



To
The Manager Listing Compliances,
BSE Limited
P.J. Towers, Dalal Street,
Mumbai- 400 001

February 09th, 2024

Dear Sir/Madam,

Sub: Outcome of the Board Meeting of Nam Estates Private Limited held on February 09, 2024, pursuant to the provisions of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)

Ref: Scrip Code: 973358

- i. To adopt unaudited financial statement for the period ended on December 31, 2023 together with Limited Review Report from the Auditors.
- ii. To review the Related Party Transactions for the Quarter ended on 31st December 2023 as required under Regulation 23(3)(d) of the SEBI LODR, 2015.

The meeting commenced at 05:00 P.M. and concluded at 06:00 P.M. IST.

Request you to take the same on record.

**Thanking you,
For Nam Estates Private Limited**

**Richa Saxena
Company Secretary
A17163**



Limited Review Report on unaudited financial results of NAM Estates Private Limited for the quarter and nine months ended 31st December 2023 pursuant to Regulation 52 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

To the Board of Directors of Nam Estates Private Limited

We have reviewed the accompanying statement of unaudited financial results of **Nam Estates Private Limited** (“the Company”) for the quarter and nine months ended 31st December 2023 (“the statement“), being submitted by the Company pursuant to the requirement of Regulations 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘Listing Regulations’).

This 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 the Indian Accounting Standard 34 “ Interim Financial Reporting “(“Ind AS 34”), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulations 52 and Regulation 54 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.

We conducted our review 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 the Company’s personnel responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 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.



Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 52 and Regulation 54 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

Material Uncertainty relating to Going Concern

We draw attention to Note 10 of unaudited financial results which describes the upcoming debt obligations of the Company due for next 12 months and various plans drawn up by the management of the Company to ensure fulfillment of the same. The Company's ability to continue as a going concern is dependent on its ability to raise additional funds as required and successful negotiations with the lenders/promoters for continued support and generation of cashflow from its operations that it needs to settle its liabilities as they fall due. Our opinion is not modified in respect of this matter.

Emphasis of Matter

- a) We draw attention to Note 8 of the unaudited financial results describing the pending litigation which may have an impact on the Company's investment in Embassy East Business Parks Private Limited (erstwhile known as Concord India Private Limited). Any adverse outcome as a result of the proceedings initiated by KIADB may affect the valuation of Embassy East in the books of the Company. Our opinion in this regard is not modified as the enquiry of KIADB is not yet completed as on the date of publishing of results.
- b) We draw attention to Note 11 of unaudited financial results wherein the reasons for non-recognition of expected credit losses in carrying amount of investment made by the Company in debentures issued by its wholly owned subsidiary i.e. Embassy Realty Ventures Private Limited is explained. Our opinion is not modified in this regard.
- c) We draw attention to Note 6 & Note 7 of the unaudited financial results wherein the reasons for the Company continuing to record assets and liabilities acquired by way of demerger at fair value on the basis that the above transaction is merely transitory in nature as provided in Ind AS 103 is explained. Our opinion is not modified in this regard.



- d) We draw further attention to note 12 of the unaudited financial results wherein, it is stated that the process of registering the title deeds of the assets and liabilities transferred under the Scheme of Arrangement from Embassy Property Developments Private Limited to the Company is pending as on the reporting date. The Company is evaluating the outflow of stamp duty on account of the above arrangement; Accordingly, the Company has not provided for the estimated outflow of stamp duty in the books. Our opinion is not modified in this regard.

Our opinion is not modified with regard to above matters.

For NSVM & Associates

Chartered Accountants

Firm registration number: 010072S



G.C.S Mani

Partner

Membership No: 036508



UDIN: 24036508BKDETE1699

Place: Bengaluru

Date: 9th February 2024

NAM ESTATES PRIVATE LIMITED

CIN: U85110KA1995PTC017950

1st floor, Embassy Point, 150 Infantry Road, Infantry Road, Bengaluru - 560001

STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31 DECEMBER 2023

(Rs. in Millions except share data)

