

April 23, 2024

To,
The Corporate Relations Department,
Department of Corporate Services,
BSE Limited,
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001

Re: Scrip Code 974141 (NCDs)

ISIN: INE466P07010

Dear Sir/ Madam,

Subject: Disclosure under Regulation 54(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 54(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated May 19, 2022, please find enclosed Security Cover Certificate in the format prescribed therein, for the quarter and year ended March 31, 2024, certified by M/s. S R Batliboi & Associates LLP, Statutory Auditors as **Annexure-I**.

Request you to kindly take the above on your records.

Thanking you

For and on behalf of **Vikas Telecom Private Limited**

Gautham Nambiar
Company Secretary & Compliance Officer
F12376

Encl: A/a

Annexure I

S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

12th Floor
"UB City" Canberra Block
No. 24, Vittal Mallya Road
Bengaluru - 560 001, India
Tel : +91 80 6648 9000

Independent Auditor's Report on Security Cover, Compliance with Covenants and book value of assets as at March 31, 2024 pursuant to Regulation 56(1)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and SEBI Circular dated May 19, 2022 for submission to Catalyst Trusteeship Limited (the 'Debenture Trustee')

To
The Board of Directors
Vikas Telecom Private Limited
Royal Oaks, Embassy Golflinks Business Park,
Off Intermediate Ring Road,
Bengaluru - 560071

1. This Report is issued in accordance with the terms of the master engagement agreement dated August 11, 2022, as amended with Vikas Telecom Private Limited (hereinafter the "Company").
2. We S.R. Batliboi & Associates LLP, Chartered Accountants, are the Statutory Auditors of the Company and have been requested by the Company to examine the accompanying Statement showing 'Security Cover as per the terms of Debenture Trust Deed, Compliance with Covenants and book value of assets' in relation to 4,950 Listed, Rated, Secured, Redeemable, Transferable, Rupee, Green Debt Securities in form of Non-Convertible Debenture having face value of Rs. 1 million each amounting to Rs. 4,950 million (hereinafter referred to as 'NCDs') issued by the Company as at March 31, 2024 (hereinafter the "Statement") which has been prepared by the Company from the Board approved audited financial results, underlying books of account and other relevant records and documents maintained by the Company as at and for the half year ended March 31, 2024 pursuant to the requirements of the Regulation 56(1)(d) of the Securities Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and SEBI Circular dated May 19, 2022 on Revised format of security cover certificate, monitoring and revision in timelines (hereinafter the "SEBI Regulations and SEBI Circular"), and has been initialed by us for identification purpose only.

This Report is required by the Company for the purpose of submission with Catalyst Trusteeship Limited (hereinafter the 'Debenture Trustee') of the Company to ensure compliance with the SEBI Regulations and SEBI Circular in respect of its NCDs. The Company has entered into an agreement with the Debenture Trustee vide agreement dated August 29, 2022 in respect of such Debentures ("Trust Deed").

Management's Responsibility

3. The preparation of the Statement is the responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.



4. The Management of the Company is responsible for ensuring that the Company complies with all the relevant requirements of the SEBI Regulations and SEBI Circular including maintenance of hundred per cent security cover or higher security cover as per the terms of Debenture Trust Deed sufficient to discharge the principal amount and the interest thereon at all times for the non-convertible debt securities issued. The management is also responsible for providing all relevant information to the Debenture Trustee and for complying with all the covenants as prescribed in the Trust Deed.

Auditor's Responsibility

5. It is our responsibility to provide a limited assurance and conclude as to whether the:
 - (a) Company has maintained hundred percent Security cover or higher Security cover as per the terms of the Trust Deed;
 - (b) Company is in compliance with all the covenants (including financial covenants) as mentioned in the Trust Deed as on March 31, 2024; and
 - (c) Book values of assets as mentioned in Column 'F' of Annexure I to the Statement are in agreement with the books of account underlying the audited financial results of the Company as at March 31, 2024.
6. We have audited the financial results of the Company for the year ended March 31, 2024, prepared by the Company pursuant to the requirements of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and issued an unmodified opinion dated April 23, 2024. We conducted our audit in accordance with Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 as amended.
7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes 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.
8. 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.
9. Our scope of work did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial results of the Company taken as a whole. We have not performed an audit, the objective of which would be the expression of an opinion on the financial results, specified elements, accounts or items thereof, for the purpose of this report. Accordingly, we do not express such opinion.



10. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the applicable criteria, mentioned in paragraph 5 above. The procedures performed vary in nature and timing from, and are less extent than for, a reasonable assurance. Consequently, the level of assurance obtained is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Accordingly, our procedures included the following in relation to the Statement:
- a) Obtained and read the Trust Deed dated August 29, 2022 and noted that as per such trust deed the Company is required to maintain 1.85 times security cover.
 - b) In relation to amount of “Total outstanding Nominal Value of Debentures and accrued but unpaid Coupon and the outstanding principal and accrued and unpaid interest amount under any other Financial Indebtness of the Issuer, which is secured by Security of Mortgage Property” used in calculation of Security Cover, we have traced the amounts of underlying components of the said amount to the audited financial results of the Company and audited books of accounts maintained by the Company as on March 31, 2024.
 - c) In relation to “Value of Mortgage Properties” used in calculation of Security cover, as represented by management, the value is obtained by the management from L. Anuradha (using professional qualifications and recent experience in the location and category of the properties being valued in conjunction with value assessment services undertaken by Cushman & Wakefield) by way of email communication. We have relied on such management representation and not performed any procedures in this regard.
 - d) Obtained the list of security created in the register of charges maintained by the Company and ‘Form No. CHG-1/CHG-9’ filed with Ministry of Corporate Affairs (‘MCA’). Traced the value of charge created against Assets to the Security Cover in the attached Statement.
 - e) With respect to ‘Annexure I - Computation of Security Cover pursuant to SEBI Circular dated May 19, 2022’ (hereinafter referred to as “Annexure I”) to the statement, we have performed following procedures:
 - i. In relation to the calculation of amount specified in Column F of Annexure I in line item “Commercial buildings of Blocks 5A to 5L of Embassy Tech Village” provided in note (d) to the Annexure I, we have traced the book values of line items “Book value of Commercial Buildings pertaining to Blocks 5A to 5L of Embassy Tech Village” and “Secured land” to from the books of accounts and other relevant records and documents maintained by the Company underlying the audited financial results and we have not performed any other procedures in relation to such calculation.



- ii. Management has represented to us that the amount required to be mentioned in Column F of the Annexure I in line-item Property, Plant and Equipment is the carrying amount of Property, Plant and Equipment and Investment Property items (provided as security) as per the books of account maintained by the Company as at March 31, 2024 and we understand from management that the said amount is accordingly mentioned by the management in the said line item. We have relied on such management representation in this regard.
- iii. Annexure I has been prepared by the management and we have not performed any procedures in relation to the said Annexure I other than as mentioned in (1) and (2) above.
- f) Basis management enquiry and representation as detailed in note 2(i) of the Statement, the Company is in compliance with financial covenants as per Schedule 5 para 2.22(a) of the Trust Deed.
- g) Examined and verified the arithmetical accuracy of the computation of Security Cover and book value in the accompanying Statement.
- h) With respect to covenants other than financial covenants, the management has represented and confirmed that the Company has complied with all the other covenants including affirmative, informative and negative covenants, as prescribed in the Trust Deed. We have relied on the same and not performed any independent procedure in this regard.
- i) Performed necessary inquiries with the Management and obtained necessary representations.

Conclusion

11. Based on the procedures performed by us, as referred to in paragraph 10 above and according to the information and explanations received and management representations obtained, nothing has come to our attention that causes us to believe that the:
- a) Company has not maintained hundred percent security cover or higher security cover as per the terms of the Trust deed;
 - b) Company is not in compliance with all the covenants (including financial covenants) as mentioned in the Trust deed; and
 - c) Book values of assets as mentioned in Column 'F' of Annexure I to the Statement are not in agreement with the books of account underlying the audited financial results of the Company as at March 31, 2024.



