

No. CTL/DEB/20-21/Noting Certificate/1308

July 30, 2020

To Whomsoever It May Concern,

CERTIFICATE FOR RECEIPT AND NOTING OF INFORMATION

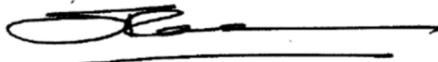
[Pursuant to Regulation 52(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We, Catalyst Trusteeship Limited (“**Debenture Trustee**”) hereby confirm that we have received and noted the information, as specified under regulation 52(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“**Regulations**”), provided to us by **Embassy Property Developments Private Limited** (“**the Company**”) for the Half year ended March 31, 2020.

This Certificate is being issued pursuant to the requirements of regulation 52(5) of the aforesaid Regulations, for onward submission to Stock Exchange(s) by the Company.

For Catalyst Trusteeship Limited

For CATALYST TRUSTEESHIP LIMITED


Authorised Signatory

Authorised Signatory

Encl: Results submitted by Company



30.07.2020

To
Catalyst Trusteeship Limited
Windsor, 6th floor, Office No.604, C.S.T Road,
Kalina, Santacruz (East), Mumbai - 400098

Dear Sir,

Sub: Request to issue certificate of noting of regulation 52(4) SEBI (LODR) Regulations, 2015 for the half year and year ended 31.03.2020 .

With reference to the above mentioned subject, please issue certificate of noting required under 52(5) SEBI (LODR) Regulations, 2015, and please find below details required section 52(4):

- a) credit rating and change in credit rating (if any); **BBB-**
- b) asset cover available, in case of non-convertible debt securities; **as per the CA Certificate it is 2.34**
- c) debt-equity ratio; **15.00**
- d) previous due date for the payment of interest/ dividend for non-convertible redeemable preference shares/ repayment of principal of non-convertible preference shares /non convertible debt securities and whether the same has been paid or not; and, - **June 2, 2020**
- e) next due date for the payment of interest/ dividend of non-convertible preference shares /principal along with the amount of interest/ dividend of non-convertible preference shares payable and the redemption amount; **September 2, 2020**
- f) debt service coverage ratio; **0.28**
- g) interest service coverage ratio; **0.76**
- h) outstanding redeemable preference shares (quantity and value); **Not applicable as there are no redeemable preference shares**
- i) capital redemption reserve/debenture redemption reserve; ; **not applicable as Company is not having any profits to create reserve**
- j) net worth; **Rs.57,184.10 lacs**
- k) net profit after tax; **loss of Rs.30,051.60 lacs**
- l) earnings per share: **-Rs.3.08**

Embassy Property Developments Pvt. Ltd.

Embassy GolfLinks Business Park, Royal Oaks, Off Intermediate Ring Road, Bangalore - 560 071, India.
www.embassyindia.com | CIN: U85110KA1996PTCO20897

Registered Office: Embassy Point, 1st Floor, 150, Infantry Road, Bangalore - 560 001, India.

T: +91 80 4179 9999 F: +91 80 2228 6912

Secretarialteam@embassyindia.com

EMBASSY CORPORATE



Please consider above and issue certificate

For EMBASSY PROPERTY DEVELOPMENTS PRIVATE LIMITED

G.BHARGAVI REDDY
COMPANY SECRETARY
ACS: 17036

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Embassy Property Developments Private Limited
Registered office: No 150, Embassy Point, 1st floor, Infantry road, Bangalore 560001
Statement of unaudited results for the half year and year ended March 31, 2020

(Rs in lakhs, except as otherwise stated)

