73	652.67
(Loss)/profit after tax	(66.81)	(56.28)	33.46	(123.09)	687.83	589.75
Total comprehensive (loss)/income	(65.11)	(55.30)	34.40	(120.41)	687.58	588.52

- 7 On 22 May 2023, the Company had issued 5,000 redeemable, rated, listed, secured, non-convertible debentures of face value of ₹ 100,000 each, aggregating to ₹ 500 million for Project Zenith. Consequently, as at 30 September 2023 the outstanding amounts of redeemable, rated, listed, secured, non-convertible debentures aggregate to ₹ 1,999 million and redeemable, unrated, unlisted, secured, non convertible debentures aggregate to ₹ 250 million, towards Project Zenith.

The Company had outstanding redeemable, rated, listed, secured, non-convertible debentures aggregating to ₹ 3,200 million as at 30 September 2023 for Project Embassy Business Hub to be carried on in the subsidiary of the Company i.e. Mac Charles Hub Projects Private Limited.

- 8 During the period there is only one segment of business i.e. sale of electricity which is being focused and reviewed by the Chief Operating Decision Maker ("CODM").

For and on behalf of Board of Directors of

**Mac Charles (India) Limited**

HARISH  
ANAND

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HARISH ANAND  
Date: 2023.11.09  
20:28:41 +05'30'

**Harish Anand**

**Director**

Bengaluru

09 November 2023

# Walker Chandiook & Co LLP

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**Walker Chandiook & Co LLP**

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## **Independent Auditor's Review Report on Standalone Unaudited Quarterly Financial Results and Year to Date Results of the Company pursuant to the Regulation 33 and Regulation 52 read with Regulation 63 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)**

### **To the Board of Directors of Mac Charles (India) Limited**

1. We have reviewed the accompanying statement of standalone unaudited financial results ('the Statement') of Mac Charles (India) Limited ('the Company') for the quarter ended 30 September 2023 and the year to date results for the period 1 April 2023 to 30 September 2023, being submitted by the Company pursuant to the requirements of Regulation 33 and Regulation 52 read with Regulation 63 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations')
2. The Statement, which is the responsibility of the Company's management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under section 133 of the Companies Act, 2013 ('the Act'), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 and Regulation 52 read with Regulation 63 of the Listing Regulations. Our responsibility is to express a conclusion 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. 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 the Standards on Auditing specified under section 143(10) of the Act, 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.



# Walker Chandiok & Co LLP

4. Based on our review conducted as above nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under section 133 of the Act, and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 and Regulation 52 read with Regulation 63 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including the manner in which it is to be disclosed, or that it contains any material misstatement.

## For Walker Chandiok & Co LLP

Chartered Accountants

Firm Registration No: 001076N/N500013

Hemant

Maheshwari

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Maheshwari  
Date: 2023.11.09 20:36:21 +05'30'

## Hemant Maheshwari

Partner

Membership No. 096537

UDIN: 23096537BGVEVY3436

Bengaluru

09 November 2023

**MAC CHARLES (INDIA) LIMITED**  
**CIN: L55101KA1979PLC003620**  
**Registered office: 1st Floor, Embassy Point, 150 Infantry Road Bengaluru - 560001**

**Part I: Statement of unaudited Standalone Financial Results for the quarter and six months ended ended 30 September 2023**

(₹ in million except per share data)

Sl. No	Particulars	Quarter ended			Six months ended		Year Ended
		30-Sep-23	30-Jun-23	30-Sep-22	30-Sep-23	30-Sep-22	31-Mar-23
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
<b>1</b>	<b>Income</b>						
	a) Revenue from operations	44.97	20.70	42.39	65.67	72.11	111.89
	b) Other income	105.11	95.26	74.08	200.37	843.87	1,014.56
	<b>Total income (a+b)</b>	<b>150.08</b>	<b>115.96</b>	<b>116.47</b>	<b>266.04</b>	<b>915.98</b>	<b>1,126.45</b>
<b>2</b>	<b>Expenses</b>						
	a) Employee benefits expense	5.17	6.48	2.03	11.65	5.77	14.02
	b) Finance costs	178.47	167.85	31.99	346.32	34.93	325.30
	c) Depreciation and amortisation expense	4.82	4.58	4.82	9.40	9.58	19.13
	d) Other expenses	28.43	18.20	38.75	46.63	57.97	115.33
	<b>Total expenses (a+b+c+d)</b>	<b>216.89</b>	<b>197.11</b>	<b>77.59</b>	<b>414.00</b>	<b>108.25</b>	<b>473.78</b>
<b>3</b>	<b>(Loss)/Profit before tax (1-2)</b>	<b>(66.81)</b>	<b>(81.15)</b>	<b>38.88</b>	<b>(147.96)</b>	<b>807.73</b>	<b>652.67</b>
<b>4</b>	Tax (credit)/expense	-	(24.87)	5.42	(24.87)	119.90	62.92
<b>5</b>	<b>(Loss)/Profit after tax (3-4)</b>	<b>(66.81)</b>	<b>(56.28)</b>	<b>33.46</b>	<b>(123.09)</b>	<b>687.83</b>	<b>589.75</b>
<b>6</b>	<b>Other comprehensive income</b>						
	<b>Items that will not be reclassified to profit or loss, net of tax :</b>						
	Remeasurements of defined benefit liability/(asset)	-	-	-	-	(0.39)	-
	Equity instruments through other comprehensive income - net changes in fair value	1.70	0.98	0.94	2.68	0.14	(1.23)
<b>7</b>	<b>Other comprehensive (loss)/income for the period, net of tax</b>	<b>1.70</b>	<b>0.98</b>	<b>0.94</b>	<b>2.68</b>	<b>(0.25)</b>	<b>(1.23)</b>
<b>8</b>	<b>Total comprehensive (loss)/income for the period</b>	<b>(65.11)</b>	<b>(55.30)</b>	<b>34.40</b>	<b>(120.41)</b>	<b>687.58</b>	<b>588.52</b>
<b>9</b>	Paid-up equity share capital (face value of ₹ 10 each)	131.01	131.01	131.01	131.01	131.01	131.01
<b>10</b>	Reserves excluding revaluation reserve	-	-	-	-	-	4,608.25
<b>11</b>	Earnings per equity share (not annualised)						
	(a) Basic (₹)	(5.10)	(4.30)	2.55	(9.40)	52.50	45.02
	(b) Diluted (₹)	(5.10)	(4.30)	2.55	(9.40)	52.50	45.02

See accompanying notes to the financial results

**MAC CHARLES (INDIA) LIMITED**

**CIN: L55101KA1979PLC003620**

**Registered office: 1st Floor, Embassy Point, 150 Infantry Road Bengaluru - 560001**

**Part II: Statement of Unaudited Standalone Balance Sheet**

*(₹ in million)*

Particulars	As at	As at
	30-Sep-23	31-Mar-23
	Unaudited	Audited
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property, plant and equipment	212.30	221.69
Investment property under development	1,692.65	1,158.64
Financial assets:		
(i) Investments	3,325.26	3,162.38
(ii) Loans	1,565.94	1,297.14
(iii) Other financial assets	6.33	6.51
Income tax assets (net)	58.68	49.59
Other non-current assets	1,321.68	1,214.32
<b>Total non-current assets</b>	<b>8,182.84</b>	<b>7,110.27</b>
<b>Current assets</b>		
Financial assets		
(i) Investments	211.98	288.54
(ii) Trade receivables	38.36	16.39
(iii) Cash and cash equivalents	20.27	43.90
(iv) Bank balances other than cash and cash equivalents	2,548.51	2,668.54
(v) Loans	0.50	0.50
(vi) Other financial assets	41.49	9.42
Other current assets	12.69	1.84
Assets held for sale	25.57	27.93
<b>Total current assets</b>	<b>2,899.37</b>	<b>3,057.06</b>
<b>Total assets</b>	<b>11,082.21</b>	<b>10,167.33</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Equity share capital	131.01	131.01
Other equity	4,487.84	4,608.25
<b>Total equity</b>	<b>4,618.85</b>	<b>4,739.26</b>
<b>Liabilities</b>		
<b>Non-current liabilities</b>		
Financial liabilities		
(i) Borrowings	6,324.10	5,276.94
Deferred tax liabilities, (net)	-	25.19
<b>Total non-current liabilities</b>	<b>6,324.10</b>	<b>5,302.13</b>
<b>Current liabilities</b>		
Financial liabilities		
(i) Trade payables		
Total outstanding dues to micro enterprises and small enterprises	-	-
Total outstanding dues other than to micro enterprises and small enterprises	19.94	23.21
(ii) Other financial liabilities	112.03	95.42
Provisions	1.74	0.95
Other current liabilities	1.90	2.71
Liabilities associated with discontinued operations	3.65	3.65
<b>Total current liabilities</b>	<b>139.26</b>	<b>125.94</b>
<b>Total equity and liabilities</b>	<b>11,082.21</b>	<b>10,167.33</b>
See accompanying notes to the financial results		

**MAC CHARLES (INDIA) LIMITED**

CIN: L55101KA1979PLC003620

Registered office: 1st Floor, Embassy Point, 150 Infantry Road Bengaluru - 560001

**Part III: Statement of Unaudited Standalone Cashflows**

(₹ in million)

Particulars	Six months ended	
	30-Sep-23	30-Sep-22
	Unaudited	Unaudited
(Loss)/ Profit before tax from continuing operations	(147.96)	807.73
Adjustments:		
- Interest income	(184.80)	(56.35)
- Profit on sale of property, plant and equipment, net	(4.89)	(743.14)
- Interest expense (including fair value change in financial instruments)	341.27	36.21
- Depreciation and amortization	9.40	9.58
- Profit on sale of investments	(5.64)	(2.06)
- Others	-	(37.45)
<b>Operating cash flow before working capital changes</b>	<b>7.38</b>	<b>14.52</b>
Working capital adjustments:		
- Trade receivables	(21.97)	(2.07)
- Current and non-current financial assets	0.39	0.01
- Other current and non-current assets	-	(46.49)
- Current and non-current financial liabilities	13.34	(3.05)
- Other current and non-current liabilities	(0.81)	(4.78)
- Provisions	0.79	(0.49)
<b>Cash used in operating activities</b>	<b>(0.88)</b>	<b>(42.35)</b>
Income taxes paid	(9.42)	(56.04)
<b>Net cash used in operating activities [A]</b>	<b>(10.30)</b>	<b>(98.39)</b>
<b>Cash flows from investing activities</b>		
Acquisition of property, plant and equipment and investment property (including advances given)	(463.46)	(106.22)
Proceeds from sale of property, plant and equipment	7.25	528.61
Loans to subsidiaries	(321.32)	(202.00)
Repayment of loan given to subsidiary	-	90.00
Purchase of investments	(0.00)	(568.70)
Proceeds from sale of investments	87.25	265.02
Investments in fixed deposits	(2,810.00)	(2,910.00)
Proceed from maturity of fixed deposit	2,900.00	99.40
Interest received	86.95	5.95
Advance for sale of capital assets	-	0.81
<b>Net cash (used in)/ generated from investing activities [B]</b>	<b>(513.33)</b>	<b>(2,797.13)</b>
<b>Cash flows from financing activities</b>		
Proceeds from issuance of non- convertible debentures, net of processing charges	500.00	2,886.21
Repayment of borrowings	-	(492.72)
Interest paid	-	(2.05)
<b>Net cash generated from financing activities [C]</b>	<b>500.00</b>	<b>2,391.44</b>
<b>Net (decrease)/increase in cash and cash equivalents [A+B+C]</b>	<b>(23.63)</b>	<b>(504.08)</b>
Cash and cash equivalents at the beginning of the year	43.90	545.72
<b>Cash and cash equivalents at the end of the period</b>	<b>20.27</b>	<b>41.64</b>
See accompanying notes to the financial results		

**MAC CHARLES (INDIA) LIMITED**  
**CIN: L55101KA1979PLC003620**  
**Registered office: 1st Floor, Embassy Point, 150 Infantry Road Bengaluru - 560001**

**Additional disclosures as per Regulation 52(4) of SEBI ( Listing Obligations and Disclosure Requirements ) Regulation , 2015 :**

*All amounts are in ₹ million, unless otherwise stated*

**Details of outstanding Non convertible debentures ("NCD"):**

Sr No.	ISIN	No. of NCD	Amount of Issue (in million)	Credit rating
1	INE435D07011	999	999	ACUITE BB+ - STABLE
2	INE435D07029	250	250	ACUITE BB+ - STABLE
3	INE435D07052	1,350	1,350	ACUITE BB+ - STABLE
4	INE435D07037	250	250	ACUITE BB+ - STABLE
5	INE435D07045	1,350	1,350	ACUITE BB+ - STABLE
6	INE435D07060	250	250	ACUITE BB+ - STABLE
7	INE435D07078	500	500	ACUITE BB+ - STABLE
8	INE435D07086	5,000	500	ACUITE BB+ - STABLE