Restriction on Use

12. 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 Trustee 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 S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004


per Adarsh Ranka

Partner

Membership Number: 209567



UDIN: 24209567BKCZQG8791

Place of Signature: Bengaluru

Date: April 23, 2024

Vikas Telecom Private Limited (VTPL)

Statement showing 'Security Cover as per the terms of Debenture Trust Deed, Compliance with Covenants and book value of assets'

This statement contains details of maintenance of security cover, including compliance with all the covenants and book value of assets as at and for the half-year ended March 31, 2024 ("The Statement") in respect of Listed, Secured, Redeemable Green Debt Securities in the form of Non-Convertible Debentures ('NCDs') issued by VTPL with particular reference to Regulation 56(1)(d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter 'SEBI Regulations') and SEBI Circular dated May 19, 2022 (hereinafter the 'SEBI Circular'), read with the Debenture Trust Deed ("DTD") dated August 29, 2022 entered between the VTPL and Catalyst Trusteeship Limited in relation to 4,950 Listed, Rated, Secured, Redeemable, Transferable, Rupee, Green Debt Securities in form of Non-Convertible Debenture (VTPL Series I NCD) having face value of Rs.1 million each amounting to Rs.4,950.00 million.

1) Maintenance of security cover

(i) Security cover calculation in relation to VTPL Series I NCDs

The requirement to maintain security cover is specified in para 2.22 of Schedule 5 of DTD dated August 29, 2022, which requires maintenance of Security cover of more than or equal to 1.85 times derived as under-

$$\begin{aligned} \text{Security cover} &= \frac{\text{the value of the Mortgaged Property as determined by a valuer in accordance with the REIT Regulations and this Deed. For avoidance of doubt, it is hereby clarified that the aggregate value derived from the common area maintenance business provided to the occupiers of Mortgaged Property as determined by a valuer in accordance with the REIT Regulations will be included for the purposes of calculation of 'Security Cover';}}{\text{sum of the total outstanding Nominal Value of the Debentures and accrued but unpaid Coupon and the outstanding principal and accrued and unpaid interest amount under any other Financial Indebtedness of the Issuer, which is secured by Security on the Mortgaged Property, on such Financial Covenant Testing Date.}} \\ \text{Security cover} &= \frac{(A)}{(B)} \quad 2.10 \end{aligned}$$

Value of the Mortgage Properties as determined by L. Anuradha (using professional qualifications and recent experience in the location and category of the properties being valued in conjunction with value assessment services undertaken by Cushman & Wakefield) in accordance with the REIT Regulations as at March 31, 2024 is as under:

Amounts in Rs. million	
Particulars	Amount
Mortgage Properties (Commercial buildings of Blocks 5A to 5L of Embassy Tech Village)	34,558.89
Value of the Mortgage Properties (A)	34,558.89

Total outstanding nominal value of the Debentures and accrued but unpaid Coupon as at March 31, 2024 is as under:

Amounts in Rs. million	
Particulars	Amount
Total outstanding Nominal Value of the Debentures and accrued but unpaid Coupon (I)	4,945.10
The outstanding principal and accrued and unpaid interest amount under any other Financial Indebtedness of the Issuer, which is secured by Security on the Mortgaged Property (II)	11,533.88
Total outstanding Nominal Value of the Debentures and accrued but unpaid Coupon and the outstanding principal and accrued and unpaid interest amount under any other Financial Indebtedness of the Issuer, which is secured by Security on the Mortgaged Property (B)= (I+II)	16,478.98

Security Cover as at **March 31, 2024** as calculated above is **2.10 times** which is more than 1.85 times as specified in para 2.22 (a) (iii) of Schedule 5 of DTD dated August 29, 2022.



Vikas Telecom Private Limited (VTPL)

Statement showing 'Security Cover as per the terms of Debenture Trust Deed, Compliance with Covenants and book value of assets'

2) Compliance with all the Covenants

(i) Compliance with other Financial Covenants

As regards other financial covenants as mentioned in the DTD dated August 29, 2022, the Company is compliant with all the financial covenants. Since the said financial covenants constitutes unpublished price sensitive information of Embassy Office Parks REIT Group ('REIT Group') under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code on unpublished price sensitive information and dealing in securities of REIT Group, hence, the same would be filed, post announcement of financial results of REIT Group, to the stock exchanges.

(ii) Compliance with all covenants other than financial covenants

VTPL has complied with all other covenants as prescribed in the DTD dated August 29, 2022.

