

MAC CHARLES (INDIA) LTD.
CIN No. L55101KA1979PLC003620

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

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Extn: 3490
Email: Investor.relations@maccharlesindia.com
website: www.maccharlesindia.com

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

May 23, 2024

Dear Sir/Madam,

Sub: Submission of Utilisation proceeds for the period Ended 31st March,2024

This is to inform you, pursuant to the provisions of Reg.52(7) and 52 (7A) of SEBI LODR, we are hereby submitting utilisation of proceeds for period ended December 31, 2024.

We request you to take on record of the same.

Thanking you,

For Mac Charles (India) Limited

CHANDANA
SARWESWARAR
AO NAIDU

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CHANDANA
SARWESWARARAO NAIDU
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Chandana Naidu Khare
Company Secretary and Compliance Officer

Independent Auditor's Certificate on the Statement of utilisation of proceeds of non-convertible debentures for the period from 01 April 2023 to 31 March 2024

To
The Board of Directors
Mac Charles (India) Limited
1st Floor Embassy Point,
150 Infantry Road, Bangalore,
Karnataka, India - 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 of utilisation of proceeds of non-convertible debentures (NCDs), for the period from 01 April 2023 to 31 March 2024 ('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 11 May 2023
 - 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 and Mac Charles Hub Projects Private Limited ('its Subsidiary') for the period from 01 April 2023 to 31 March 2024.

Walker Chandniok & 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. 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 financial statements and underlying books of accounts of the Company and its Subsidiary for the period 01 April 2023 to 31 March 2024.

Source of Funds

- b) Obtained the debenture trust deeds 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, extra-ordinary general meetings and annual general meeting for the Company held, issue of debentures approved and debenture trustee correspondents during the period from 01 April 2023 to 31 March 2024 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 financial statements for the year ended 31 March 2024 and bank statements of the Company for the period from 01 April 2023 to 31 March 2024, 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 financial statements for the year ended 31 March 2024 and bank statements of the Company and its Subsidiary for the period from 01 April 2023 to 31 March 2024, 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 and its Subsidiary, as set out in the Statement and the Trust Deeds.
 - h) Obtained necessary representations from the Management of the Company.
9. The audited financial statements, for the year ended 31 March 2024, as referred to in paragraph 8 above, have been audited by us, on which we have expressed unmodified audit opinions vide our reports dated 23 May 2024 and 22 May 2024 respectively. Our audits of these financial statements were 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.

Walker Chandiook & Co LLP

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 financial statements, underlying books of accounts and other relevant records and documents maintained by the Company and its Subsidiary for the period from 01 April 2023 to 31 March 2024.

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 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.
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 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 Chandiook & Co LLP**

Chartered Accountants

Firm Registration No: 001076N/N500013

Hemant
Maheshwari

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Hemant Maheshwari
Date: 2024.05.23
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Hemant Maheshwari

Partner

Membership No.: 096537

UDIN: 24096537BKFSAQ3692

Place: Bengaluru

Date: 23 May 2024

STATEMENT OF UTILIZATION OF PROCEEDS OF SENIOR, SECURED, RATED/ UNRATED, REDEEMABLE AND LISTED/ UNLISTED NON- CONVERTIBLE DEBENTURES OF FACE VALUE ₹100,000/ ₹1,000,000 EACH, ZERO COUPON, DURING THE PERIOD FROM 01 APRIL 2023 TO 31 MARCH 2024.

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 11 May 2023 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 02 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 ₹1,000,000 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 ₹1,000,000 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 ₹1,000,000 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 ₹1,000,000 each to Standard Chartered Bank (Singapore) Ltd. The debentures were listed on 20 December 2022.
5. On 22 May 2023, the Company issued and allotted 5,000 Senior, secured, rated, redeemable and zero coupon listed non-convertible debentures having face value of ₹100,000 each to Standard Chartered Bank (Singapore) Ltd. The debentures were listed on 25 May 2023.
6. On 19 December 2023, the Company issued and allotted 250 Senior, secured, unrated, redeemable and zero coupon unlisted non-convertible debentures having face value of ₹1,000,000 each to Standard Chartered Bank (Singapore) Ltd.
7. On 26 December 2023, the Company issued and allotted 10,010 Senior, secured, rated, redeemable and zero coupon listed non-convertible debentures having face value of ₹100,000 each to Standard Chartered Bank (Singapore) Ltd. The debentures were listed on 28 December 2023.