Sr No	Particular	Quarter ended			Six months ended		Year Ended
		30-Sep-23	30-Jun-23	30-Sep-22	30-Sep-23	30-Sep-22	31-Mar-23
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	Debt-Equity ratio (Total borrowings divided by Equity)	1.37	1.29	0.85	1.37	0.85	1.11
2	Debt Service Coverage Ratio (DSCR) (Profit before interest, depreciation, exceptional items, tax expense and profit from discontinued operations divided by (Interest expense together with principal repayments of longterm borrowings during the period and cash flow on settlement of derivatives contracts related to borrowings)	0.65	0.54	2.37	0.60	1.62	1.22
3	Interest Service Coverage Ratio (ISCR) ( Profit before interest, depreciation, exceptional items, tax expense and profit from discontinued operations divided by interest expense)	0.65	0.54	2.37	0.60	24.40	3.07
4	Paid up debt capital/ Outstanding debt (Non current borrowing + current borrowing)	6324.10	6032.13	4107.68	6324.10	4107.68	5276.94
5	Debenture Redemption Reserve	-	-	-	-	-	-
6	Capital Redemption Reserve	-	-	-	-	-	-
7	Net worth (paid up share capital + other equity)	4,618.85	4,683.96	4,820.97	4,618.85	4,820.97	4,739.26
8	Current ratio (Current assets/ Current liabilities)	20.82	22.84	20.36	20.82	20.36	24.27
9	Long term debt to working capital ratio	2.29	1.94	1.27	2.29	1.27	1.80
10	Bad debt to account receivable ratio (Bad debt/ Average trade receivables)	-	-	-	-	-	-
11	Current liability ratio (Total current liabilities/ Total liabilities)	0.02	0.02	0.04	0.02	0.04	0.02
12	Total debt to total assets ratio (Total Debt ÷ Total Assets less assets held for sale)	0.57	0.56	0.45	0.57	0.45	0.52
13	Debtors turnover ratio (Annualised) (Revenue from operations ÷ Average Trade Receivables)	4.50	5.65	9.93	4.80	9.84	7.42
14	Inventory turnover ratio	-	-	-	-	-	-
15	Operating margin (%) (EBITDA-Other Income ÷ Revenue from operations)	25%	-19%	4%	11%	10%	-16%
16	Net profit margin (%) (Net Profit after Tax ÷ Total Income)	-45%	-49%	29%	-46%	75%	52%

**MAC CHARLES (INDIA) LIMITED**

**CIN: L55101KA1979PLC003620**

**Registered office: 1st Floor, Embassy Point, 150 Infantry Road Bengaluru - 560001**

**Notes:**

- 1 The Statement of unaudited standalone financial results ('the Statement') of Mac Charles (India) Limited ('the Company') for the quarter and six months ended 30 September 2023 has been reviewed by the Audit Committee and thereafter approved by the Board of Directors in its meeting held on 09 November 2023.
- 2 The financial results for the six months ended 30 September 2023 was subjected to 'Limited Review' by the statutory auditors of the Company and they have issued an unmodified report. The review report of the statutory auditors is being filed with Bombay Stock Exchange and is also available on the Company's website [www.maccharlesindia.com](http://www.maccharlesindia.com).
- 3 Pursuant to the provisions of Listing Agreement, the management has decided to publish unaudited standalone and consolidated financial results in the newspapers. The said financial results of the Company will also be made available on the Company's website [www.maccharlesindia.com](http://www.maccharlesindia.com) and also on the website of BSE ([www.bseindia.com](http://www.bseindia.com)).
- 4 The unaudited standalone financial results of the Company have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standard) Amendment Rules, 2016 and in terms of Regulation 33 and Regulation 52 read with Regulation 63 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).
- 5 During the period there is only one segment of business i.e. sale of electricity which is being focused and reviewed by the Chief Operating Decision Maker ("CODM").
- 6 The Company has entered into an agreement to release a maximum sum of ₹ 6,000 million as inter corporate deposits which shall be interest free and repayable in 5 years, to Mac Charles Hub Projects Private Limited, a wholly owned subsidiary. The Company had released a sum of ₹ 149.58 million during the quarter ended 30 June 2023 and ₹ 169.73 million during the quarter ended 30 September 2023. Total funds released as at 30 September 2023 amounts to ₹ 2084.79 million.
- 7 On 22 May 2023, the Company had issued 5,000 redeemable, rated, listed, secured, non-convertible debentures of face value of ₹ 100,000 each, aggregating to ₹ 500 million for Project Zenith. Consequently, as at 30 September 2023 the outstanding amounts of redeemable, rated, listed, secured, non-convertible debentures aggregate to ₹ 1,999 million and redeemable, unrated, unlisted, secured, non convertible debentures aggregate to ₹ 250 million, towards Project Zenith.

The Company had outstanding redeemable, rated, listed, secured, non-convertible debentures aggregating to ₹ 3,200 million as at 30 September 2023 for Project Embassy Business Hub to be carried on in the subsidiary of the Company i.e. Mac Charles Hub Projects Private Limited.

For and on behalf of Board of Directors of

**Mac Charles (India) Limited**

**HARISH** Digitally signed by  
**HARISH ANAND**  
**ANAND** Date: 2023.11.09  
20:29:42 +05'30'

**Harish Anand**  
**Director**

Bengaluru  
09 November 2023

**Independent Auditor's Certificate pursuant to Regulation 56(1)(d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and Regulation 15(1)(t)(ii)(a) of SEBI (Debenture Trustees) Regulations, 1993 (as amended)**

To,  
The Board of Directors,  
**Mac Charles (India) Limited**  
1st Floor Embassy Point  
150 Infantry Road  
Bangalore-560001

1. This certificate is issued in accordance with the terms of our engagement letter dated 28 July 2023 with **Mac Charles (India) Limited** ("the Company")
2. The accompanying Statement containing details of listed secured non-convertible debt securities ('NCDs') of the Company outstanding as at 30 September 2023 (Section I), along with security cover maintained against such NCDs (Section II), and the Company's compliance with the financial and other covenants as per the terms of debenture trust deed (Section III) (collectively referred to as 'the Statement') has been prepared by the Company's management for the purpose of submission of the Statement along with this certificate to the Debenture Trustee of the Company, pursuant to the requirements of Regulation 56(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('SEBI LODR') and pursuant to the requirements of Regulation 15(1)(t)(ii)(a) of SEBI (Debenture Trustees) Regulations, 1993 (as amended) ('SEBI Debenture Trustees Regulations') (collectively referred to as 'the Regulations'). We have initialed the Statement for identification purposes only.
3. The Company has entered into following agreements with the Debenture Trustees:
  - i. Debenture Trust Deed dated 19 July 2021 as amended and restated on 11 May 2023, entered between the Company and Catalyst Trusteeship Limited in relation to senior, secured, redeemable, listed, rated Non Convertible Debentures ("NCDs") of 1,499 NCDs of a nominal value of ₹ 1 million each and 15,010 NCDs of a nominal value of ₹ 0.1 million, in aggregate amounting to ₹ 3,000 million out of which the Company has issued 6,499 senior, secured, redeemable, listed, rated NCDs, in aggregate amounting to ₹ 1,999 million until 30 September 2023.
  - ii. Debenture Trust Deed dated 23 August 2022 as amended and restated on 24 March 2023, entered between the Company and Catalyst Trusteeship Limited in relation to 3,200 senior, secured, redeemable, listed, rated NCDs of a nominal value of ₹ 1 million each amounting to ₹ 3,200 million out of which the Company has issued 3,200 senior, secured, redeemable, listed, rated NCD until 30 September 2023.

**Management's Responsibility for the Statement**

4. The preparation of the Statement, including the preparation and maintenance of all accounting and other relevant supporting records and documents, is solely the responsibility of the management of the Company. 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.

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5. The Management is also responsible for ensuring the compliance with the requirements of the Regulations and the debenture trust deed as mentioned in paragraph 3(i) and 3(ii) above for the purpose of furnishing this Statement and for providing all relevant information to the Debenture Trustee.

## Auditor's Responsibility

6. Pursuant to requirements as referred to in paragraph 2 above, it is our responsibility to provide limited assurance in the form of a conclusion as to whether anything has come to our attention that causes us to believe that the:
  - i. details as included in Section II of the accompanying Statement regarding maintenance of hundred percent security cover of listed NCDs of the Company outstanding as at 30 September 2023 as mentioned in paragraph 3(i) and 3(ii) above, are, in all material respects, not in agreement with the unaudited standalone financial information of the Company, underlying books of account and other relevant records and documents maintained by the Company for the six months ended 30 September 2023 which have been subjected to limited review pursuant to the Regulation 52 of the SEBI LODR, or that the calculation thereof is arithmetically inaccurate; and
  - ii. details as included in Section III(1) of the accompanying Statement regarding compliance with financial covenants as stated in clause 2.42 of schedule 4 of debenture trust deed mentioned in paragraph 3(i) above and clause 2.40 of Schedule 4 of debenture trust deed mentioned in paragraph 3(ii) above, has not been accurately extracted from the audited financial statements of Embassy Property Developments Private Limited ("Guarantor") for the year ended 31 March 2023 for the computation of net worth; and
  - iii. details as included in Section III(2) of the accompanying Statement regarding the compliance with other financial covenants related to 'loan-to-value' ratio as stated in clause 6.5 of debenture trust deeds mentioned in paragraph 3(i) and 3(ii) above, is not in agreement with the underlying books of accounts and records of the Company for the six months period ended 30 September 2023 and that the calculation thereof is arithmetically inaccurate; and
  - iv. declaration given by the management as included in Section III(3) of the accompanying Statement regarding compliance with the other operational covenants as stated in clause 10.2 of debenture trust deeds mentioned in paragraph 3(i) and 3(ii) above, the listed NCDs of the Company outstanding as at 30 September 2023, is in all material respect, not fairly stated.
7. The unaudited standalone financial results of the Company, referred to in paragraph 6(a) above, have been reviewed by us, on which we have expressed an unmodified conclusion vide our report dated 09 November 2023. Our review of standalone financial results was conducted 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 ('the ICAI'). This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial information is free of material misstatement. A review is limited primarily to inquiries of the Company personnel and analytical procedures applied to the financial data and thus, provides less assurance than an audit. We have not performed an audit and accordingly, we did not express an audit opinion.
8. We conducted our examination of the Statement 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 the ICAI.
10. 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. The procedures selected depend on the auditor's judgment, including the assessment of the areas where a material misstatement of the subject matter information is likely to arise. We have performed the following procedures in relation to Section I, Section II and Section III of the accompanying Statement:
  - i. Obtained and read the Debenture Trust Deed dated 19 July 2021 and Debenture Trust Deed dated 23 August 2022 as amended and restated pursuant to which the NCDs have been issued:



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- a. We noted that in relation to NCDs as described in paragraph 3(i), the requirement to maintain security cover is specified in clause 6.6 of Debenture Trust Deed dated 19 July 2021 as amended and restated which requires maintenance of 100% security cover sufficient to discharge the principal and interest amount at all times, the requirement to maintain Loan to Value ratio is specified in clause 6.5 of Debenture Trust Deed dated 19 July 2021 as amended and restated which requires maintenance of Loan to Value ratio not more than 66.66% and the requirement to maintain the Guarantor net worth in relation to EPDPL is specified in clause 2.42 of Schedule 4 of Debenture Trust Deed dated 19 July 2021 as amended and restated which requires maintenance of the Guarantor Net Worth, at all times, not less than ₹ 10,000 million.
  - b. We noted that in relation to NCDs as described in paragraph 3(ii), the requirement to maintain security cover is specified in paragraph 6.6 of Debenture Trust Deed dated 23 August 2022 as amended and restated which requires maintenance of 100% security cover sufficient to discharge the principal and interest amount at all times, the requirement to maintain Loan to Value ratio is specified in clause 6.5 of Debenture Trust Deed dated 23 August 2022 as amended and restated which requires maintenance of Loan to Value ratio not more than 66.66% and the requirement to maintain the Guarantor net worth in relation to EPDPL is specified in clause 2.40 of Schedule 4 of Debenture Trust Deed dated 23 August 2022 as amended and restated which requires maintenance of the Guarantor Net Worth, at all times, not less than ₹ 10,000 million.
- ii. Traced the principal amount of the NCDs including interest outstanding as at 30 September 2023 (Section I) to the unaudited standalone financial results, underlying books of account and other relevant records and documents maintained by the Company for the six months period ended 30 September 2023 which have been subjected to limited review pursuant to the Regulation 52 of the SEBI LODR;
  - iii. Verified the details of ISIN, series, credit rating, issue size, security cover details and covenants criteria for each series of the listed NCDs from the respective Information memorandum;
  - iv. Traced the fair value of secured assets forming part of the security cover details for each series of the listed NCDs' from the unaudited standalone financial results, underlying books of account and other relevant records and documents (including valuation reports issued by independent valuer engaged by the management) maintained by the Company for the six months period ended 30 September 2023;
  - v. Traced the value of secured assets of Squadron Developers Private Limited (SDPL) forming part of security cover details for listed NCDs as mentioned in Paragraph 3(ii) from the fixed deposit statement and certificate dated 16 October 2023 issued by H R A & Co, the Statutory Auditors of SDPL, which has been provided to us by the management and relied upon by us for the purpose of our examination of the Statement;
  - vi. Recomputed the security cover ratio based on the information as obtained above
  - vii. Obtained the audited standalone financial statements of Embassy Property Developments Private Limited ('EPDPL') ("Guarantor") for the year ended 31 March 2023 from the management of the Company and traced the value of assets and liabilities from such audited standalone financial statements for the purpose of declaration given by the management as included in Section III(1) of the accompanying Statement.
  - viii. Verified that the computation of financial covenants mentioned in Section III(1) and Section III(2) is in accordance with the basis of computation given in the Statement, and the amounts used in such computation have been accurately extracted from the unaudited financial results standalone, underlying books of account and other relevant records and documents maintained by the Company for the six months period ended 30 September 2023.
  - ix. Verified the arithmetical accuracy of the Statement;
  - x. With respect to covenants other than financial covenants as mentioned Section III(3) of the accompanying statement, the management has represented and confirmed that the Company has complied with all the other covenants, as prescribed in the Debenture Trust Deeds as mentioned in paragraph 3(i) and 3(ii) above. We have relied on the same and not performed any independent procedure in this regard; and

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- xi. The management has represented to us that secured assets as mentioned in note 3(a) of Section II of the Statement have also been secured by exclusive charge/pledge/mortgaged for the purpose of issuing NCDs' as given in note 4 of Section II of the statement. We have relied on the same and not performed any independent procedure in this regard.
- xii. Obtained necessary representations from the management.