Sl No.	Particulars	Six months ended March 31, 2020	Six months ended March 31, 2019	Year ended March 31, 2020	Year ended March 31, 2019
		Unaudited	Unaudited	Unaudited	Audited
1	a. Net sales / income from operations	28,738.90	15,699.80	70,409.80	59,305.60
	b. Other operating income	80,346.80	14,987.90	1,19,487.90	37,191.00
	Total income from operations	1,09,085.70	30,687.70	1,89,897.70	96,496.60
2	Expenditure				
	a. Land, material and contract cost	19,995.40	13,218.70	56,799.10	13,218.70
	b. Employees cost	5,339.20	6,216.40	9,853.90	9,525.60
	c. Finance cost	66,678.70	44,804.60	1,23,252.50	86,958.90
	d. Depreciation	1,852.50	912.80	2,667.10	1,712.40
	e. Other expenditure	20,734.30	21,972.70	27,376.70	40,403.80
	Total	1,14,600.10	87,125.20	2,19,949.30	1,51,819.40
3	Profit / (loss) from operations before other income, finance cost and exceptional items (1-2)	(5,514.40)	(56,437.50)	(30,051.60)	(55,322.80)
4	Exceptional items	-	-	-	-
5	Profit / (loss) from ordinary activities before tax (3-4)	(5,514.40)	(56,437.50)	(30,051.60)	(55,322.80)
6	Tax expense				
	- Current tax	-	-	-	-
	- Deferred tax	-	(10,680.90)	-	(10,457.60)
7	Net profit / (loss) from ordinary activities after tax (5-6)	(5,514.40)	(45,756.60)	(30,051.60)	(44,865.20)
8	Extraordinary items (net of tax expense)	-	-	-	-
9	Net profit / (loss) for the period / year (7-8)	(5,514.40)	(45,756.60)	(30,051.60)	(44,865.20)
10	Other comprehensive income				
	Re-measurement gain on defined benefit plans	(236.40)	(63.60)	(236.40)	(63.60)
	Fair value of investments in equity instruments	(10,533.40)	(920.00)	(11,548.40)	(2,290.00)
	Deferred tax on fair value of investments in equity	-	300.10	-	300.10
	Other comprehensive income	(10,769.80)	(683.50)	(11,784.80)	(2,053.50)
11	Total comprehensive income for the period / year (9+10)	(16,284.20)	(46,440.10)	(41,836.40)	(46,918.70)
12	Paid-up equity share capital (Face value Rs 10 each)	97,497.90	97,497.90	97,497.90	97,497.90
13	Paid-up debt capital (Refer note 9)	62,137.10	22,137.10	62,137.10	22,137.10
14	Reserves excluding revaluation reserves as per balance sheet of previous accounting year	(40,313.80)	1,119.80	(40,313.80)	1,119.80
15	Debenture redemption reserve (Refer note 10)	-	-	-	-
16	Earnings / (loss) per share (EPS)				
	- basic and diluted (Rs)	(0.57)	(4.69)	(3.08)	(4.60)
17	Debt equity ratio	15.00	7.79	15.00	7.79
18	Debt service coverage ratio	0.31	(0.18)	0.28	0.10
19	Interest service coverage ratio	0.92	(0.26)	0.76	0.36

Embassy Property Developments Private Limited
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Statement of unaudited results for the half year and year ended March 31, 2020

Notes to the financial results:

- 1 The above results have been reviewed and approved by the Board of Directors at their meeting held on July 29, 2020. The statutory auditors have conducted a limited review of the financial results for the half year and year ended March 31, 2020 and have issued a qualified review report.
- 2 The standalone financial results have been prepared in accordance with the principles and procedures of Indian Accounting Standards ("Ind AS") as notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended as specified in Section 133 of the Companies Act, 2013.
- 3 The Company has adopted Ind AS from April 1, 2016 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.
- 4 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
- 5 During the previous year ended March 31, 2019, the Company vide Board meeting held on February 19, 2019 had approved a scheme of arrangement subject to sanction by National Company Law Tribunal and subject to further modifications / conditions as imposed by respective regulatory authorities and subject to further approval of shareholders and creditors of the company to amalgamate Embassy Inn Private Limited. As per the scheme document, on the scheme being sanctioned Embassy Inn Private Limited will be amalgamated with the Company.
- 6 Effective April 1, 2019, the Company adopted IND AS 116 "Leases" and applied to all lease contracts existing on April 1, 2019 using modified retrospective approach.
- 7 The Company has given a loan of Rs. 1,020.50 lakhs as at March 31, 2020 to Embassy Projects Private Limited, a wholly owned subsidiary of the Company. The loan has been provided by the Company to fund the operations of the subsidiary company as it has been incurring losses from its operations. Considering the uncertainty around recovery of the aforementioned loan, the Company has created a provision for the above loan.
- 8 Paid-up debt capital consists of 2,036 12.087 % Listed, Non-convertible, redeemable debentures of Rs 1,000,000 each; 98,400 12% Listed Non-convertible, redeemable debentures of Rs 1,806.00 each; 4,000 18% Unlisted, Non-convertible, redeemable debentures.
- 9 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 25% of the value of redeemable debentures out of profits of the Company. However, during the half year ended March 31, 2020, the Company has not earned profits and hence there has been no transfer to debenture redemption reserve.