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.	The funds raised by the issue (listed and unlisted) shall be utilized by the Company solely for the following (and for no other purpose): (i) making payments to the EPDPL under the Turnkey Contract. (ii) making payments for all fees, costs and other general expenses incurred in relation to the Issue, as approved by the Debenture Trustee. The Details of utilization of proceeds is given below.																		
		<table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount (₹ in million)</th> </tr> </thead> <tbody> <tr> <td>Unused balance as at 01 April 2023</td> <td>18.59</td> </tr> <tr> <td>Unused funds invested in fixed deposits as at 01 April 2023</td> <td>230.00</td> </tr> <tr> <td>Debenture proceeds</td> <td>1,751.00</td> </tr> <tr> <td>Payment to Commissioner BBMP for BBMP approval fees</td> <td>(1.76)</td> </tr> <tr> <td>Payment to Embassy Property Developments Private Limited (turnkey contractor)</td> <td>(786.53)</td> </tr> <tr> <td>Receipt of interest on fixed deposit</td> <td>18.14</td> </tr> <tr> <td>Unused balance as at 31 March 2024</td> <td>4.44</td> </tr> <tr> <td>Unused funds invested in fixed deposits as at 31 March 2024</td> <td>1,225.00</td> </tr> </tbody> </table>	Particulars	Amount (₹ in million)	Unused balance as at 01 April 2023	18.59	Unused funds invested in fixed deposits as at 01 April 2023	230.00	Debenture proceeds	1,751.00	Payment to Commissioner BBMP for BBMP approval fees	(1.76)	Payment to Embassy Property Developments Private Limited (turnkey contractor)	(786.53)	Receipt of interest on fixed deposit	18.14	Unused balance as at 31 March 2024	4.44	Unused funds invested in fixed deposits as at 31 March 2024	1,225.00
Particulars	Amount (₹ in million)																			
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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 01 April 2023 to 31 March 2024.

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 ₹1,000,000 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 ₹1,000,000 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 ₹ 1,000,000 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 border="1"> <thead> <tr> <th>Particulars</th> <th>Amount (₹ in million)</th> </tr> </thead> <tbody> <tr> <td>Unused balance as at 01 April 2023</td> <td>34.50</td> </tr> <tr> <td>Unused funds invested in fixed deposits as at 01 April 2023</td> <td>2,385.00</td> </tr> <tr> <td>Amount paid for acquisition of land</td> <td>(443.73)</td> </tr> <tr> <td>Receipt of interest on fixed deposit</td> <td>140.91</td> </tr> <tr> <td>Unused balance as at 31 March 2024</td> <td>0.68</td> </tr> <tr> <td>Unused funds invested in fixed deposits as at 31 March 2024</td> <td>2,116.00</td> </tr> </tbody> </table>	Particulars	Amount (₹ in million)	Unused balance as at 01 April 2023	34.50	Unused funds invested in fixed deposits as at 01 April 2023	2,385.00	Amount paid for acquisition of land	(443.73)	Receipt of interest on fixed deposit	140.91	Unused balance as at 31 March 2024	0.68	Unused funds invested in fixed deposits as at 31 March 2024	2,116.00
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Receipt of interest on fixed deposit	140.91															
Unused balance as at 31 March 2024	0.68															
Unused funds invested in fixed deposits as at 31 March 2024	2,116.00															

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 01 April 2023 to 31 March 2024.

For **Mac Charles (India) Limited**

HARISH ANAND
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Harish Anand
Whole time Director
Place: Bengaluru
Date: 23 May 2024