## Other matter

- 11. The standalone financial statements of the Guarantor as referred to in paragraph 10(vii) above for the year ended 31 March 2023 has been audited by HRA & Co., who have expressed an unmodified opinion vide its audit report dated 30 May 2023 and whose report has been furnished to us by the management and which has been relied upon by us for the purpose of our examination of the Statement. Our opinion is not modified in respect of this matter.
- 12. The book value of secured assets of SDPL which are given as security as per the amended and restated Debenture trust deed dated 24 March 2023 as mentioned in paragraph 10(v) above has been certified by HRA & Co vide their certificate dated 16 October 2023, the Statutory Auditors of SDPL, which has been provided to us by the management and relied upon by us for the purpose of our examination of the Statement. Our opinion is not modified in respect of this matter.

## Conclusion

- 13. Based on our examination and the procedures performed as per paragraph 10 above, evidence obtained, and the information and explanations given to us, along with the representations provided by the management, nothing has come to our attention that cause us to believe that the:
  - a) details as included in Section II of the accompanying Statement regarding maintenance of hundred percent security cover of listed NCDs of the Company outstanding as at 30 September 2023 as mentioned in paragraph 3(i) and 3(ii) above, are, in all material respects, not in agreement with the unaudited standalone financial information of the Company, underlying books of account and other relevant records and documents maintained by the Company for the six months period ended 30 September 2023 which have been subjected to limited review pursuant to the Regulation 52 of the SEBI LODR, or that the calculation thereof is arithmetically inaccurate; and
  - b) details as included in Section III(1) of the accompanying Statement regarding compliance with financial covenants as stated in clause 2.42 of schedule 4 of debenture trust deed mentioned in paragraph 3(i) above and clause 2.40 of Schedule 4 of debenture trust deed mentioned in paragraph 3(ii) above, has not been accurately extracted from the audited financial statements of Embassy Property Developments Private Limited ("Guarantor") for the year ended 31 March 2023 for the computation of net worth; and
  - c) details as included in Section III(2) of the accompanying Statement regarding compliance with other financial covenants related to 'loan-to-value' ratio as stated in clause 6.5 of debenture trust deeds as mentioned in paragraph 3(i) and 3(ii) above, is not in agreement with the underlying books of accounts and records of the Company for the six months period ended 30 September 2023 and that the calculation thereof is arithmetically inaccurate; and
  - d) declaration given by the management as included in Section III(3) of the accompanying Statement regarding compliance with the other operational covenants as stated in clause 10.2 of debenture trust deeds mentioned in paragraph 3(i) and 3(ii) above, the listed NCDs of the Company outstanding as at 30 September 2023, is in all material respect, not fairly stated.

## Restriction on distribution or use

- 14. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Regulations. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have (or have had) as the statutory auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as statutory auditors of the Company.

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15. The certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the requirements of the Regulations, which inter alia, require it to submit this certificate along with the accompanying Statement to the Debenture Trustee of the Company, and therefore, this certificate should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. 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.

## For Walker Chandiok & Co LLP

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Hemant

Maheshwari

Digitally signed by  
Hemant Maheshwari  
Date: 2023.11.09  
20:37:41 +05'30'

**Hemant Maheshwari**

Partner

Membership No.: 096537

**UDIN:** 23096537BGVEWC2799

**Place:** Bengaluru

**Date:** 09 November 2023

Statement containing details of secured, listed, rated, redeemable non-convertible debentures ('NCDs') of the Company outstanding as at 30 September 2023, security cover maintained against such securities, the covenants criteria as per the terms of debenture trust deed ('DTD') , and the Company's compliance with such covenants.

**I. Details of secured, listed, rated, redeemable NCDs' of the Company outstanding as at 30 September 2023**

S.No	ISIN	Series	Outstanding as on 30 September 2023 including interest (Amount in millions)
1	INE435D07011	Zero Coupon, Senior, secured, rated, redeemable and listed NCDs (DTD as amended on 11 May 2023)	999.00
2	INE435D07037	Zero Coupon, Senior, secured, rated, redeemable and listed NCDs (DTD as amended on 11 May 2023)	250.00
3	INE435D07060	Zero Coupon, Senior, secured, rated, redeemable and listed NCDs (DTD as amended on 11 May 2023)	250.00
4	INE435D07086	Zero Coupon, Senior, secured, rated, redeemable and listed NCDs (DTD as amended on 11 May 2023)	500.00
5	NA	Accrued redemption premium on points 1 to 4 above (DTD as amended on 11 May 2023)	486.19
6	INE435D07045	Zero Coupon, Senior, secured, rated, redeemable and listed NCDs (DTD as amended on 24 March 2023)	1,350.00
7	INE435D07052	Zero Coupon, Senior, secured, rated, redeemable and listed NCDs (DTD as amended on 24 March 2023)	1,350.00
8	INE435D07078	Zero Coupon, Senior, secured, rated, redeemable and listed NCDs (DTD as amended on 24 March 2023)	500.00
9	NA	Accrued redemption premium on points 6 to 8 above (DTD as amended on 24 March 2023)	645.56

**II. Security cover maintained against such securities as per the terms of DTD as on 30 September 2023.**

Amount in millions except ratio

Particulars	Fair value of Secured Assets (Refer note 3 below)	Value of Secured, Non-Convertible, listed Debentures (Including Interest )	Security cover ratio (in times) (Refer note 1 & 2 below)	Valuation date of Secured Assets
Zero Coupon, Senior, secured, rated, redeemable and listed NCDs (DTD as amended on 11 May 2023)	11,332	2,485	4.56	30 September 2023
Zero Coupon, Senior, secured, rated, redeemable and listed NCDs (DTD as amended on 24 March 2023)	5,724	3,846	1.49	30 September 2023

**Notes:**

- The following definition has been considered for the purpose of computation of Security Cover Ratio:
  - Security cover ratio - Value of Secured assets / Value of Secured Non- convertible debentures;
  - Secured Assets: Market value of assets.
  - Secured Non- convertible debentures: Outstanding value of the secured Non- convertible debentures including interest.
- Security cover ratio shall be atleast 1.00 times of secured assets as per the terms of Debenture Trust Deed.

3 Security Details from Debenture trust deed are as follows:

**a Debenture Trust Deed dated 19 July 2021 as amended and restated on 11 May 2023**

**SECURITY, GUARANTEE AND OTHER CREDIT COMFORT**

**Secured Assets as per clause 6.1 of Debenture Trust Deed**

(A) The Debt shall be secured by:

- (i) a first ranking exclusive charge (by way of hypothecation) by the Company over all the Account Assets, its rights under the Turnkey Contract and the Legacy Cirocco (ATS), the Receivables and all movable assets in relation to the Project (including without limitation, the movable fixed assets in relation to the Project) in accordance with the terms of the Deed of Hypothecation
  - (ii) a first ranking exclusive pledge by the Company over the Pledged Shares in accordance with the terms of the Pledge Agreement;
  - (iii) a first ranking equitable mortgage by the Company over the Immovable Assets (Project) and the Identified Assets (Karnataka), in accordance with the terms of the Mortgage Documents (Karnataka); and
  - (iv) a first ranking equitable mortgage by the Company over the Identified Assets (Kerala), in accordance with the terms of the Mortgage Documents (Kerala);
  - (v) a first ranking exclusive charge (by way of hypothecation) by the Company over all the Operating Account Assets in accordance with the terms of the Deed of Hypothecation (Operating Account).
- (such assets collectively referred to as the "Primary Secured Assets"), in each case, created in favour of the Common Security Trustee acting for the benefit of, inter alia, the Debenture Holders.

(B) The Debt shall also be secured by:

- (i) a first ranking exclusive charge (by way of hypothecation) by the Company over all the Embassy Tech Square Lease Receivables in accordance with Paragraph 2.43 of Schedule 4 (Covenants and Undertakings); and
  - (ii) a first ranking exclusive pledge by the Guarantor over the shares and securities held by it in the Company in accordance with Paragraph 19 of Schedule 6 (Conditions Subsequent),
- (such assets referred to as the "Additional Secured Assets" and together with the Primary Secured Assets, are collectively referred to as the "Secured Assets"), created in favour of the Common Security Trustee acting for the benefit of, inter alia, the Debenture Holders.

**b Debenture Trust Deed dated 23 August 2022 as amended and restated on 24 March 2023**

**SECURITY, GUARANTEE AND OTHER CREDIT COMFORT**

**Secured Assets as per clause 6.1 of Debenture Trust Deed**

(A) The Debt shall be secured by ("Primary Secured Assets"):

- (i) a first ranking exclusive charge (by way of hypothecation) by the Company over all the Account Assets (Company) and the Inter-Company Receivables, in accordance with the terms of the Deed of Hypothecation (Company);
- (ii) a first ranking exclusive charge (by way of hypothecation) by SDPL over the SDPL Account Assets in accordance with the terms of the Deed of Hypothecation (SDPL);
- (iii) a first ranking exclusive charge (by way of hypothecation) by the Hub SPV over all the Account Assets (Hub SPV), the Receivables and Immovable Assets (Project) in relation to the Project, in accordance with the terms of the Deed of Hypothecation (Hub SPV);
- (iv) a first ranking exclusive pledge by the Company and the Promoter over the Pledged Shares in accordance with the terms of the Pledge Agreement;
- (v) a second ranking equitable mortgage by the Company (subservient only to the Existing Financial Indebtedness) over the Immovable Assets (Zenith Project), in accordance with the terms of the Mortgage Documents (Zenith - Karnataka);

(B) The Debt shall also be secured by:

- (i) a first ranking exclusive equitable mortgage by the Hub SPV over the Project Land (Hub SPV), in accordance with the terms of the Mortgage Documents (Hub SPV), in accordance with Paragraphs 19 and 29 of Schedule 6 (Conditions Subsequent);
  - (ii) a first ranking exclusive equitable mortgage by the Hub SPV over the rights, title and interest of Hub SPV in JDA Property-I, in accordance with the terms of the Mortgage Documents (JDA Property - I), in accordance with Paragraph 19 of Schedule 6 (Conditions Subsequent);
  - (iii) a first ranking exclusive charge (by way of hypothecation) by the Hub SPV over all Development Rights-JDA Property-I, in accordance with the terms of the Deed of Hypothecation (Hub SPV – JDA Property-I), in accordance with Paragraph 12 of Schedule 6 (Conditions Subsequent);
- (such assets referred to as the "Additional Secured Assets" and together with the Primary Secured Assets, are collectively referred to as the "Secured Assets"), created in favour of the Debenture Trustee acting for the benefit of, inter alia, the Debenture Holders.

**4 Details of secured, unlisted, unrated, redeemable NCDs' of the Company outstanding as at 30 September 2023**

The Company has also issued 250 Zero Coupon, Senior, secured, unrated, redeemable and unlisted NCDs (DTD dated 24 November 2021 as amended and restated on 11 May 2023) aggregating to ₹ 250 million. The debt is secured by first ranking exclusive charge/pledge/mortgaged as given in note 3(a) of section II above.

**III. The covenants criteria as per the terms of debenture trust deed, and the Company's compliance with such covenants**

**Financial Covenants for zero coupon, senior, secured, rated/ unrated, redeemable and listed/ unlisted non-convertible debentures (DTD dated 19 July 2021 as amended and restated on 11 May 2023)**

	<b>Particulars</b>	<b>Audited financial statements</b>	<b>Remarks</b>
III(1)	Guarantor Net Worth shall, at all times, be not less than ₹ 10,000 millions	Net worth as on 31 March 2023 for the guarantor is ₹ 20,727.23 millions.	Refer note a below
III(2)	The Company shall ensure that the Loan to Value Ratio ('LTV') on any LTV Testing Date shall not be more than 66.66%.	31.32% as on 30 September 2023	Refer note b below

**Financial Covenants for zero coupon, senior, secured, rated, redeemable and listed non-convertible debentures (DTD dated 23 August 2022 as amended and restated on 24 March 2023)**

	<b><u>Particulars</u></b>	<b><u>Audited financial statements</u></b>	<b><u>Remarks</u></b>
III(1)	Guarantor Net Worth shall, at all times, be not less than ₹ 10,000 millions	Net worth as on 31 March 2023 for the guarantor is ₹ 20,727.23 millions.	Refer note a below
III(2)	The Company shall ensure that the Loan to Value Ratio ('LTV') on any LTV Testing Date shall not be more than 66.66%.	33.32% as on 30 September 2023	Refer note b below

**Notes:**

- a Guarantor Net Worth as mentioned in the DTD dated 19 July 2021 and DTD dated 23 August 2022 as amended and restated
- (A) The Company shall ensure that until the Final Settlement Date the Guarantor Net Worth shall, at all times, in relation to Embassy Property Developments Private Limited ("EPDPL"), be not less than ₹ 10,000 million.
- (B) For the purposes of above Paragraph

**"Guarantor Net Worth"** means on any particular date (a) the aggregate of the Asset Value of all assets of the Guarantor on such date; less (b) the Liabilities of the Guarantor on such date.

**"Asset Value"** means in relation to any asset of the Guarantor, on any particular date.

(i) The fair value of such asset, as set out in a valuation report which is (i) prepared by an independent valuer acceptable to Debenture Trustee; and (ii) not more than 3 Months older than such date; or

(ii) If the fair value of such asset cannot be determined based on the requirements set out in paragraph above, the book value of such asset as set out in the last audited financial statements of the Guarantor.

**"Liabilities"** means on any particular date and in relation to the Guarantor, aggregate of all the liabilities (including contingent liabilities) of the Guarantor as set out in the last audited financial statements of the Guarantor.

**"Guarantor"** here means Embassy Property Developments Private Limited (EPDPL), a company incorporated under the laws of India with corporate identification number U85110KA1996PTC020897 and having its registered office at I Floor, Embassy Point #150 Infantry Road Bangalore, Karnataka 560001 India.