3) Maintenance of security cover as per SEBI Circular dated May 19, 2022

The calculation of security cover as specified in SEBI Circular dated May 19, 2022 is enclosed as Annexure I to this statement.

We confirm that the aforesaid information is true and correct.

For Vikas Telecom Private Limited


(Rahul Parikh)
Authorised Signatory



Place: Bengaluru
Date: April 23, 2024

Annexure I- Computation of Security Cover pursuant to SEBI Circular dated May 19, 2022

Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H	Column I	Column J	Column K	Column L	Column M	Column N	Column O
Particulars	Description of asset for which this certificate relate	Exclusive Charge	Exclusive Charge	Pari- Passu Charge	Pari- Passu Charge	Pari- Passu Charge	Assets not offered as Security	Eliminati on (amount in negative)	(Total C to H)	Related to only those items covered by this certificate				
		Debt for which this certificate being issued	Other Secured Debt	Debt for which this certificate being issued	Assets shared by pari passu debt holder (includes debt for which this certificate is issued & other debt with pari-passu charge)	Other assets on which there is pari- Passu charge (excluding items covered in column F)	debt amount considered more than once (due to exclusive plus pari passu charge)	Market Value for Assets charged on Exclusive basis	Carrying /book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not applicable)	Market Value for Pari passu charge Assets viii	Carrying value/book value for pari passu charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not applicable)	Total Value(=K+L+M+N)		
		Book Value	Book Value	Yes/ No	Book Value	Book Value								
ASSETS														
Property, Plant and Equipment (including Investment Property)	Commercial buildings of Blocks 5A to 5L of Embassy Tech Village	-	-	Yes	10,821.14		12,197.64		23,018.79		-	34,558.89	-	34,558.89
Capital Work-in- Progress (including Investment Property under development)							8,206.10		8,206.10					
Right of Use Assets							-		-					
Goodwill							-		-					
Intangible Assets							1,533.33		1,533.33					
Intangible Assets under Development							-		-					
Investments							-		-					
Loans							-		-					
Inventories							-		-					
Trade Receivables							31.47		31.47					
Cash and Cash Equivalents							0.06		0.06					
Bank Balances other than Cash and Cash Equivalents							-		-					
Others							2,511.48		2,511.46					
Total					10,821.14		24,480.08		35,301.21					
LIABILITIES														
Debt securities to which this certificate pertains	VTPL Series I Non Convertible Debentures				4,945.10		-		4,945.10					
Other debt sharing pari-passu charge with above debt					11,533.88		-		11,533.88					
Other Debt			3,808.33						3,808.33					
Subordinated debt							12,198.94		12,198.94					
Borrowings		not to be filled					-		-					
Bank							-		-					
Debt Securities							-		-					
Others							-		-					
Trade payables							54.01		54.01					
Lease Liabilities							-		-					
Provisions							-		-					
Others							2,760.96		2,760.96					
Total			3,808.33		16,478.98		15,013.92		35,301.21					
Cover on Book Value					0.66									
Cover on Market Value														2.10
		Exclusive Security Cover Ratio			Pari-Passu Security Cover Ratio									

Notes:

- a. Amounts shown in line item Property, Plant and Equipment in the above table include amounts pertaining to Investment Property
- b. Amounts shown in line item Capital Work-in- Progress in the above table include amounts pertaining to Investment Property Under Development.
- c. Amount shown in Column F of the above table in line item Property, Plant and Equipment represents the carrying amount of Property, Plant and Equipment and Investment Property items (provided as security) as per the books of account maintained by the company (that own such assets) as at March 31, 2024.
- d. Amount shown in column F for line item "Commercial land & buildings of Block 5A to 5L of Embassy Tech Village" under the heading Property, Plant and Equipment is calculated as below:

Particulars	Amount
Book value of pertaining to Commercial buildings of Blocks 5A to 5L of Embassy Tech Village	10,642.61
Book value of land pertaining to Commercial buildings in project Embassy Tech Village owned by VTPL ("hereinafter referred to as secured land")	559.18
Less: Book value of land (other than Block 5A to 5L of Embassy Tech Village)	(380.65)
Amount shown in Column F for line-"Commercial buildings of Blocks 5A to 5L of Embassy Tech Village" in above table.	10,821.14

