



**Independent Auditor's Report on the Statement of utilisation of the proceeds received by NAM Estates Private Limited on issuance of Listed, redeemable and non-convertible debentures as on 30th July, 2021**

To,

**The Board of Directors**

**NAM Estates Private Limited**

1<sup>st</sup> Floor, Embassy Point

150, Infantry Road

Bengaluru – 560 001

Karnataka

1. This certificate is issued in accordance with the terms of our engagement letter.
2. We have examined the accompanying Statement of utilization of the proceeds received by NAM Estates Private Limited ('the Company') on issuance of Listed, redeemable and non-convertible debentures as on 30th July, 2021(hereinafter referred to as the "**Statement**") prepared by the Company's Management for the purpose of filing the same with Bombay Stock Exchange (BSE).

**Management's Responsibility for the Statement**

3. The preparation of the Statement from the unaudited books of account and other relevant records and documents, and compliance with covenants as per the respective debenture trust deeds and with relevant regulations issued by Securities Exchange Board of India, in respect of the debentures, are the responsibilities of the Management of the Company. This responsibility includes preparation and maintenance of the books of account and the records of the Company, and the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Management of the Company is also responsible for the adherence with the Regulation, including, amongst others, ensuring compliance with all the covenants as per respective Debenture Trust Deeds, in respect of listed non-convertible debt securities.



## Auditors' Responsibility

5. Pursuant to terms as per the engagement letter, it is our responsibility to express limited assurance that nothing has come to our attention that cause us to believe that the details stated in the Statement have not been accurately extracted from the unaudited financial information and other relevant records and documents of the Company.
6. The unaudited standalone financial results, referred to in paragraph 5 above, have been reviewed by us, on which we have issued an unmodified conclusion vide our review report dated 6th January, 2022. Our review of these 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.
7. The procedures performed with respect to the Statement is a limited assurance engagement which 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 the accompanying Statement:
  - a. Traced the amount received by the Company on issuance of the Listed, redeemable and non-convertible debentures as on 30th July, 2021 in the books of accounts and the Bank statements as provided by the Management for the period 25<sup>th</sup> July, 2021 till 30<sup>th</sup> July, 2021.
  - b. Examined the fund flow subsequent to receipt of the amount in the Bank Statements as provided by the Management for the period 25<sup>th</sup> July, 2021 till 30<sup>th</sup> July, 2021.
  - c. Traced the amount of utilisation in the books of accounts.
8. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.
9. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India and Standards on Auditing specified under the Act, in so far as applicable for the purpose of this Report. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
10. 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.



## Opinion

11. Based on our examination and procedures performed as above, and according to the evidence obtained and the information and explanations provided to us, along with representations made by the Management of the Company, in our opinion, nothing has come to our attention that causes us to believe that the amounts stated in the Statement have not been accurately extracted from the unaudited financial information and other relevant records and documents of the Company.

## Other Matters

12. The details as stipulated in Statement includes an amount of Rs 8,89,64,347 utilized for repayment of loan as subsisting in the books of Embassy Property Developments Private Limited, Holding Company is NAM Estates Private Limited. The books of accounts of Embassy Property Developments Private Limited have not been reviewed or audited by us. The above details as included in the Statement have been furnished to us by the Management and has been relied upon by us for the purpose of our examination of the Statement. Our conclusion is not modified in respect of this matter.

## Restriction on Use

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

For NSVM & Associates

Chartered Accountants

Firm Registration No: 010072S



**D N Sree Hari**

Partner

Membership Number: 027388



UDIN: 22027388AAAAAF8308

Place: Bengaluru

Date: 25<sup>th</sup> January, 2022

**Statement of utilisation of the proceeds received by NAM Estates Private Limited on issuance of Listed, redeemable and non-convertible debentures as on 30th July, 2021**

NAM Estates Private Limited ('the Company') has raised an amount of Rs 1000 crores as on 30th July 2021 through issuance of listed, redeemable and non-convertible debentures as per terms as stipulated in Debenture Trust Deed dated 24th July 2021 executed between the Company and Catalyst Trusteeship Limited. The following is the utilisation of Rs 1000 crores as reflected in books of accounts and records maintained by the Company.

Particulars	Amount	Amount
Disbursed by Bain to HDFC Ltd on 31st July 2021		10,00,00,00,000
Less: Payments as per below appropriation		
Towards Principal repayment of Loan from HDFC Limited taken by the Company*	9,71,85,01,524	
Towards Interest Accrued and due on Loans from HDFC Limited taken by the Company*	13,16,74,680	
Towards Interest Accrued and due on Loans from HDFC Limited taken by the Company	1,02,24,658	
Towards Interest Accrued and due on Loans from HDFC Limited taken by Embassy Property Developments Private Limited	8,89,64,347	
Towards Penal Interest on Loans from HDFC Limited taken by the Company	5,06,34,791	
		10,00,00,00,000

\*The Loan and interest accrued was demerged to NAM Estates Private Limited from Embassy Property Developments Private Limited under the Scheme of Amalgamation approved as on 4th August, 2021 with the appointed date from 1 April 2020

The above break up of payment towards Principal and Interest is as per Books of accounts maintained by the Company and Embassy Property Developments Private Limited. As per Bank Statements, the amount of Rs 1000 crores has been transferred to HDFC Limited as on 31-Jul-2021

For and on behalf of NAM Estates Private Limited

  
Director

Place : Bengaluru

Date: 25th January, 2022

**NAM ESTATES PRIVATE LIMITED**

Registered Office : Embassy Point, 1<sup>st</sup> Floor, 150, Infantry Road, Bangalore - 560 001

T: +91 80 4179 9999 F: +91 80 2228 6912 www.embassyindia.com