All Assets Value as per the audited standalone financial statements of EPDPL as on 31 March 2023 93,222.25 million

All liability Value (including contingent liabilities) as per the audited standalone financial statements of EPDPL as on 31 March 2023 72,495.02 million

**Guarantors net worth as on 31 March 2023 20,727.23 million**

b Loan to Value

The Company shall ensure that the Loan to Value Ratio (LTV) on any LTV Testing Date shall not be more than 66.66%.

- (A) As mentioned in DTD dated 19 July 2021 as amended and restated on 11 May 2023

**"LTV Testing Date"** means the following dates

The first Pay In Date or the last date of each 6 Month period falling thereafter.

**"Pay In Date"** means, in relation to each Tranche of Debentures, the date on which each applicant for such Tranche of Debentures makes payment to the Company for the Debentures to be allotted to it in accordance with the relevant Information Memorandum, and which is identified in the relevant Information Memorandum as the "Pay In Date"

**LTV formula as per the debentres trust deed**

$$LTV = [CSO/EV] \times 100$$

**"CSO"** is on any day the aggregate amount of the Common Secured Obligations as at that date provided that where the Loan to Value Ratio is being calculated as at (i) any Pay In Date, such calculation shall be made as if all the Debentures proposed to be allotted on such Pay In Date have already been paid for and allotted;

Therefore CSO = Common Secured obligation for ₹ 2,485.19 million debentures allotted (Including interest)

**"EV"** is, on any date, the aggregate value of the Immovable Assets (Project) mortgaged in favour of the Common Security Trustee, set out in the then most recent Valuation Report provided by the Company, pursuant to this Deed.

Therefore EV = Fair value of immovable Assets project (Zenith) as on 30 September 2023 being ₹ 7,934 million.

**LTV as on LTV Testing date (30 September 2023) 31.32%**

- (B) As mentioned in DTD dated 23 August 2022 as amended and restated on 24 March 2023

**"LTV Testing Date"** means the following dates:

(a) the first Pay In Date;

(b) the date falling at the end of 90 days from the First Deemed Date of Allotment;

(c) the date falling at the end of 180 days from the First Deemed Date of Allotment; and

(d) thereafter, on every 31 March and 30 September respectively.

**"Pay In Date"** means, in relation to each Tranche of Debentures, the date on which each applicant for such Tranche of Debentures makes payment to the Company for the Debentures to be allotted to it in accordance with the relevant Placement Memorandum, and which is identified in the relevant Placement Memorandum as the "Pay In Date".

**LTV formula as per the debentres trust deed**

$$LTV = [D/EV] \times 100$$

**"D"** is on any day the aggregate amount of the Debt (net of funds held in the MCIL Designated Account and the Hub SPV Designated Account) as at that date provided that where the Loan to Value Ratio is being calculated as at any Pay In Date, such calculation shall be made as if all the Debentures proposed to be allotted on such Pay In Date have already been paid for and allotted; and

Therefore D = Debt obligation net of funds held of ₹ 1,542.68 million debentures allotted (Including interest net of funds held)

“EV” is, on any date, the aggregate value of the Project Land mortgaged in favour of the Debenture Trustee, set out in the then most recent Valuation Report provided by the Company, pursuant to this Deed. Provided that once the Company completes construction up to ground floor of Project (Zenith) to the satisfaction of the Debenture Trustee and obtains all Authorisations in relation to the same, “EV” shall mean on any date, the aggregate value of (i) the Project Land mortgaged in favour of the Debenture Trustee, set out in the then most recent Valuation Report provided by the Company, pursuant to this Deed, and (ii) Zenith Surplus.

Therefore EV = Fair value of the Project Land mortgaged as on 30 September 2023 being ₹ 4,630.45 million.

**LTV as on LTV Testing date (30 September 2023) 33.32%**

### **III(3) Management Declaration**

We confirm that the Company has complied with all the following covenants as included in the DTD dated 19 July 2021 and 23 August 2022 as amended and restated:

- A. Part (a) negative covenants mentioned in para 10.2 of debenture trust deed
- B. Part (b) negative covenants mentioned in para 10.2 of debenture trust deed
- C. Part (c) informative covenants mentioned in para 10.2 of debenture trust deed

For Mac Charles (India) Limited

**HARISH** Digitally signed by  
ANAND HARISH ANAND  
Date: 2023.11.09  
20:29:25 +05'30'

Name : Harish Anand  
Designation : Director

Place: Bengaluru

Statement containing details of secured, listed, rated, redeemable non-convertible debentures ('NCDs') of the Company outstanding as at 30 September 2023 and security cover maintained against such securities pursuant to Operational circular SEBI/HO/DDHS/P/CIR/2023/50 dated 31 March 2023.

**I. Details of secured, listed, rated, redeemable NCDs' of the Company outstanding as at 30 September 2023**

S.No	ISIN	Series	Outstanding as on 30 September 2023 including interest (Amount in millions)
1	INE435D07011	Zero Coupon, Senior, secured, rated, redeemable and listed NCDs (DTD as amended on 02 August 2022)	999.00
2	INE435D07037	Zero Coupon, Senior, secured, rated, redeemable and listed NCDs (DTD as amended on 02 August 2022)	250.00
3	INE435D07060	Zero Coupon, Senior, secured, rated, redeemable and listed NCDs (DTD as amended on 02 August 2022)	250.00
4	INE435D07086	Zero Coupon, Senior, secured, rated, redeemable and listed NCDs (DTD as amended on 02 August 2022)	500.00
5	NA	Accrued redemption premium on points 1 to 4 above (DTD as amended on 02 August 2022)	486.19
6	INE435D07045	Zero Coupon, Senior, secured, rated, redeemable and listed NCDs (DTD as amended on 24 March 2023)	1,350.00
7	INE435D07052	Zero Coupon, Senior, secured, rated, redeemable and listed NCDs (DTD as amended on 24 March 2023)	1,350.00
8	INE435D07078	Zero Coupon, Senior, secured, rated, redeemable and listed NCDs (DTD as amended on 24 March 2023)	500.00
9	NA	Accrued redemption premium on points 6 to 8 above (DTD as amended on 24 March 2023)	645.56

**II. Computation of Security Cover Ratio as on 30 September 2023 pursuant to SEBI circular dated 31 March 2023**

Column A	Column B	Column C <sup>i</sup>	Column D <sup>ii</sup>	Column E <sup>iii</sup>	Column F	Column G
Particulars	Description of asset for which this certificate relate	Exclusive Charge Debt for which this certificate being issued	Exclusive Charge Other Secured Debt	Assets not offered as Security	(Total C to E)	Related to only those Market Value for Assets charged on Exclusive basis
		Book Value	Book Value			
<b>ASSETS</b>						
Property, Plant and Equipment	Land, Plant and machinery and Computers	211.98		0.32	212.30	417.81
Investment Property *	Land	1,594.30			1,594.30	2,306.80
Capital Work-in-Progress & Advance	IPUD (Project Zenith) & Advance- Zenith	2,652.08			2,652.08	7,934.00
Investments	Investment in subsidiaries, equity shares and mutual funds	2,035.10		1,502.14	3,537.24	2,432.53
Loans	Loans given to subsidiaries and other inter-corporate loans			1,566.44	1,566.44	
Advances	Advance paid for purchase of investment property	53.20			53.20	118.76
Advances *	Advance paid for purchase of investment property	279.01			279.01	279.01
Trade Receivables	Trade receivables			38.36	38.36	
Cash and Cash Equivalents	Cash and Cash Equivalents	14.20		0.93	15.13	14.20
Cash and Cash Equivalents	Cash and Cash Equivalents	5.56			5.56	5.56
Bank Balances other than Cash and Cash Equivalents *	Bank Balances other than Cash and Cash Equivalents	3,097.31		16.61	3,113.92	3,097.31
Bank Balances other than Cash and Cash Equivalents	Bank Balances other than Cash and Cash Equivalents	303.69			303.69	303.69
Asset Held for sale	Assets classified as held for sale	25.57			25.57	112.24
Others *	Accrued interest and Non refundable security deposit	76.46		394.08	470.54	76.46
<b>Total</b>		<b>10,348.45</b>	<b>-</b>	<b>3,518.89</b>	<b>13,867.34</b>	<b>17,098.37</b>



<b>LIABILITIES</b>						
Debt securities to which this certificate pertains	Debentures issued	6,003.01	321.09		6,324.10	2,485.19
Debt securities to which this certificate pertains	Debentures issued					3,845.56
Others	Deferred tax liabilities	not to be filled		-	-	
Trade payables	Trade payables					
Others	Other current financial liabilities, Current provisions, Other current liabilities, Current tax liabilities, net, Disposal group - liabilities directly associated with assets held for sale, Liabilities classified as held for sale			119.32	119.32	
<b>Total</b>		<b>6,003.01</b>	<b>321.09</b>	<b>139.26</b>	<b>6,463.36</b>	<b>6,330.75</b>
<b>Cover on Book Value</b>		1.72				
	<b>Cover on Market Value (ISIN 1,2,3 &amp;4)</b>					<b>4.56</b>
	<b>Cover on Market Value (ISIN 6,7&amp;8)</b>					<b>1.49</b>

\* The assets given as security also include the assets of Squadron Developers Private Limited and Mac Charles Hub Projects Private Limited. Assets of Squadron Developers Private limited include a deposit in term deposit amounting to ₹ 800 million included in 'Bank Balances other than Cash and Cash Equivalents'. Assets of Mac Charles Hub Projects Private Limited include land amounting to ₹ 1594.30 million included in 'Investment Property', advance paid for acquisition of land amounting to ₹ 279.01 million included in 'Advances', deposit in escrow account amounting to ₹ 0.43 million included in 'Cash and Cash Equivalents', deposit in term deposit account amounting to ₹ 69.10 million included in 'Bank Balances other than Cash and Cash Equivalents', Interest accrued but not due on designated FDs amounting to ₹ 0.51 million and refundable security deposit and its Ind AS adjustment amounting to ₹ 34.59 million included in 'Others'.

**For Mac Charles (India) Limited.**

HARISH  
ANAND

Digitally signed by  
HARISH ANAND  
Date: 2023.11.09  
20:42:24 +05'30'

Name : Harish Anand  
Designation : Director

Place : Bangalore

## **Independent Auditor's Certificate on the Statement of utilization of proceeds of non-convertibles debentures for the period from 26 July 2021 to 30 September 2021**

To  
The Board of Directors  
Mac Charles (India) Limited.  
#72/4, 1st floor, Cunnigham road,  
Bengaluru- 560052

1. This certificate is issued in accordance with the terms of our engagement letter dated 29 October 2021 with Mac Charles (India) Limited. ('the Company').
2. The accompanying Statement of utilization of proceeds of non-convertibles debentures (NCDs), for the period from 26 July 2021 to 30 September 2021 ('the Statement') has been prepared by the Company's management, pursuant to the requirements of Debenture trust deed, clause 11.2(b)(i)(E)(I) of Trust Deed entered into between the Company and Catalyst Trusteeship Limited (collectively referred to as 'the Debentures Trustees') dated 19 July 2021 (hereinafter referred as the 'Trust Deed') for the purpose of submission to the Debentures Trustee. We have initialed the Statement for identification purposes only.

### **Management's Responsibility for the Statement**

3. The preparation of the Statement, including the preparation and maintenance of all accounting and other relevant supporting records and documents, is solely the responsibility of the Management of the Company. 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 is also responsible for ensuring that the Company complies with the requirements of the Trust deed for the purpose of furnishing this Statement and for providing all relevant information to the Debentures Trustee.

# Walker Chandiook & Co LLP

## Auditor's Responsibility

5. Pursuant to the requirements stated in paragraph 2 above, it is our responsibility to provide limited assurance in the form of a conclusion as to whether any matter has come to our attention that causes us to believe that the information included in the accompanying Statement is, in all material respects, not in agreement with the unaudited financial information, underlying books of accounts and other relevant records and documents maintained by the Company for the period from 26 July 2021 to 30 September 2021, which have not been subjected to audit.
6. We conducted our examination of the Statement, on a test check basis, 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 ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. 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 the ICAI.
8. 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. The procedures selected depend on the auditor's judgment, including the assessment of areas where a material misstatement of the subject matter information is likely to arise. We have performed the following procedures in relation to the Statement:
  - a) Obtained the unaudited financial information and other relevant records and documents maintained by the Company for the period from 26 July 2021 to 30 September 2021, which have been prepared and certified by the management and which have been subjected to review.

## Application of Funds

- a) Obtained details of application of funds for the Project and traced the amount of application of funds mentioned in the Statement to the information mentioned in point (a) above and ensured that the proceeds have been utilised by the Company, as set out in the Statement and the Trust Deed.
  - b) Obtained necessary representations from the Management of the Company.
9. The unaudited financial information for the period from 26 July 2021 to 30 September 2021, as referred to in paragraph 8 above, have been reviewed by us, on which we have issued unmodified conclusion vide our review report dated 12 November 2021. Our review of these financial information was conducted in accordance with the Standard on Review Engagement (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 information is free of material misstatement. A review is limited primarily to inquiries of the company personnel and analytical procedures applied to the financial data and thus, provides less assurance than an audit. We have not performed an audit and accordingly, we did not express an audit opinion.

## Conclusion

10. Based on the procedures performed as above, evidences obtained, and the information and explanation provided to us, along with the representations provided by the Management, nothing has come to our attention that causes us to believe that the information contained in the accompanying Statement is, in all material respects, not in agreement with the unaudited financial information, underlying books of accounts and other relevant records and documents maintained by the Company for the period from 26 July 2021 to 30 September 2021, which have not been subjected to audit.