Sl. No.	Particulars	Quarter ended			Nine Months ended		Year ended
		December 31, 2023	September 30, 2023	December 31, 2022	December 31, 2023	December 31, 2022	March 31, 2023
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	Income						
	(a) Revenue from operations	2,289.01	3,548.00	1,306.94	7,264.28	5,690.26	8,264.17
	(b) Other income	37.02	30.77	14.72	92.21	340.66	588.52
	Total income	2,326.03	3,578.77	1,321.66	7,356.49	6,030.92	8,852.69
2	Expenses						
	(a) Land, material and contract cost	1,831.51	2,737.43	1,011.08	5,686.94	4,914.78	6,846.17
	(b) Employee benefits expense	134.46	129.12	119.55	365.28	295.78	385.45
	(c) Finance costs	951.63	1,005.06	1,171.05	3,022.39	3,446.86	5,059.93
	(d) Depreciation and amortisation expense	17.17	16.75	12.94	48.40	38.38	51.97
	(e) Other expenses	397.18	479.19	435.11	1,321.06	1,223.73	1,913.78
	Total expenses	3,331.95	4,367.55	2,749.73	10,444.07	9,919.52	14,257.30
3	Profit / (loss) before exceptional items and tax (1-2)	(1,005.92)	(788.78)	(1,428.07)	(3,087.58)	(3,888.60)	(5,404.61)
4	Exceptional items, net gain / (loss)	-	-	-	-	-	(2,706.12)
5	Profit / (loss) before tax (3-4)	(1,005.92)	(788.78)	(1,428.07)	(3,087.58)	(3,888.60)	(8,110.73)
6	Tax expense						
	- Current tax	-	-	-	-	-	-
	- Deferred tax	(258.43)	188.70	(133.86)	(103.42)	(499.49)	(1,150.01)
	- Taxes for earlier years	-	-	-	-	(0.09)	(0.09)
	Total tax expense/ (credit)	(258.43)	188.70	(133.86)	(103.42)	(499.58)	(1,150.10)
7	Profit / (loss) for the period / year (5-6)	(747.49)	(977.49)	(1,294.21)	(2,984.16)	(3,389.02)	(6,960.63)
8	Other comprehensive income / (loss)						
	(i) Items that will not be reclassified subsequently to profit or loss						
	- Remeasurements of the defined benefit plans	-	-	-	-	-	2.82
	- Fair value of investments in equity instruments	-	-	-	-	-	-
	- Income tax/ Deferred tax effect on (i) above	-	-	-	-	-	-
	(ii) Items that will be reclassified to profit or loss						
	- Effective portion of gain on hedging instruments in a cash flow hedge	-	-	-	-	-	-
	- Income tax effect on (ii) above	-	-	-	-	-	-
	Other comprehensive income / (loss) for the period / year, net of tax	-	-	-	-	-	2.82
9	Total comprehensive income / (loss) for the period / year (7+8)	(747.49)	(977.49)	(1,294.21)	(2,984.16)	(3,389.02)	(6,957.81)
10	Paid-up equity share capital (Face value of Rs. 10 each)	3,998.11	3,998.11	3,998.11	3,998.11	3,998.11	3,998.11
11	Reserves, i.e., 'Other equity'	-	-	-	-	-	(7,916.17)
12	Earnings / (Loss) per equity share (face value of Rs. 10 each)	Not annualised	Not annualised	Not annualised	Not annualised	Not annualised	Annualised
	(a) Basic	(1.68)	(2.19)	(2.90)	(6.69)	(7.60)	(15.60)
	(b) Diluted	(1.68)	(2.19)	(2.90)	(6.69)	(7.60)	(15.60)
13	Paid-up debt capital (Refer note 3)	6,571.00	7,680.00	13,090.00	6,571.00	13,090.00	11,790.00

See accompanying notes to the Standalone unaudited Financial Results

NAM ESTATES PRIVATE LIMITED

CIN: U85110KA1995PTC017950

1st floor, Embassy Point, 150 Infantry Road, Infantry Road, Bengaluru - 560001

STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31 DECEMBER 2023

Notes:

- The statement of unaudited financial results ('the Statement') of NAM ESTATES PRIVATE LIMITED ('the Company') for the quarter and nine months ended 31 December 2023 has been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 09 February 2024. The Statement has been prepared in accordance with Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standard) Rules 2015, as amended and in terms of Regulation 52 of the SEBI (Listing Obligation and Disclosure requirements) Regulations, 2015.
- The financial results for quarter and nine months ended December 31, 2023 have been subjected to limited review by the statutory auditors of the company. The limited Review Report does not contain any qualifications.
- The Company has adopted Ind AS from April 1, 2015 and accordingly, these financial results have been prepared in accordance with the recognition and measurement principals laid down in Ind AS 34 Interim Financial Reporting prescribed under section 133 of the Companies Act 2013, read with relevant rules issued thereunder.
- The paid-up debt debentures of the Company consists of 1,571 secured, rated, listed, redeemable non - convertible debentures (NCDs) of Rs. 1,000,000 each and 5,00,00,000 unsecured optionally convertible debentures (OCDs) of Rs. 100 each. All the above mentioned debentures have been issued on a private placement basis. The listed NCDs carry an annual coupon of 6% with an IRR of 19%. The OCDs do not carry any coupon rate.
- Disclosure under regulation 52 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:-**

In compliance with the above SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the following information as on December 31, 2023 in respect of Non Convertible Debentures (NCDs) :-

Particulars	Nine months ended		Year ended 31 March 2023
	December 31, 2023	December 31, 2022	
	Unaudited	Unaudited	Audited
Debt- equity ratio	(6.14)	(109.01)	(9.02)
Debt service coverage ratio	(0.00)	(0.06)	(0.02)
Interest service coverage ratio	(0.01)	(0.13)	(0.06)
Outstanding redeemable preference shares	Not Applicable	Not Applicable	Not Applicable
Debenture redemption reserve	Not Applicable	Not Applicable	Not Applicable
Net worth (Rs. in Million)	(6,902.21)	(349.24)	(3,918.06)
Net profit after tax (Rs. in Million)	(2,984.16)	(3,389.02)	(6,960.63)
Earnings per share (Basic and diluted) (Rs.)	(6.69)	(7.60)	(15.60)
Current Ratio	1.03	1.24	1.20
Long-term debt to working capital Ratio	29.29	3.82	4.30
Bad debts to accounts receivables Ratio	Not Applicable	Not Applicable	Not Applicable
Current liability Ratio	0.53	0.48	0.49
Total debts to total assets Ratio	0.57	0.46	0.45
Debtors turnover Ratio	2.33	1.70	2.71
Inventory turnover Ratio	0.23	0.18	0.26
Operating profit margin (%)	-1.50%	-4.55%	-43.41%
Net profit margin (%)	-41.08%	-59.56%	-84.23%

The listed NCDs are secured and asset cover is more than hundred percent of principal outstanding. The credit rating of the listed NCDs is ACUITE BB . The listed NCDs are secured against mortgage over the project assets, receivable from the inventory and corporate guarantee from Embassy Property Developments Private Limited, Udhyaman Investments Private Limited, Embassy Infra Developers Private Limited and Grove Ventures.

Notes:

The ratios given have been computed as under:

Debt equity ratio = Total debt / share holders' equity

Debt service coverage ratio = Earnings before interest and tax / (interest + principal repayment)

Interest service coverage ratio = Earnings before interest and tax / interest expense

Current Ratio = Current assets/Current liabilities

Long-term debt to working capital Ratio = long-term debt (including current maturities)/ Total available capital

Bad debts to accounts receivables Ratio = Bad debts written off/ Trade receivables

Current liability Ratio = Current liabilities/ Total liabilities

Total debts to total assets Ratio = Borrowings/ Total assets

Debtors turnover Ratio = Credit sales (for the year to date)/ average accounts receivables

Inventory turnover Ratio = COGS (for the year to date)/ average inventory receivables

Operating profit margin (%) = PBDIT excluding other income & profit from discontinuing operations/ operational revenue

Net profit margin (%) = PAT including other income & profit from discontinuing operations/ operational revenue

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- 6 The Board of Directors of the Company in its meeting held on August 18, 2020 have approved the Scheme of Arrangement ('Scheme') amongst the Company, Embassy One Commercial Property Developments Private Limited and India bulls Real Estate Limited (IBREL) under sections 230 to 232 and other applicable provisions of the Companies Act, 2013. The Scheme provides for amalgamation of the Company, Embassy One Commercial Property Developments Private Limited into India bulls Real Estate Limited and the companies have filed respective applications with the National Company Law Tribunal (Bengaluru Bench) & National Law Tribunal (Chandigarh Bench) for the approval of the Scheme.

