Date: $09^{\text {th }}$ February, 2023

To,
The Manager - Listing Department

## BSE Limited

$1^{\text {st }}$ Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort,
Mumbai - 400001

| ISIN | INE065I07023 |
| :--- | :--- |
| Scrip Code | 973382 |
| Scrip ID | 7330 OICPL26 |

Dear Sir/Madam,

Subject: Security Cover details with respect to the listed Non-Convertible Debt Securities issued by M/s. One International Center Private Limited (Formerly known as Indiabulls Real Estate Company Private Limited) ("the Company") as per Regulation 54 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 54 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Non-Convertible Debt Securities issued by the Company are fully secured and the Security Cover is more than $100 \%$. Further, note that the Non-Convertible Debentures are secured by way of pari passu charge on the mortgaged properties as evidenced by mortgage documents of the Company.

Please find enclosed herewith the Security Cover Certificate.

This is for your information and records.

Thanking You,

For One International Center Private Limited (Formerly known as Indiabulls Real Estate Company Private Limited)

```
RITU YATENDER Digitally signed by 
VERMA Date: 2023.02.09
```

Ritu Yatender Verma
Company Secretary and Compliance Officer

Place: Mumbai

## Walker Chandiok \&Co LLP

Walker Chandiok \& Co LLP<br>$21^{\text {st }}$ Floor, DLF Square<br>Jacaranda Marg, DLF Phase II<br>Gurugram - 122002<br>India<br>T +91 1244628099<br>F +91 1244628001

Independent Auditor's Certificate on the book value of assets offered as security against listed debt securities pursuant to Regulation 15(1)(t)(i)(a) of SEBI (Debenture Trustees) Regulations, 1993 (as amended) read with Clause 3.1(a) of SEBI circular dated 19 May 2022

## To,

The Board of Directors,
One International Center Private Limited, Plot no. 448-451, Udyog Vihar, Phase-V, Gurugram,
Haryana - 122016.

1. This certificate is issued in accordance with the terms of our engagement letter dated 3 February 2023 with One International Center Private Limited ('the Company').
2. The accompanying statement containing details of book values of the assets offered as security against listed secured non-convertible bonds ('NCBs') of the Company outstanding as at 31 December 2022 ('the Statement') has been prepared by the Company's management for the purpose of submission of the Statement along with this certificate to the Trustee of NCBs ('the Trustee'), pursuant to the requirements of Regulation 15(1)(t)(i)(a) of SEBI (Debenture Trustees) Regulations, 1993 (as amended) read with Clause $3.1(\mathrm{a})$ of Securities Exchange Board of India ('SEBI') circular SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated 19 May 2022 (collectively referred to as 'the Regulations'). We have initialled 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 the compliance with the requirements of the information memorandum and/or bonds trust deed and the Regulations for the purpose of furnishing this Statement and for providing all relevant information to the Trustee.

## Auditor's Responsibility

5. Pursuant to requirements of the Regulations, it is our responsibility to provide limited assurance in the form of a conclusion as to whether anything has come to our attention that causes us to believe that the details included in the accompanying Statement regarding book value of assets offered as security against listed secured NCBs of the Company outstanding as at 31 December 2022 are, in all material respects, not in agreement with the unaudited financial results, underlying books of account and other
[^0]
## Walker Chandiok \& Co LLP

Independent Auditor's Certificate on the book value of assets offered as security against listed debt securities pursuant to Regulation 15(1)(t)(i)(a) of SEBI (Debenture Trustees) Regulations, 1993 (as amended) read with Clause 3.1(a) of SEBI circular dated 19 May 2022 (cont'd)

December 2022, which have been subjected to limited review pursuant to the Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR').
6. The unaudited financial results, referred to in paragraph 5 above, have been reviewed by us, on which we have expressed an unmodified conclusion vide our review report dated 9 February 2023. Our review of 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. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) ('the Guidance Note') issued by the 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, issued by the ICAI.
9. The procedures performed in a limited assurance engagement 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 to the accompanying Statement:
a. Obtained the list and value of assets offered as security against listed NCBs of the Company outstanding as at 31 December 2022;
b. Traced the book values of assets from the Statement to the unaudited financial results, underlying books of account and other relevant records and documents maintained by the Company for the nine months period ended 31 December 2022 which have been subject to limited review as mentioned in paragraph 6 above;
c. Traced the principal amount of the NCBs and other debt outstanding as at 31 December 2022 to the unaudited financial results, underlying books of account and other relevant records and documents maintained by the Company for the nine months period ended 31 December 2022;
d. Verified that the computation of security 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 unaudited financial results, underlying books of accounts and other relevant records and documents maintained by the Company;
e. Obtained the list of security created against the listed NCBs in the register of charges maintained by the Company and 'Form No.CHG-9' filed with Ministry of Corporate Affairs ('MCA') and traced the details of charge created against assets of the Company to the details included in the accompanying Statement;
f. Verified the arithmetical accuracy of the Statement; and
g. Obtained necessary representations from the management.