# Walker Chandiok & Co LLP

## Restriction on distribution or use

11. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the requirements of the trust deed. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability are in no way changed by, any other role we may have as statutory auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as statutory auditors of the Company.
12. The certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the requirements of the trust deed which requires it to submit this certificate along with the accompanying Statement to the Debentures Trustee, and should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other party to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **Walker Chandiok & Co LLP**  
Chartered Accountants  
Firm Registration No: 001076N/N500013

**Ashish  
Kedia**

Digitally signed by  
Ashish Kedia  
Date: 2021.11.12  
19:27:58 +05'30'

**Ashish Kedia**  
Partner  
Membership No.: 215834  
UDIN: 21215834AAAAEC5532

Place: Bengaluru  
Date: 12<sup>th</sup> November 2021.

**STATEMENT OF UTILIZATION OF PROCEEDS OF SENIOR, SECURED, RATED, REDEEMABLE AND LISTED NON- CONVERTIBLE DEBENTURES OF FACE VALUE 10,00,000 EACH, ZERO COUPON, DURING THE PERIOD FROM 26 JULY 2021 TO 30 SEPTEMBER 2021.**

The Company on 26 July 2021, have allotted 999 Senior, secured, rated, redeemable and listed, zero coupon non-convertible debentures having face value of INR 10,00,000 each to 2 allottees namely Standard Chartered Bank (Singapore) Ltd having 998 units and Embassy Property Developers Private Limited (EPDPL) having 1 unit.

The Final Listing and trading approval for the listed debentures was received from BSE Limited on 29<sup>th</sup> July,2021 and the debentures were listed on the stock exchange w.e.f. 29<sup>th</sup> July,2021.

The Details of utilization of proceeds of Bonus Debentures were given below.

S. No	Particulars	Details				
1.	Total issue Size	INR 999 million				
2.	Date of allotment	26 <sup>th</sup> July 2021				
3.	Date of Listing	29 <sup>th</sup> July 2021				
4.	Purpose of Utilization of proceeds as per information memorandum.	<p>The funds raised by the issue shall be utilized by the Company solely for the following (and for no other purpose):</p> <p>(i) making payments to the EPDPL under the Turnkey Contract.</p> <p>(ii) making payments for all fees, costs and other general expenses incurred in relation to the Issue, as approved by the Debenture Trustee.</p> <p>The Details of utilization of proceeds is given below.</p> <table><tr><th>Particulars</th><th>Amount (In INR million)</th></tr><tr><td>Payment to EPDPL under turnkey contract.</td><td>999</td></tr></table>	Particulars	Amount (In INR million)	Payment to EPDPL under turnkey contract.	999
Particulars	Amount (In INR million)					
Payment to EPDPL under turnkey contract.	999					

The proceeds of issuance of the listed debentures were utilized by the Company in accordance with the aforesaid mentioned purposes disclosed in the Information memorandum during the period from 26<sup>th</sup> July 2021 to 30<sup>th</sup> September 2021.

**For Mac Charles (India) Limited**

SARTAJ  
SEWA SINGH

**Sartaj Sewa Singh**

**Whole time Director**

**Date: 12 November 2021.**

## **Independent Auditor's Certificate on the Statement of utilisation of proceeds of non-convertibles debentures for the period from 01 October 2021 to 31 March 2022**

To  
The Board of Directors  
Mac Charles (India) Limited.  
72/4, 1st floor  
Cunningham road  
Bangalore Karnataka - 560052, India

1. This certificate is issued in accordance with the terms of our engagement letter dated 29 October 2021 with Mac Charles (India) Limited ('the Company').
2. The accompanying Statement of utilisation of proceeds of non-convertibles debentures (NCDs), for the period from 01 October 2021 to 31 March 2022 ('the Statement') has been prepared by the Company's management, pursuant to the requirements of Debenture trust deed, clause 11.2(b)(i)(E)(I) of Trust Deed entered into between the Company and Catalyst Trusteeship Limited (collectively referred to as 'the Debentures Trustees') dated 19 July 2021 (hereinafter referred as the 'Trust Deed') for the purpose of submission to the Debentures Trustee. We have initialed the Statement for identification purposes only.

### **Management's Responsibility for the Statement**

3. The preparation of the Statement, including the preparation and maintenance of all accounting and other relevant supporting records and documents, is solely the responsibility of the Management of the Company. 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 is also responsible for ensuring that the Company complies with the requirements of the trust deed for the purpose of furnishing this Statement and for providing all relevant information to the Debentures Trustee.

### **Auditor's Responsibility**

5. Pursuant to the requirements stated in paragraph 2 above, it is our responsibility to provide reasonable assurance in the form of an opinion as to whether the information included in the accompanying Statement is, in all material respects, in agreement with the audited standalone financial statements, underlying books of accounts and other relevant records and documents maintained by the Company for the period from 01 October 2021 to 31 March 2022.
6. We conducted our examination of the Statement, on a test check basis, 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 ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

# Walker Chandiook & Co LLP

7. 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 the ICAI.
8. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the matters mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the matters mentioned in paragraph 5 above. We have performed the following procedures in relation to the Statement:
  - a) Obtained the audited standalone financial statements and underlying books of accounts of the Company for the period 01 April 2021 to 31 March 2022.

## **Source of Funds**

- b) Obtained the debenture trust deed and verified the purpose for which the loans have been obtained, amounts sanctioned and amounts availed by the Company;
- c) Obtained the minutes of the board meetings held, issue of debentures approved and debentures trustee correspondents during the period from 01 October 2021 to 31 March 2022 to trace the funds raised by the Company and means of financing for the Project by way of debentures;
- d) Obtained cash flow statement forming part of the audited standalone financial statements for the year ended 31 March 2022 and bank statements of the Company for the period from 01 October 2021 to 31 March 2022, to corroborate, on test check basis, the details of funds raised as per the books and records obtained in the above procedures;
- e) Obtained list of sources of funds for the Project from the management and traced the amounts to the information mentioned in point (a) and (b) above;

## **Application of Funds**

- f) Obtained cash flow statement forming part of the audited standalone financial statements for the Year ended 31 March 2022 and bank statements of the Company for the period from 01 October 2021 to 31 March 2022, to corroborate, on test check basis, the details of funds utilized as per the books and records obtained in the above procedures;
  - g) Obtained details of application of funds for the Project and traced the amount of application of funds mentioned in the Statement to the information mentioned in point (a) and (b) above and ensured that the proceeds have been utilised by the Company, as set out in the Statement and the Trust Deed.
  - h) Obtained necessary representations from the Management of the Company.
9. The audited standalone financial statements, for the Year ended 31 March 2022, as referred to in paragraph 8 above, have been audited by us, on which we have expressed unmodified audit opinions vide our report dated 30 May 2022. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 ('the Act') and other applicable authoritative pronouncements issued by the ICAI. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that maybe of potential interest to third parties.

## **Opinion**

10. Based on the procedures performed as above, evidences obtained, and the information and explanation provided to us, along with the representations provided by the Management, in our opinion, the information included in the accompanying Statement is, in all material respects, in agreement with the audited standalone financial statements, underlying books of accounts and other relevant records and documents maintained by the Company for the period from 01 April 2021 to 31 March 2022.

# Walker Chandiok & Co LLP

## Restriction on distribution or use

11. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the requirements of the trust deed. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability are in no way changed by, any other role we may have as statutory auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as statutory auditors of the Company.
12. The certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the requirements of the trust deed which requires it to submit this certificate along with the accompanying Statement to the Debentures Trustee, and should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other party to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm Registration No: 001076N/N500013

**Ashish**

**Kedia**

**Ashish Kedia**

Partner

Membership No.: 215834

UDIN: 22215834AJWZYW1047

Digitally signed by  
Ashish Kedia  
Date: 2022.05.30  
19:39:36 +05'30'

Place: Bangalore

Date: 30 May 2022



# Walker Chandio & Co LLP

## STATEMENT OF UTILIZATION OF PROCEEDS OF SENIOR, SECURED, UNRATED, REDEEMABLE AND UNLISTED NON- CONVERTIBLE DEBENTURES OF FACE VALUE 10,00,000 EACH, ZERO COUPON, DURING THE PERIOD FROM 01 OCTOBER 2021 TO 31 MARCH 2022.

The Company on 31 January 2022, have allotted 250 Senior, secured, unrated, redeemable and zero coupon non-convertible debentures having face value of INR 10,00,000 each to 2 allottees namely Standard Chartered Bank (Singapore) Ltd having 249 units and Embassy Property Developers Private Limited (EPDPL) having 1 unit.

These 250 Senior, secured, unrated, redeemable and zero coupon non-convertible debentures are not listed on the stock exchange.

The Details of utilization of proceeds of Debentures were given below.

The Details of utilization of proceeds of Debentures were given below.

S. No	Particulars	Details														
1.	Total issue Size	INR 250 million														
2.	Date of allotment	31 <sup>st</sup> January 2022														
3.	Date of Listing	-														
4.	Purpose of Utilization of proceeds as per information memorandum.	<p>The funds raised by the issue shall be utilized by the Company solely for the following (and for no other purpose):</p> <p>(i) making payments to the EPDPL under the Turnkey Contract.</p> <p>(ii) making payments for all fees, costs and other general expenses incurred in relation to the Issue, as approved by the Debenture Trustee.</p> <p>The Details of utilization of proceeds is given below.</p> <table><tr><th>Particulars</th><th>Amount (In INR million)</th></tr><tr><td>Payment to Karnataka State for Plan approval labour cess</td><td>5.96</td></tr><tr><td>Payment to Commissioner BBMP for BBMP approval fees</td><td>123.35</td></tr><tr><td>Funds invested in fixed deposits</td><td>80.00</td></tr><tr><td>Payment to Embassy Property Developments Private Limited</td><td>12.00</td></tr><tr><td>Surplus available in Bank Account</td><td>28.69</td></tr><tr><td></td><td></td></tr></table>	Particulars	Amount (In INR million)	Payment to Karnataka State for Plan approval labour cess	5.96	Payment to Commissioner BBMP for BBMP approval fees	123.35	Funds invested in fixed deposits	80.00	Payment to Embassy Property Developments Private Limited	12.00	Surplus available in Bank Account	28.69		
Particulars	Amount (In INR million)															
Payment to Karnataka State for Plan approval labour cess	5.96															
Payment to Commissioner BBMP for BBMP approval fees	123.35															
Funds invested in fixed deposits	80.00															
Payment to Embassy Property Developments Private Limited	12.00															
Surplus available in Bank Account	28.69															

The proceeds of issuance of the unlisted debentures were utilized by the Company in accordance with the aforesaid mentioned purposes disclosed in the Information memorandum during the period from 01<sup>st</sup> October 2021 to 31<sup>st</sup> March 2022.

For Mac Charles (India) Limited.

PANDITHACHOLANAL Digitally signed by  
LUR RAMAKRISHNAN  
RAJAGOPALAN Date: 2022.05.30 18:34:46 +05'30'

**P R Ramakrishnan**  
**Director**  
**Date: 30 May 2022**

**STATEMENT OF UTILIZATION OF PROCEEDS OF SENIOR, SECURED, RATED/ UNRATED, REDEEMABLE AND LISTED/ UNLISTED NON- CONVERTIBLE DEBENTURES OF FACE VALUE ₹ 10,00,000 EACH, ZERO COUPON, DURING THE PERIOD FROM 01 APRIL 2022 TO 31 MARCH 2023.**

The Company have issued following tranches of Senior, secured, rated, redeemable and zero coupon listed non-convertible debentures under the debenture trust deed dated 19 July 2021 as amended and restated on 02 August 2022 and Senior, secured, unrated, redeemable and zero coupon unlisted non-convertible debentures under the debenture trust deed dated 24 November 2021 as amended and restated on 2 August 2022:

1. On 26 July 2021, the Company issued and allotted 999 Senior, secured, rated, redeemable and zero coupon listed non-convertible debentures having face value of ₹ 10,00,000 each to 2 allottees namely Standard Chartered Bank (Singapore) Ltd having 998 units and Embassy Property Developments Private Limited having 1 unit. The debentures were listed on 30 July 2021.
2. On 31 January 2022, the Company issued and allotted 250 Senior, secured, unrated, redeemable and zero coupon unlisted non-convertible debentures having face value of ₹ 10,00,000 each to 2 allottees namely Standard Chartered Bank (Singapore) Ltd having 249 units and Embassy Property Developments Private Limited having 1 unit.
3. On 12 August 2022, the Company issued and allotted 250 Senior, secured, rated, redeemable and zero coupon listed non-convertible debentures having face value of ₹ 10,00,000 each to Standard Chartered Bank (Singapore) Ltd. The debentures were listed on 23 August 2022.
4. On 15 December 2022, the Company issued and allotted 250 Senior, secured, rated, redeemable and zero coupon listed non-convertible debentures having face value of ₹ 10,00,000 each to Standard Chartered Bank (Singapore) Ltd. The debentures were listed on 20 December 2022.

The Details of utilization of proceeds of Debentures are given below.