The National Company Law Tribunal (Bengaluru Bench) has approved the Scheme on 22nd April 2022, however the National Law Tribunal (Chandigarh Bench) has not approved the Scheme pursuant to order dated 09th May 2023.

Further the Company has filed an appeal before Hon'ble National Company Law Appellate Tribunal ("NCLAT") against the order issued by NCLT Chandigarh and the same has been admitted. Several hearings have been concluded and the next hearing is scheduled for February 12, 2024

- 7 The Regional Director ("RD"), South East Region, on August 04, 2021, approved the Scheme of Arrangement amongst the Company and Embassy Property Developments Private Limited (EPDPL) and their respective shareholders and creditors ("the Scheme") for the demerger of the identified residential / commercial projects and investments of EPDPL ("Demerged Undertaking"), either held directly or as investments in subsidiaries of EPDPL. The Scheme became effective from the appointed date April 1, 2020 upon filing of the certified copies of the RD Orders with the respective jurisdictional Registrar of Companies. Pursuant to the Scheme becoming effective, the specified undertaking as defined under the Scheme, is demerged from EPDPL and transferred to and vested in the Company with effect from April 1, 2020 i.e. the Appointed Date.

As per the clarification issued by Ministry of Corporate Affairs vide Circular no. 09/2019 dated August 21, 2019 (MCA Circular), the Company has recognised the effect of the demerger on April 1, 2020 and accounted the assets and liabilities taken over at fair value in accordance with Ind AS 103 Business Combination. The difference in the fair value of the net assets of the specified undertaking demerged as at April 1, 2020 and the consideration issued, is recognised as capital reserve. Any inter-company balances between the EPDPL and the Company relating to Demerged Undertaking, if any, in the books of the Company shall stand cancelled.

The Company has accounted for this demerger under acquisition method of accounting. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognised at their fair values at the acquisition date as the control is transitory in nature since the Company has filed for merger with IBREL as mentioned in note 5.

Considering the Company has filed an appeal before Hon'ble National Company Law Appellate Tribunal ("NCLAT") against the order issued by NCLT Chandigarh, the Company continues to account for the demerger under acquisition method of accounting.

- 8 The Company has investments of Rs. 28,021.88 Million in subsidiaries, joint ventures and associates, which includes a sum of Rs. 7,014.94 Millions, representing shares in Embassy East Business Parks Private Limited (previously known as Concord India Private Limited) ("EEBPPL"). The shares in EEBPPL has arisen under a scheme of demerger with Embassy Property Developments Private Limited approved by the Regional Director ("RD"), South East Region, on August 04, 2021.

A Writ Petition has been filed by some parties in Karnataka High Court against KIADB, EEBPPL and NEPL and the Court has passed the orders on 16th May 2023 and has issued a mandamus to KIADB to initiate investigation against the EEBPPL for alleged violation of the terms and conditions of the lease -cum-sale agreement dated 07.06.2007.

Aggrieved by the said Order, EEBPPL and other parties has filed an appeal before the Divisional Bench of Honourable Karnataka High Court challenging the said order.

Consequently, the Honorable Chief Justice of Karnataka High Court has passed the order dated 26th July 2023, modifying the order of the Single Judge stating that a Writ of Mandamus is not required to be issued and KIADB is at liberty to enquire into any alleged breaches of its own accord. The Order further directed KIADB to conclude the enquiry as expeditiously as possible and not later than four months from i.e., (26.07.2023) date of order passed by the Court without being influenced by the order passed by the Single Judge. KIADB has initiated the enquiry in accordance with the court order.

The Management of the Company is of the opinion that above proceedings will not impact the valuation of shares of EEBPPL.