10 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 March 31, 2020 in respect of Non Convertible Debentures (NCDs) :-

	As at March 31, 2020
Debt- equity ratio	15.00
Debt service coverage ratio	0.28
Interest service coverage ratio	0.76
Outstanding redeemable preference shares	NA
Debenture redemption reserve	NA
Net worth (Rs. in lakhs)	57,184.10
Net profit after tax (Rs. in lakhs)	(30,051.60)
Earnings per share (Basic and diluted) (Rs.)	(3.08)

The credit rating of the listed NCDs is BBB-. The listed NCDs are secured and asset cover is more than hundred percent of principal outstanding. NCDs are secured by way of first charge on shares of a joint venture company.

Embassy Property Developments Private Limited

Registered office: No 150, Embassy Point, 1st floor, Infantry road, Bangalore 560001

Statement of unaudited results for the half year and year ended March 31, 2020

- 11 During the year ended March 31, 2020, the Company has invested Rs. 9,525.50 million in an entity which is listed in the recognised stock exchange in India. As at March 31, 2020, the investment has been classified as Fair value of investments in equity instruments through Other Comprehensive Income. The Company has fair valued the investment using a Level 3 – “Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable. However, in case the investment had been fair valued as per the principles of level 1 of fair valuation standard the mark to market loss charged to other comprehensive income would have been higher by Rs.5,946.73 million and the shareholder's funds would have been lower to this extent.
- 12 Previous year figures have been regrouped/restated as per the audited financials statements for the year ended March 31, 2019.

for and on behalf of the Committee of the Board of Directors of
Embassy Property Developments Private Limited

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CHORARIA

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Date: 2020.07.29
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Narpat Singh Choraria

Director

DIN - 00027580

Place: Bengaluru

Date: July 29, 2020



HRA & CO.,
Chartered Accountants

522/C, 2nd Floor, 1st D Cross,
15th Main Road, 3rd Stage,
4th Block, Basaveshwaranagar,
Bangalore-560079

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Review report to the Board of Directors of Embassy Property Developments Private Limited

1. Introduction

We have reviewed the accompanying statement of unaudited standalone Ind AS financial results ('the statement') of Embassy Property Developments Private Limited ('the Company') for the half year ended March 31, 2020. This statement is the responsibility of the Company's Management and has been approved by the Committee of Board of Directors in their meeting held on July 29, 2020. Our responsibility is to issue a report on the statement based on our review.

2. Scope of Review

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2400-Engagements to Review Financial Statements, issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedure applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

3. Basis of Qualified Opinion

As stated in note 11 of the statement, during the year, the Company's has invested INR 9,525.50 million in an entity which is listed in the recognised stock exchange in India. As at March 31, 2020, the management of the Company has not measured the said financial instrument as per the fair value hierarchy defined in Ind AS 113, i.e. Level 1 - "Quoted (unadjusted) market prices in active markets for identical assets or liabilities" but has measured them at Level 3 - "Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable", which constitutes a departure from the Accounting Standards prescribed under section 133 of the Companies Act, 2013. The Company's records indicate that, had the Company stated the financial instrument at Level 1, as described above, an amount of INR 5,946.73 million would have been further required to write down the financial instrument. Accordingly, the fair value of investment in equity instrument under other comprehensive income would have been decreased by INR 5,946.73 million, and shareholders' funds would have been reduced by INR 5,946.73 million, respectively.



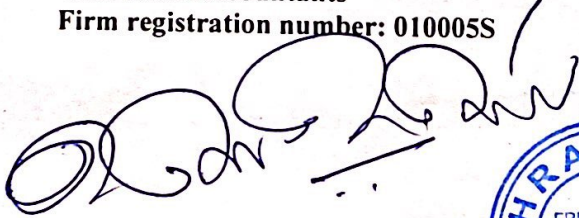
4. Conclusion

Based on our review conducted as above, except for the matter described in the Basis of Qualified Opinion, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited half yearly results, prepared in accordance with applicable principles and procedures of Indian Accounting Standards ("Ind AS") as notified under the Companies (Indian Accounting Standards) Rules, 2015 as specified in Section 133 of the Companies Act, 2013 has not disclosed the information required to be disclosed in terms of Clause 29 of the Listing Agreement for debt securities including the manner in which it is to be disclosed, or that it contains any material misstatement.

for HRA & Co

Chartered Accountants

Firm registration number: 010005S



Ravindranath N

Partner

Membership number: 209961

UDIN : 20209961AAAKX1207



Place: Bengaluru

Date: July 29, 2020