Sr. No.	Particulars	Details																				
1.	Purpose of Utilization of proceeds as per Debenture trust deed.	<p>The funds raised by the issue (listed and unlisted) shall be utilized by the Company solely for the following (and for no other purpose):</p> <p>(i) making payments to the EPDPL under the Turnkey Contract.</p> <p>(ii) making payments for all fees, costs and other general expenses incurred in relation to the Issue. as approved by the Debenture Trustee.</p> <p>The Details of utilization of proceeds is given below.</p> <table><tr><th>Particulars</th><th>Amount (₹ in million)</th></tr><tr><td>Unused balance as at 1 April 2022</td><td>28.72</td></tr><tr><td>Unused funds invested in fixed deposits as at 1 April 2022</td><td>80.00</td></tr><tr><td>Debenture proceeds</td><td>500.00</td></tr><tr><td>Payment to Karnataka State for Plan approval labour cess</td><td>(0.72)</td></tr><tr><td>Payment to Commissioner BBMP for BBMP approval fees</td><td>(16.00)</td></tr><tr><td>Payment to Embassy Property Developments Private Limited (turnkey contractor)</td><td>(347.25)</td></tr><tr><td>Receipt of interest on fixed deposit</td><td>3.83</td></tr><tr><td>Unused balance as at 31 March 2023</td><td>18.59</td></tr><tr><td>Unused funds invested in fixed deposits as at 31 March 2023</td><td>230.00</td></tr></table>	Particulars	Amount (₹ in million)	Unused balance as at 1 April 2022	28.72	Unused funds invested in fixed deposits as at 1 April 2022	80.00	Debenture proceeds	500.00	Payment to Karnataka State for Plan approval labour cess	(0.72)	Payment to Commissioner BBMP for BBMP approval fees	(16.00)	Payment to Embassy Property Developments Private Limited (turnkey contractor)	(347.25)	Receipt of interest on fixed deposit	3.83	Unused balance as at 31 March 2023	18.59	Unused funds invested in fixed deposits as at 31 March 2023	230.00
Particulars	Amount (₹ in million)																					
Unused balance as at 1 April 2022	28.72																					
Unused funds invested in fixed deposits as at 1 April 2022	80.00																					
Debenture proceeds	500.00																					
Payment to Karnataka State for Plan approval labour cess	(0.72)																					
Payment to Commissioner BBMP for BBMP approval fees	(16.00)																					
Payment to Embassy Property Developments Private Limited (turnkey contractor)	(347.25)																					
Receipt of interest on fixed deposit	3.83																					
Unused balance as at 31 March 2023	18.59																					
Unused funds invested in fixed deposits as at 31 March 2023	230.00																					

The proceeds of issuance of the above mentioned debentures were utilized by the Company in accordance with the aforesaid mentioned purposes disclosed in the debenture trust deed during the period from 1 April 2022 to 31 March 2023.



The Company have issued following tranches of Senior, secured, rated, redeemable and zero coupon listed non-convertible debentures under the debenture trust deed dated 23 August 2022 as amended and restated on 24 March 2023:


1. On 24 August 2022, the Company issued and allotted 1,350 Senior, secured, rated, redeemable and zero coupon listed non-convertible debentures having face value of ₹ 10,00,000 each to Standard Chartered Bank (Singapore) Ltd. The debentures were listed on 29 August 2022.
2. On 20 September 2022, the Company issued and allotted 1,350 Senior, secured, rated, redeemable and zero coupon listed non-convertible debentures having face value of ₹ 10,00,000 each to Standard Chartered Bank (Singapore) Ltd. The debentures were listed on 23 September 2022.
3. On 21 December 2022, the Company issued and allotted 500 Senior, secured, rated, redeemable and zero coupon listed non-convertible debentures having face value of ₹ 10,00,000 each to Standard Chartered Bank (Singapore) Ltd. The debentures were listed on 26 December 2022.

The Details of utilization of proceeds of Debentures are given below.

Sr. No.	Particulars	Details												
1.	Purpose of Utilization of proceeds as per Debenture trust deed.	<p>The funds raised by the issue shall be utilized by the Company solely for the following (and for no other purpose):</p> <p>(i) up to an amount of INR 2800,000,000, towards acquisition of the Project Land (including payment of any advances / amounts for the JDA Properties) and including towards conversion charges, approval costs, brokerage, stamp duty, fees, costs and other general expenses in relation to the Project Land; and</p> <p>(ii) up to an amount of INR 400,000,000, towards conversion charges, approval costs, brokerage, stamp duty, fees, costs and other general expenses in relation to the Project Land.</p> <p>The Details of utilization of proceeds is given below.</p> <table><tr><th>Particulars</th><th>Amount (₹ in million)</th></tr><tr><td>Debenture proceeds</td><td>3,200.00</td></tr><tr><td>Amount paid for acquisition of land</td><td>(811.91)</td></tr><tr><td>Receipt of interest on fixed deposit</td><td>31.42</td></tr><tr><td>Unused balance as at 31 March 2023</td><td>34.50</td></tr><tr><td>Unused funds invested in fixed deposits as at 31 March 2023</td><td>2,385.00</td></tr></table>	Particulars	Amount (₹ in million)	Debenture proceeds	3,200.00	Amount paid for acquisition of land	(811.91)	Receipt of interest on fixed deposit	31.42	Unused balance as at 31 March 2023	34.50	Unused funds invested in fixed deposits as at 31 March 2023	2,385.00
Particulars	Amount (₹ in million)													
Debenture proceeds	3,200.00													
Amount paid for acquisition of land	(811.91)													
Receipt of interest on fixed deposit	31.42													
Unused balance as at 31 March 2023	34.50													
Unused funds invested in fixed deposits as at 31 March 2023	2,385.00													

The proceeds of issuance of the above mentioned debentures were utilized by the Company in accordance with the aforesaid mentioned purposes disclosed in the debenture trust deed during the period from 1 April 2022 to 31 March 2023.

For Mac Charles (India) Limited

  
**P.R. Ramakrishnan**  
 Director  
 Place: Bengaluru  
 Date: 29.05.2023





## Independent Auditor's Certificate on the Statement of utilisation of proceeds of non-convertible debentures for the period from 01 April 2022 to 31 March 2023

To  
The Board of Directors  
Mac Charles (India) Limited  
72/4, 1st floor  
Cunningham road  
Bangalore Karnataka - 560052, India

1. This certificate is issued in accordance with the terms of our engagement letter dated 04 August 2022 with Mac Charles (India) Limited ('the Company').
2. The accompanying Statement of utilization of proceeds of non-convertible debentures (NCDs), for the period from 01 April 2022 to 31 March 2023 ('the Statement') has been prepared by the Company's management, pursuant to the requirements of clause 11.2(b)(i)(E)(I) of Debenture Trust Deeds entered into between the Company and Catalyst Trusteeship Limited ('the Debentures Trustee') as follows:
  - a. Debenture Trust deed dated 19 July 2021 as amended and restated on 02 August 2022
  - b. Debenture Trust deed dated 24 November 2021 as amended and restated on 02 August 2022
  - c. Debenture Trust deed dated 23 August 2022 as amended and restated on 24 March 2023(hereinafter collectively referred to as the 'Trust Deeds') for the purpose of submission to the Debenture Trustee. We have initialed the Statement for identification purposes only.

### Management's Responsibility for the Statement

3. The preparation of the Statement, including the preparation and maintenance of all accounting and other relevant supporting records and documents, is solely the responsibility of the Management of the Company. 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 is also responsible for ensuring that the Company complies with the requirements of the trust deeds for the purpose of furnishing this Statement and for providing all relevant information to the Debenture Trustee.

### Auditor's Responsibility

5. Pursuant to the requirements stated in paragraph 2 above, it is our responsibility to provide reasonable assurance in the form of an opinion as to whether the information included in the accompanying Statement is, in all material respects, in agreement with the audited financial statements, underlying books of accounts and other relevant records and documents maintained by the Company for the period from 01 April 2022 to 31 March 2023.

# Walker Chandiok & Co LLP

6. We conducted our examination of the Statement, on a test check basis, 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 ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. 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 the ICAI.
8. The audited financial statements, for the year ended 31 March 2023, have been audited by us, on which we have expressed unmodified audit opinion vide our reports dated 23 May 2023. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 ('the Act') and other applicable authoritative pronouncements issued by the ICAI. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Such audits were not planned and performed in connection with any transactions to identify matters that maybe of potential interest to third parties.

## Opinion

9. Based on the procedures performed, evidences obtained, and the information and explanation provided to us, along with the representations provided by the Management, in our opinion, the information included in the accompanying Statement is, in all material respects, in agreement with the audited financial statements, underlying books of accounts and other relevant records and documents maintained by the Company for the period from 01 April 2022 to 31 March 2023.

## Restriction on distribution or use

10. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the requirements of the trust deeds. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability are in no way changed by, any other role we may have as statutory auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as statutory auditors of the Company.
11. The certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the requirements of the trust deeds which requires it to submit this certificate along with the accompanying Statement to the Debenture Trustee, and should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other party to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm Registration No: 001076N/N500013



**Hemant Maheshwari**

Partner

Membership No.: 096537

UDIN: 23096537BGVERM8896

Place: Bengaluru

Date: 29 May 2023

**MAC CHARLES (INDIA) LTD.**  
**CIN No. L55101KA1979PLC003620**

**Regd. Office:**  
**150 Infantry Road**  
**1<sup>st</sup> Floor, Embassy Point**  
**Bangalore – 560 052**

**Phone:080-4903 0000**

**Extn: 3490**

**Email: [Investor.relations@maccharlesindia.com](mailto:Investor.relations@maccharlesindia.com)**

**website: [www.maccharlesindia.com](http://www.maccharlesindia.com)**

To  
The General Manager- Listing  
BSE Limited  
24<sup>th</sup> Floor, P J Towers, Dalal Street, Fort  
**Mumbai – 400001**

August 11, 2023

Dear Sir/Madam,

**Sub: Submission of Utilization of Proceeds as per Reg. 52(7) & 52(7A) SEBI (LODR) Regulations, 2015**

This is to inform you, pursuant to the provisions of Regulation 52(7) & 52(7A) of SEBI LODR, we are hereby submitting Utilization of Proceeds for quarter and year ended June 30, 2023.

We request you to take on record of the same.

Thanking you,

For **Mac Charles (India) Limited**

CHANDANA  
SARWESWARA  
RAO NAIDU

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CHANDANA  
SARWESWARARAO NAIDU  
Date: 2023.08.12 14:11:44  
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**Chandana Naidu Khare**  
**Company Secretary and Compliance Officer**  
**ACS:25570**



**STATEMENT OF UTILIZATION OF PROCEEDS OF SENIOR, SECURED, RATED, REDEEMABLE AND LISTED NON- CONVERTIBLE DEBENTURES OF FACE VALUE 1,00,000 EACH, ZERO COUPON, DURING THE PERIOD FROM 01 April 2023 TO 30 June 2023.**

The Company on 22 May 2023, have allotted 5000 Senior, secured, rated, redeemable and zero coupon non-convertible debentures having face value of INR 1,00,000 Standard Chartered Bank (Singapore) Ltd.

The Details of utilization of proceeds of Debentures were given below.

The Details of utilization of proceeds of Debentures were given below.

S. No	Particulars	Details								
1.	Total issue Size	INR 500 million								
2.	Date of allotment	22.05.2023								
3.	Date of Listing	25.05.2023								
4.	Purpose of Utilization of proceeds as per information memorandum.	<p>The funds raised by the issue shall be utilized by the Company solely for the following (and for no other purpose):</p> <p>(i) making payments to the EPDPL under the Turnkey Contract.</p> <p>(ii) making payments for all fees, costs and other general expenses incurred in relation to the Issue, as approved by the Debenture Trustee.</p> <p>The Details of utilization of proceeds is given below.</p> <table><tr><th>Particulars</th><th>Amount (In INR million)</th></tr><tr><td>Funds invested in fixed deposits</td><td>475.00</td></tr><tr><td>Payment to Embassy Property Developments Private Limited under Turnkey Contract.</td><td>23.79</td></tr><tr><td>Surplus available in Bank Account</td><td>1.21</td></tr></table>	Particulars	Amount (In INR million)	Funds invested in fixed deposits	475.00	Payment to Embassy Property Developments Private Limited under Turnkey Contract.	23.79	Surplus available in Bank Account	1.21
Particulars	Amount (In INR million)									
Funds invested in fixed deposits	475.00									
Payment to Embassy Property Developments Private Limited under Turnkey Contract.	23.79									
Surplus available in Bank Account	1.21									

**For Mac Charles (India) Limited**

PANDITHACHO  
LANALLUR  
RAMAKRISHNA  
N  
RAJAGOPALAN  
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PANDITHACHOLANA  
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RAMAKRISHNAN  
RAJAGOPALAN  
Date: 2023.08.12  
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**P.R.Ramakrishnan**  
**Director**

**Dated: 12.08.2023**

## **Independent Auditor's Certificate on the Statement of utilization of proceeds of non-convertibles debentures for the period from 26 July 2021 to 30 September 2021**

To  
The Board of Directors  
Mac Charles (India) Limited.  
#72/4, 1st floor, Cunnigham road,  
Bengaluru- 560052

1. This certificate is issued in accordance with the terms of our engagement letter dated 29 October 2021 with Mac Charles (India) Limited. ('the Company').
2. The accompanying Statement of utilization of proceeds of non-convertibles debentures (NCDs), for the period from 26 July 2021 to 30 September 2021 ('the Statement') has been prepared by the Company's management, pursuant to the requirements of Debenture trust deed, clause 11.2(b)(i)(E)(I) of Trust Deed entered into between the Company and Catalyst Trusteeship Limited (collectively referred to as 'the Debentures Trustees') dated 19 July 2021 (hereinafter referred as the 'Trust Deed') for the purpose of submission to the Debentures Trustee. We have initialed the Statement for identification purposes only.

### **Management's Responsibility for the Statement**

3. The preparation of the Statement, including the preparation and maintenance of all accounting and other relevant supporting records and documents, is solely the responsibility of the Management of the Company. 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 is also responsible for ensuring that the Company complies with the requirements of the Trust deed for the purpose of furnishing this Statement and for providing all relevant information to the Debentures Trustee.



# Walker Chandiook & Co LLP

## Auditor's Responsibility

5. Pursuant to the requirements stated in paragraph 2 above, it is our responsibility to provide limited assurance in the form of a conclusion as to whether any matter has come to our attention that causes us to believe that the information included in the accompanying Statement is, in all material respects, not in agreement with the unaudited financial information, underlying books of accounts and other relevant records and documents maintained by the Company for the period from 26 July 2021 to 30 September 2021, which have not been subjected to audit.
6. We conducted our examination of the Statement, on a test check basis, 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 ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. 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 the ICAI.
8. 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. The procedures selected depend on the auditor's judgment, including the assessment of areas where a material misstatement of the subject matter information is likely to arise. We have performed the following procedures in relation to the Statement:
  - a) Obtained the unaudited financial information and other relevant records and documents maintained by the Company for the period from 26 July 2021 to 30 September 2021, which have been prepared and certified by the management and which have been subjected to review.