- 9 During the previous year ended March 31, 2022 on receipt of the approval of the National Company Law Tribunal (Bengaluru Bench), the Company has reversed the deferred tax asset previously created on brought forward tax losses. On approval of the Scheme as stipulated in note 4 above, the brought forward losses would lapse and the Company would not be entitled to carry forward the same under the present tax regime.
- 10 The Company has incurred a loss of Rs 2,984.15 Million, has a negative net worth of Rs 6902.21 Million, The company has repayment obligations during the next 12 months, The management is confident of meeting its upcoming payment obligations by realization of market value of underlying inventories which would generate substantial cashflows. Further, various asset monetization activities and alternative plans are under progress at group level which would enable the group as a whole to generate adequate cashflows which in turn can be utilized to provide support to the Company.
- 11 The Company expects that the credit risk pertaining to recoverability of investment in debentures of Embassy Realty Ventures Private Limited ("ERVPL") has not increased significantly due to reduction in market price of Indiabulls Real Estate Limited share price as the fall in market price is temporary in nature. Hence the Company has not recognised any expected credit losses with regard to investment in debentures issued by ERVPL.

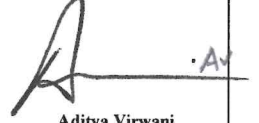
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STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31 DECEMBER 2023

- 12 The Company is in the process of transferring title of the assets and liabilities under the scheme of demerger as on the reporting date. As per the present laws, the Company is required to pay stamp duty charges to the Government Authorities for transfer of title deeds to the name of the Company. As on the date of these results, the Company is evaluating the outflow to be made and hence the same has not provided for.
- 13 A search under section 132 of the Income Tax Act was conducted on 1 June 2022 on the Company. Pursuant to the communication received from the income tax authorities by the Company, requisite information's have been provided to the authorities. As on the date of the financial statements, the Company has not received any demand notice.
- 14 In accordance with section 71 of the Companies Act, 2013 read along with circular issued by Ministry of Corporate Affairs No 4/2013 the Company is required to create a debenture redemption reserve amounting to 10% of the value of redeemable debentures out of profits of the Company available for distribution. During the quarter and nine months ended December 31, 2023 there are no profits available for distribution hence there is no requirement to create a debenture redemption reserve.
- 15 The figures for the corresponding previous periods have been regrouped/reclassified, wherever considered necessary.
- 16 There are no separate segments in accordance with Ind AS 108 on "Operating Segments" in respect of the Company.



Aditya Virwani

Director

DIN: 06480521

Bengaluru, 09 February 2024

Statement containing details of Secured, listed, Rated, redeemable, non-convertible debentures ('NCDs') of the company outstanding as at 31st December 2023, 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 31st December 2023

Sl.No	ISIN	Series	Date of Issue	Outstanding as on 31 st December 2023
1	INE934T07027	Non-Convertible Debentures (NCD) Bond	30 th July 2021	INR 1,571.00 million

II. The covenants criteria as per the terms of debenture trust deed, and the company's compliance with such covenants.

Financial Covenants for secured, rated, redeemable, and listed non-convertible debentures (DTD dated 24th July 2021)

Sn.No	Particulars	Financial statements as at 31 st December 2023	Remarks
1	The company shall ensure that the Loan to Value Ratio ('LTV') on any LTV Testing date shall not be more than 66.7%	11.98% as on 31 st December 2023.	Refer Note 'A' below

Notes: -

A. 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%.

As mentioned in DTD dated 19th July 2021.

"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 debenture trust deed $LTV=[CSO/EV]X100$

"CSO" is on any day the aggregated 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 Debentures proposed to be allotted on such Pay In Date have already been paid for and allotted:

CSO= Common Secured Obligation for Rs.1,571.00 million debentures allotted value (Including interest).



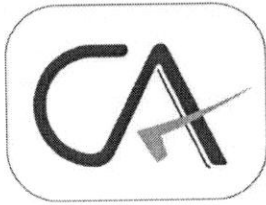
“EV” is, on any date, the aggregate value of the Immovable Assets (Project) mortgaged in favor of the Common Security Trustee, set out in the then most recent Valuation Report provided by the Company, pursuant to this Deed.