## Application of Funds

- a) Obtained details of application of funds for the Project and traced the amount of application of funds mentioned in the Statement to the information mentioned in point (a) above and ensured that the proceeds have been utilised by the Company, as set out in the Statement and the Trust Deed.
  - b) Obtained necessary representations from the Management of the Company.
9. The unaudited financial information for the period from 26 July 2021 to 30 September 2021, as referred to in paragraph 8 above, have been reviewed by us, on which we have issued unmodified conclusion vide our review report dated 12 November 2021. Our review of these financial information was conducted in accordance with the Standard on Review Engagement (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 information is free of material misstatement. A review is limited primarily to inquiries of the company personnel and analytical procedures applied to the financial data and thus, provides less assurance than an audit. We have not performed an audit and accordingly, we did not express an audit opinion.

## Conclusion

10. Based on the procedures performed as above, evidences obtained, and the information and explanation provided to us, along with the representations provided by the Management, nothing has come to our attention that causes us to believe that the information contained in the accompanying Statement is, in all material respects, not in agreement with the unaudited financial information, underlying books of accounts and other relevant records and documents maintained by the Company for the period from 26 July 2021 to 30 September 2021, which have not been subjected to audit.

# Walker Chandiok & Co LLP

## Restriction on distribution or use

11. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the requirements of the trust deed. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability are in no way changed by, any other role we may have as statutory auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as statutory auditors of the Company.
12. The certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the requirements of the trust deed which requires it to submit this certificate along with the accompanying Statement to the Debentures Trustee, and should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other party to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **Walker Chandiok & Co LLP**  
Chartered Accountants  
Firm Registration No: 001076N/N500013

**Ashish  
Kedia**

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Ashish Kedia  
Date: 2021.11.12  
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**Ashish Kedia**  
Partner  
Membership No.: 215834  
UDIN: 21215834AAAAEC5532

Place: Bengaluru  
Date: 12<sup>th</sup> November 2021.

**STATEMENT OF UTILIZATION OF PROCEEDS OF SENIOR, SECURED, RATED, REDEEMABLE AND LISTED NON- CONVERTIBLE DEBENTURES OF FACE VALUE 10,00,000 EACH, ZERO COUPON, DURING THE PERIOD FROM 26 JULY 2021 TO 30 SEPTEMBER 2021.**

The Company on 26 July 2021, have allotted 999 Senior, secured, rated, redeemable and listed, zero coupon non-convertible debentures having face value of INR 10,00,000 each to 2 allottees namely Standard Chartered Bank (Singapore) Ltd having 998 units and Embassy Property Developers Private Limited (EPDPL) having 1 unit.

The Final Listing and trading approval for the listed debentures was received from BSE Limited on 29<sup>th</sup> July,2021 and the debentures were listed on the stock exchange w.e.f. 29<sup>th</sup> July,2021.

The Details of utilization of proceeds of Bonus Debentures were given below.

S. No	Particulars	Details				
1.	Total issue Size	INR 999 million				
2.	Date of allotment	26 <sup>th</sup> July 2021				
3.	Date of Listing	29 <sup>th</sup> July 2021				
4.	Purpose of Utilization of proceeds as per information memorandum.	<p>The funds raised by the issue shall be utilized by the Company solely for the following (and for no other purpose):</p> <p>(i) making payments to the EPDPL under the Turnkey Contract.</p> <p>(ii) making payments for all fees, costs and other general expenses incurred in relation to the Issue, as approved by the Debenture Trustee.</p> <p>The Details of utilization of proceeds is given below.</p> <table><tr><th>Particulars</th><th>Amount (In INR million)</th></tr><tr><td>Payment to EPDPL under turnkey contract.</td><td>999</td></tr></table>	Particulars	Amount (In INR million)	Payment to EPDPL under turnkey contract.	999
Particulars	Amount (In INR million)					
Payment to EPDPL under turnkey contract.	999					

The proceeds of issuance of the listed debentures were utilized by the Company in accordance with the aforesaid mentioned purposes disclosed in the Information memorandum during the period from 26<sup>th</sup> July 2021 to 30<sup>th</sup> September 2021.

**For Mac Charles (India) Limited**

SARTAJ  
SEWA SINGH

**Sartaj Sewa Singh**

**Whole time Director**

**Date: 12 November 2021.**

## **Independent Auditor's Certificate on the Statement of utilisation of proceeds of non-convertibles debentures for the period from 01 October 2021 to 31 March 2022**

To  
The Board of Directors  
Mac Charles (India) Limited.  
72/4, 1st floor  
Cunningham road  
Bangalore Karnataka - 560052, India

1. This certificate is issued in accordance with the terms of our engagement letter dated 29 October 2021 with Mac Charles (India) Limited ('the Company').
2. The accompanying Statement of utilisation of proceeds of non-convertibles debentures (NCDs), for the period from 01 October 2021 to 31 March 2022 ('the Statement') has been prepared by the Company's management, pursuant to the requirements of Debenture trust deed, clause 11.2(b)(i)(E)(I) of Trust Deed entered into between the Company and Catalyst Trusteeship Limited (collectively referred to as 'the Debentures Trustees') dated 19 July 2021 (hereinafter referred as the 'Trust Deed') for the purpose of submission to the Debentures Trustee. We have initialed the Statement for identification purposes only.

### **Management's Responsibility for the Statement**

3. The preparation of the Statement, including the preparation and maintenance of all accounting and other relevant supporting records and documents, is solely the responsibility of the Management of the Company. 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 is also responsible for ensuring that the Company complies with the requirements of the trust deed for the purpose of furnishing this Statement and for providing all relevant information to the Debentures Trustee.

### **Auditor's Responsibility**

5. Pursuant to the requirements stated in paragraph 2 above, it is our responsibility to provide reasonable assurance in the form of an opinion as to whether the information included in the accompanying Statement is, in all material respects, in agreement with the audited standalone financial statements, underlying books of accounts and other relevant records and documents maintained by the Company for the period from 01 October 2021 to 31 March 2022.
6. We conducted our examination of the Statement, on a test check basis, 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 ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

# Walker Chandiook & Co LLP

7. 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 the ICAI.
8. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the matters mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the matters mentioned in paragraph 5 above. We have performed the following procedures in relation to the Statement:
  - a) Obtained the audited standalone financial statements and underlying books of accounts of the Company for the period 01 April 2021 to 31 March 2022.

## **Source of Funds**

- b) Obtained the debenture trust deed and verified the purpose for which the loans have been obtained, amounts sanctioned and amounts availed by the Company;
- c) Obtained the minutes of the board meetings held, issue of debentures approved and debentures trustee correspondents during the period from 01 October 2021 to 31 March 2022 to trace the funds raised by the Company and means of financing for the Project by way of debentures;
- d) Obtained cash flow statement forming part of the audited standalone financial statements for the year ended 31 March 2022 and bank statements of the Company for the period from 01 October 2021 to 31 March 2022, to corroborate, on test check basis, the details of funds raised as per the books and records obtained in the above procedures;
- e) Obtained list of sources of funds for the Project from the management and traced the amounts to the information mentioned in point (a) and (b) above;

## **Application of Funds**

- f) Obtained cash flow statement forming part of the audited standalone financial statements for the Year ended 31 March 2022 and bank statements of the Company for the period from 01 October 2021 to 31 March 2022, to corroborate, on test check basis, the details of funds utilized as per the books and records obtained in the above procedures;
  - g) Obtained details of application of funds for the Project and traced the amount of application of funds mentioned in the Statement to the information mentioned in point (a) and (b) above and ensured that the proceeds have been utilised by the Company, as set out in the Statement and the Trust Deed.
  - h) Obtained necessary representations from the Management of the Company.
9. The audited standalone financial statements, for the Year ended 31 March 2022, as referred to in paragraph 8 above, have been audited by us, on which we have expressed unmodified audit opinions vide our report dated 30 May 2022. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 ('the Act') and other applicable authoritative pronouncements issued by the ICAI. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that maybe of potential interest to third parties.

## **Opinion**

10. Based on the procedures performed as above, evidences obtained, and the information and explanation provided to us, along with the representations provided by the Management, in our opinion, the information included in the accompanying Statement is, in all material respects, in agreement with the audited standalone financial statements, underlying books of accounts and other relevant records and documents maintained by the Company for the period from 01 April 2021 to 31 March 2022.

# Walker Chandiok & Co LLP

## Restriction on distribution or use

11. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the requirements of the trust deed. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability are in no way changed by, any other role we may have as statutory auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as statutory auditors of the Company.
12. The certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the requirements of the trust deed which requires it to submit this certificate along with the accompanying Statement to the Debentures Trustee, and should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other party to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm Registration No: 001076N/N500013

**Ashish**

**Kedia**

**Ashish Kedia**

Partner

Membership No.: 215834

UDIN: 22215834AJWZYW1047

Digitally signed by  
Ashish Kedia  
Date: 2022.05.30  
19:39:36 +05'30'

Place: Bangalore

Date: 30 May 2022

# Walker Chandio & Co LLP

## STATEMENT OF UTILIZATION OF PROCEEDS OF SENIOR, SECURED, UNRATED, REDEEMABLE AND UNLISTED NON- CONVERTIBLE DEBENTURES OF FACE VALUE 10,00,000 EACH, ZERO COUPON, DURING THE PERIOD FROM 01 OCTOBER 2021 TO 31 MARCH 2022.

The Company on 31 January 2022, have allotted 250 Senior, secured, unrated, redeemable and zero coupon non-convertible debentures having face value of INR 10,00,000 each to 2 allottees namely Standard Chartered Bank (Singapore) Ltd having 249 units and Embassy Property Developers Private Limited (EPDPL) having 1 unit.

These 250 Senior, secured, unrated, redeemable and zero coupon non-convertible debentures are not listed on the stock exchange.

The Details of utilization of proceeds of Debentures were given below.

The Details of utilization of proceeds of Debentures were given below.

S. No	Particulars	Details														
1.	Total issue Size	INR 250 million														
2.	Date of allotment	31 <sup>st</sup> January 2022														
3.	Date of Listing	-														
4.	Purpose of Utilization of proceeds as per information memorandum.	<p>The funds raised by the issue shall be utilized by the Company solely for the following (and for no other purpose):</p> <p>(i) making payments to the EPDPL under the Turnkey Contract.</p> <p>(ii) making payments for all fees, costs and other general expenses incurred in relation to the Issue, as approved by the Debenture Trustee.</p> <p>The Details of utilization of proceeds is given below.</p> <table><tr><th>Particulars</th><th>Amount (In INR million)</th></tr><tr><td>Payment to Karnataka State for Plan approval labour cess</td><td>5.96</td></tr><tr><td>Payment to Commissioner BBMP for BBMP approval fees</td><td>123.35</td></tr><tr><td>Funds invested in fixed deposits</td><td>80.00</td></tr><tr><td>Payment to Embassy Property Developments Private Limited</td><td>12.00</td></tr><tr><td>Surplus available in Bank Account</td><td>28.69</td></tr><tr><td></td><td></td></tr></table>	Particulars	Amount (In INR million)	Payment to Karnataka State for Plan approval labour cess	5.96	Payment to Commissioner BBMP for BBMP approval fees	123.35	Funds invested in fixed deposits	80.00	Payment to Embassy Property Developments Private Limited	12.00	Surplus available in Bank Account	28.69		
Particulars	Amount (In INR million)															
Payment to Karnataka State for Plan approval labour cess	5.96															
Payment to Commissioner BBMP for BBMP approval fees	123.35															
Funds invested in fixed deposits	80.00															
Payment to Embassy Property Developments Private Limited	12.00															
Surplus available in Bank Account	28.69															

The proceeds of issuance of the unlisted debentures were utilized by the Company in accordance with the aforesaid mentioned purposes disclosed in the Information memorandum during the period from 01<sup>st</sup> October 2021 to 31<sup>st</sup> March 2022.

For **Mac Charles (India) Limited.**

PANDITHACHOLANAL Digitally signed by  
LUR RAMAKRISHNAN  
RAJAGOPALAN Date: 2022.05.30 18:34:46 +05'30'

**P R Ramakrishnan**  
**Director**  
**Date: 30 May 2022**



**STATEMENT OF UTILIZATION OF PROCEEDS OF SENIOR, SECURED, RATED/ UNRATED, REDEEMABLE AND LISTED/ UNLISTED NON- CONVERTIBLE DEBENTURES OF FACE VALUE ₹ 10,00,000 EACH, ZERO COUPON, DURING THE PERIOD FROM 01 APRIL 2022 TO 31 MARCH 2023.**

The Company have issued following tranches of Senior, secured, rated, redeemable and zero coupon listed non-convertible debentures under the debenture trust deed dated 19 July 2021 as amended and restated on 02 August 2022 and Senior, secured, unrated, redeemable and zero coupon unlisted non-convertible debentures under the debenture trust deed dated 24 November 2021 as amended and restated on 2 August 2022:

1. On 26 July 2021, the Company issued and allotted 999 Senior, secured, rated, redeemable and zero coupon listed non-convertible debentures having face value of ₹ 10,00,000 each to 2 allottees namely Standard Chartered Bank (Singapore) Ltd having 998 units and Embassy Property Developments Private Limited having 1 unit. The debentures were listed on 30 July 2021.
2. On 31 January 2022, the Company issued and allotted 250 Senior, secured, unrated, redeemable and zero coupon unlisted non-convertible debentures having face value of ₹ 10,00,000 each to 2 allottees namely Standard Chartered Bank (Singapore) Ltd having 249 units and Embassy Property Developments Private Limited having 1 unit.
3. On 12 August 2022, the Company issued and allotted 250 Senior, secured, rated, redeemable and zero coupon listed non-convertible debentures having face value of ₹ 10,00,000 each to Standard Chartered Bank (Singapore) Ltd. The debentures were listed on 23 August 2022.
4. On 15 December 2022, the Company issued and allotted 250 Senior, secured, rated, redeemable and zero coupon listed non-convertible debentures having face value of ₹ 10,00,000 each to Standard Chartered Bank (Singapore) Ltd. The debentures were listed on 20 December 2022.

The Details of utilization of proceeds of Debentures are given below.

Sr. No.	Particulars	Details																				
1.	Purpose of Utilization of proceeds as per Debenture trust deed.	<p>The funds raised by the issue (listed and unlisted) shall be utilized by the Company solely for the following (and for no other purpose):</p> <p>(i) making payments to the EPDPL under the Turnkey Contract.</p> <p>(ii) making payments for all fees, costs and other general expenses incurred in relation to the Issue. as approved by the Debenture Trustee.</p> <p>The Details of utilization of proceeds is given below.</p> <table><tr><th>Particulars</th><th>Amount (₹ in million)</th></tr><tr><td>Unused balance as at 1 April 2022</td><td>28.72</td></tr><tr><td>Unused funds invested in fixed deposits as at 1 April 2022</td><td>80.00</td></tr><tr><td>Debenture proceeds</td><td>500.00</td></tr><tr><td>Payment to Karnataka State for Plan approval labour cess</td><td>(0.72)</td></tr><tr><td>Payment to Commissioner BBMP for BBMP approval fees</td><td>(16.00)</td></tr><tr><td>Payment to Embassy Property Developments Private Limited (turnkey contractor)</td><td>(347.25)</td></tr><tr><td>Receipt of interest on fixed deposit</td><td>3.83</td></tr><tr><td>Unused balance as at 31 March 2023</td><td>18.59</td></tr><tr><td>Unused funds invested in fixed deposits as at 31 March 2023</td><td>230.00</td></tr></table>	Particulars	Amount (₹ in million)	Unused balance as at 1 April 2022	28.72	Unused funds invested in fixed deposits as at 1 April 2022	80.00	Debenture proceeds	500.00	Payment to Karnataka State for Plan approval labour cess	(0.72)	Payment to Commissioner BBMP for BBMP approval fees	(16.00)	Payment to Embassy Property Developments Private Limited (turnkey contractor)	(347.25)	Receipt of interest on fixed deposit	3.83	Unused balance as at 31 March 2023	18.59	Unused funds invested in fixed deposits as at 31 March 2023	230.00
Particulars	Amount (₹ in million)																					
Unused balance as at 1 April 2022	28.72																					
Unused funds invested in fixed deposits as at 1 April 2022	80.00																					
Debenture proceeds	500.00																					
Payment to Karnataka State for Plan approval labour cess	(0.72)																					
Payment to Commissioner BBMP for BBMP approval fees	(16.00)																					
Payment to Embassy Property Developments Private Limited (turnkey contractor)	(347.25)																					
Receipt of interest on fixed deposit	3.83																					
Unused balance as at 31 March 2023	18.59																					
Unused funds invested in fixed deposits as at 31 March 2023	230.00																					

The proceeds of issuance of the above mentioned debentures were utilized by the Company in accordance with the aforesaid mentioned purposes disclosed in the debenture trust deed during the period from 1 April 2022 to 31 March 2023.





The Company have issued following tranches of Senior, secured, rated, redeemable and zero coupon listed non-convertible debentures under the debenture trust deed dated 23 August 2022 as amended and restated on 24 March 2023:


1. On 24 August 2022, the Company issued and allotted 1,350 Senior, secured, rated, redeemable and zero coupon listed non-convertible debentures having face value of ₹ 10,00,000 each to Standard Chartered Bank (Singapore) Ltd. The debentures were listed on 29 August 2022.
2. On 20 September 2022, the Company issued and allotted 1,350 Senior, secured, rated, redeemable and zero coupon listed non-convertible debentures having face value of ₹ 10,00,000 each to Standard Chartered Bank (Singapore) Ltd. The debentures were listed on 23 September 2022.
3. On 21 December 2022, the Company issued and allotted 500 Senior, secured, rated, redeemable and zero coupon listed non-convertible debentures having face value of ₹ 10,00,000 each to Standard Chartered Bank (Singapore) Ltd. The debentures were listed on 26 December 2022.

The Details of utilization of proceeds of Debentures are given below.

Sr. No.	Particulars	Details												
1.	Purpose of Utilization of proceeds as per Debenture trust deed.	<p>The funds raised by the issue shall be utilized by the Company solely for the following (and for no other purpose):</p> <p>(i) up to an amount of INR 2800,000,000, towards acquisition of the Project Land (including payment of any advances / amounts for the JDA Properties) and including towards conversion charges, approval costs, brokerage, stamp duty, fees, costs and other general expenses in relation to the Project Land; and</p> <p>(ii) up to an amount of INR 400,000,000, towards conversion charges, approval costs, brokerage, stamp duty, fees, costs and other general expenses in relation to the Project Land.</p> <p>The Details of utilization of proceeds is given below.</p> <table><tr><th>Particulars</th><th>Amount (₹ in million)</th></tr><tr><td>Debenture proceeds</td><td>3,200.00</td></tr><tr><td>Amount paid for acquisition of land</td><td>(811.91)</td></tr><tr><td>Receipt of interest on fixed deposit</td><td>31.42</td></tr><tr><td>Unused balance as at 31 March 2023</td><td>34.50</td></tr><tr><td>Unused funds invested in fixed deposits as at 31 March 2023</td><td>2,385.00</td></tr></table>	Particulars	Amount (₹ in million)	Debenture proceeds	3,200.00	Amount paid for acquisition of land	(811.91)	Receipt of interest on fixed deposit	31.42	Unused balance as at 31 March 2023	34.50	Unused funds invested in fixed deposits as at 31 March 2023	2,385.00
Particulars	Amount (₹ in million)													
Debenture proceeds	3,200.00													
Amount paid for acquisition of land	(811.91)													
Receipt of interest on fixed deposit	31.42													
Unused balance as at 31 March 2023	34.50													
Unused funds invested in fixed deposits as at 31 March 2023	2,385.00													

The proceeds of issuance of the above mentioned debentures were utilized by the Company in accordance with the aforesaid mentioned purposes disclosed in the debenture trust deed during the period from 1 April 2022 to 31 March 2023.

For Mac Charles (India) Limited

  
**P.R. Ramakrishnan**  
 Director  
 Place: Bengaluru  
 Date: 29.05.2023



## Independent Auditor's Certificate on the Statement of utilisation of proceeds of non-convertible debentures for the period from 01 April 2022 to 31 March 2023

To  
The Board of Directors  
Mac Charles (India) Limited  
72/4, 1st floor  
Cunningham road  
Bangalore Karnataka - 560052, India

1. This certificate is issued in accordance with the terms of our engagement letter dated 04 August 2022 with Mac Charles (India) Limited ('the Company').
2. The accompanying Statement of utilization of proceeds of non-convertible debentures (NCDs), for the period from 01 April 2022 to 31 March 2023 ('the Statement') has been prepared by the Company's management, pursuant to the requirements of clause 11.2(b)(i)(E)(I) of Debenture Trust Deeds entered into between the Company and Catalyst Trusteeship Limited ('the Debentures Trustee') as follows:
  - a. Debenture Trust deed dated 19 July 2021 as amended and restated on 02 August 2022
  - b. Debenture Trust deed dated 24 November 2021 as amended and restated on 02 August 2022
  - c. Debenture Trust deed dated 23 August 2022 as amended and restated on 24 March 2023(hereinafter collectively referred to as the 'Trust Deeds') for the purpose of submission to the Debenture Trustee. We have initialed the Statement for identification purposes only.

### Management's Responsibility for the Statement

3. The preparation of the Statement, including the preparation and maintenance of all accounting and other relevant supporting records and documents, is solely the responsibility of the Management of the Company. 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 is also responsible for ensuring that the Company complies with the requirements of the trust deeds for the purpose of furnishing this Statement and for providing all relevant information to the Debenture Trustee.

### Auditor's Responsibility

5. Pursuant to the requirements stated in paragraph 2 above, it is our responsibility to provide reasonable assurance in the form of an opinion as to whether the information included in the accompanying Statement is, in all material respects, in agreement with the audited financial statements, underlying books of accounts and other relevant records and documents maintained by the Company for the period from 01 April 2022 to 31 March 2023.



# Walker Chandiok & Co LLP

6. We conducted our examination of the Statement, on a test check basis, 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 ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. 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 the ICAI.
8. The audited financial statements, for the year ended 31 March 2023, have been audited by us, on which we have expressed unmodified audit opinion vide our reports dated 23 May 2023. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 ('the Act') and other applicable authoritative pronouncements issued by the ICAI. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Such audits were not planned and performed in connection with any transactions to identify matters that maybe of potential interest to third parties.

## Opinion

9. Based on the procedures performed, evidences obtained, and the information and explanation provided to us, along with the representations provided by the Management, in our opinion, the information included in the accompanying Statement is, in all material respects, in agreement with the audited financial statements, underlying books of accounts and other relevant records and documents maintained by the Company for the period from 01 April 2022 to 31 March 2023.

## Restriction on distribution or use

10. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the requirements of the trust deeds. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability are in no way changed by, any other role we may have as statutory auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as statutory auditors of the Company.
11. The certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the requirements of the trust deeds which requires it to submit this certificate along with the accompanying Statement to the Debenture Trustee, and should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other party to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm Registration No: 001076N/N500013



**Hemant Maheshwari**

Partner

Membership No.: 096537

UDIN: 23096537BGVERM8896

Place: Bengaluru

Date: 29 May 2023

**MAC CHARLES (INDIA) LTD.**  
**CIN No. L55101KA1979PLC003620**

**Regd. Office:**  
**150 Infantry Road**  
**1<sup>st</sup> Floor, Embassy Point**  
**Bangalore – 560 052**

**Phone:080-4903 0000**

**Extn: 3490**

**Email: [Investor.relations@maccharlesindia.com](mailto:Investor.relations@maccharlesindia.com)**

**website: [www.maccharlesindia.com](http://www.maccharlesindia.com)**

To  
The General Manager- Listing  
BSE Limited  
24<sup>th</sup> Floor, P J Towers, Dalal Street, Fort  
**Mumbai – 400001**

August 11, 2023

Dear Sir/Madam,

**Sub: Submission of Utilization of Proceeds as per Reg. 52(7) & 52(7A) SEBI (LODR) Regulations, 2015**

This is to inform you, pursuant to the provisions of Regulation 52(7) & 52(7A) of SEBI LODR, we are hereby submitting Utilization of Proceeds for quarter and year ended June 30, 2023.

We request you to take on record of the same.

Thanking you,

For **Mac Charles (India) Limited**

CHANDANA  
SARWESWARA  
RAO NAIDU

Digitally signed by  
CHANDANA  
SARWESWARARAO NAIDU  
Date: 2023.08.12 14:11:44  
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**Chandana Naidu Khare**  
**Company Secretary and Compliance Officer**  
**ACS:25570**

**STATEMENT OF UTILIZATION OF PROCEEDS OF SENIOR, SECURED, RATED, REDEEMABLE AND LISTED NON- CONVERTIBLE DEBENTURES OF FACE VALUE 1.00.000 EACH, ZERO COUPON, DURING THE PERIOD FROM 01 April 2023 TO 30 June 2023.**

The Company on 22 May 2023, have allotted 5000 Senior, secured, rated, redeemable and zero coupon non-convertible debentures having face value of INR 1,00,000 Standard Chartered Bank (Singapore) Ltd.

The Details of utilization of proceeds of Debentures were given below.

The Details of utilization of proceeds of Debentures were given below.

S. No	Particulars	Details								
1.	Total issue Size	INR 500 million								
2.	Date of allotment	22.05.2023								
3.	Date of Listing	25.05.2023								
4.	Purpose of Utilization of proceeds as per information memorandum.	<p>The funds raised by the issue shall be utilized by the Company solely for the following (and for no other purpose):</p> <p>(i) making payments to the EPDPL under the Turnkey Contract.</p> <p>(ii) making payments for all fees, costs and other general expenses incurred in relation to the Issue, as approved by the Debenture Trustee.</p> <p>The Details of utilization of proceeds is given below.</p> <table><tr><th>Particulars</th><th>Amount (In INR million)</th></tr><tr><td>Funds invested in fixed deposits</td><td>475.00</td></tr><tr><td>Payment to Embassy Property Developments Private Limited under Turnkey Contract.</td><td>23.79</td></tr><tr><td>Surplus available in Bank Account</td><td>1.21</td></tr></table>	Particulars	Amount (In INR million)	Funds invested in fixed deposits	475.00	Payment to Embassy Property Developments Private Limited under Turnkey Contract.	23.79	Surplus available in Bank Account	1.21
Particulars	Amount (In INR million)									
Funds invested in fixed deposits	475.00									
Payment to Embassy Property Developments Private Limited under Turnkey Contract.	23.79									
Surplus available in Bank Account	1.21									

**For Mac Charles (India) Limited**

PANDITHACHO  
LANALLUR  
RAMAKRISHNA  
N  
RAJAGOPALAN  
Digitally signed by  
PANDITHACHOLANA  
LLUR  
RAMAKRISHNAN  
RAJAGOPALAN  
Date: 2023.08.12  
13:56:13 +05'30'

**P.R.Ramakrishnan**  
**Director**

**Dated: 12.08.2023**