EV= Fair value of immovable Assets project as on 31st December 2023 being Rs. 13,112 million.

LTV as on LTV Testing date (31st December 2023) is 11.98%.



9th Febraury 2024



NSVM & ASSOCIATES

CHARTERED ACCOUNTANTS

Independent Auditor's certificate on Security Cover and Compliance with all Covenants as at December 31, 2023 under Regulation 56(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended) for submission to Catalyst Trusteeship Limited (the 'Debenture Trustee') in respect of the Listed secured rated redeemable non-convertible debentures issued by the Company.

To the Board of Directors
Nam Estates Private Limited

1. This certificate is issued in accordance with the terms of our engagement letter dated 05th January 2024.
2. We NSVM & Associates, Chartered Accountants (Firm Registration Number 010072S), are the statutory auditors of NAM Estates Private Limited (hereinafter referred to as "the Company") and have been requested by the Company to examine the accompanying Statements showing 'Asset Cover as per the terms of information memorandum and/or debenture trust deed and compliance with covenants' for its listed non-convertible debt securities as at December 31, 2023 (hereinafter the "Statement") which has been prepared by the Company from the unaudited financial interim financial statements and other relevant records and documents maintained by the Company as at and for the period ended December 31, 2023 pursuant to the requirements of the Regulation 54 read with Regulation 56(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (hereinafter the "SEBI Regulations") and annexed to this report.
The Statement is stamped and initialled by us for identification purpose only.

Management's Responsibility

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.



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Auditor's Responsibility

5. Pursuant to the requirements of the Regulation, our responsibility is to provide a limited assurance as to whether the particulars contained in the Statement are in agreement with the unaudited books of account, unaudited financial results and other relevant records and documents maintained by the Company and whether Asset Cover is correctly computed as per the terms of the debenture deeds. This did not include the evaluation of adherence by the Company with all the applicable terms of the Offer Document / Information Memorandum, Debenture Trust Deed, and guidelines of the Regulations.
6. The unaudited financial results, referred to in paragraph 5 above, have been reviewed by us. We have issued an unmodified conclusion vide our Audit report dated 31st December 2023 pursuant to the Regulations 52 of SEBI (Listing obligations and Disclosures Requirements) Regulations, 2015. Our review of the unaudited financial results was conducted in accordance with the Standards on Auditing (SAs), 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 principal and interest outstanding amount of the secured non-convertible debenture to the unaudited financial results and unaudited interim financial results underlying books of account and other relevant records and documents maintained by the Company for the period ended December 31, 2023.
 - b. Verified the details of ISIN, series and asset cover details from the respective Information memorandum and/or debenture trust deed.
 - c. Traced the value of secured assets forming part of the asset cover details of the secured non-convertible debenture from the valuation report issued by independent valuer engaged by the management for the period ended December 31, 2023.
 - d. Obtained confirmation from Management that there is no significant event or transaction to impact the market value as stated in (c) above.
 - e. Verified that the computation of asset cover 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 information obtained above and the calculation thereof is arithmetically accurate.
 - f. Verified whether the Company has maintained one hundred and fifty percent asset cover or asset cover as per the terms of debenture trust deed.
 - g. Verified whether the other information given in the statement is matching to 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 of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
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.
11. We draw attention to Note j of the statement to this certificate wherein the manner of calculation of asset cover is mentioned.

Conclusion

12. On the basis of aforementioned procedures and according to the information and explanations furnished to us by the Management of the Company, we certify that the unaudited interim financial results and other information contained in the Statement read with the notes thereon are in agreement with the unaudited books of account and relevant records and documents of the Company and the Asset Cover is correctly computed and the company is in compliance with all the covenants as mentioned in the trust deed as on 31st December 2023.

Restriction in 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 accompanying Statement to the Debenture Trustees 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 number: 010072S



G.C.S Mani

Partner

Membership No: 036508



UDIN: 24036508BKDETF7989

Place: Bengaluru

Date: 9th February 2024



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

1st 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 25th July, 2021 till 30th 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 25th July, 2021 till 30th 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: 25th 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, 1st Floor, 150, Infantry Road, Bangalore - 560 001

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