## Walker Chandiok \& Co LLP

Independent Auditor's Certificate on the book value of assets offered as security against listed debt securities pursuant to Regulation 15(1)(t)(i)(a) of SEBI (Debenture Trustees) Regulations,1993 (as amended) read with Clause 3.1(a) of SEBI circular dated 19 May 2022 (cont'd)

## Conclusion

10. Based on our examination and the procedures performed above, evidence obtained, and the information and explanations given to us, along with the representations provided by the management, nothing has come to our attention that cause us to believe that the details included in the accompanying Statement regarding book value of assets offered as security against listed NCBs outstanding as at 31 December 2022 are, in all material respects, not in agreement with the unaudited financial results, its underlying books of accounts and other relevant records and documents maintained by the Company for the nine months period ended 31 December 2022, which have been subjected to limited review pursuant to the Regulation 52 of the SEBI LODR.

## 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 Regulations. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have (or have had) as the 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 Regulations, which inter alia, require it to submit this certificate along with the accompanying Statement to the Trustee of the Company, and therefore, this certificate 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 person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

## For Walker Chandiok \& Co LLP

Chartered Accountants
Firm's Regjstyation No.: 001076N/N500013


Manish Agrawal
Partner
Membership No: 507000
UDIN: 23507000BGYEQA4439
Place: New Delhi
Date: 9 February 2023
One International Center Private Limited

 1. The Statement has been prepared based on the basis of unaudited financin results of One International Center Priate
measurement principles haid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under Section 133 of the Companies Act, 2013 ('the Act'). 2. Security cover ratio has been calculated based on financial information extracted from the unaudited financial results of One International


The exclusive charge security cover is $317 \%$.
5. The statutory auditors have only issued cerrificate on security cover based on book value of assets.
Authurised Sitnatury One InterrationalCenter Private Linhech Centor


## Walker Chandiok \&Co LLP

Walker Chandiok \& Co LLP
$21^{\text {st }}$ Floor, DLF Square
Jacaranda Marg, DLF Phase II
Gurugram - 122002
India
T +91 1244628099
F +91 1244628001

Independent Auditor's Certificate on Statement containing details of listed secured non-convertible bonds outstanding as at 31 December 2022 along with security cover maintained and other details pertaining to such non-convertible bonds

To,
The Board of Directors,
One International Center Private Limited,
Plot no. 448-451, Udyog Vihar, Phase-V, Gurugram,
Haryana - 122016.

1. This certificate is issued in accordance with the terms of our engagement letter dated 3 February 2023 with One International Center Private Limited. ('the Company').
2. The accompanying statement contains details of listed secured non-convertible bonds ('NCBs') of the Company outstanding as at 31 December 2022 along with security cover maintained and other details pertaining to such NCBs (Section I), and the Company's compliance with the financial and other covenants as per the terms of information memorandum and/or bonds trust deed (Sections II and III) (collectively referred to as 'the Statement') has been prepared by the Company's management for submission of the Statement along with this certificate to the Trustee of NCBs ('the Trustee') of the Company, in accordance with the request received by the Company vide email dated 24 January 2023 ("Trustee Communication"). We have initialled 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 the compliance with the requirements of the information memorandum and/or bonds trust deed and Trustee Communication for the purpose of furnishing this Statement and for providing all relevant information to the Trustee.


## Walker Chandiok \& Co LLP

Independent Auditor's Certificate on Statement containing details of listed secured non-convertible bonds outstanding as at 31 December 2022 along with security cover maintained and other details pertaining to such non-convertible bonds (cont'd)

## Auditor's Responsibility

5. Pursuant to requirements as referred to in paragraph 2 above, it is our responsibility to provide limited assurance in the form of a conclusion as to whether anything has come to our attention that causes us to believe that the:
a) Details included in Section I and Section II of the accompanying Statement regarding ISIN, issue size, security cover, debt equity ratio, value of book debt/receivables, debt service coverage ratio, interest service coverage ratio, net worth of the Company, net loss after tax and earnings per share as at and for the nine months period ended 31 December 2022 and compliance with financial covenants as stated in Information memorandum and/or bonds trust deed of listed NCBs of the Company outstanding as at 31 December 2022 are, in all material respects, not in agreement with the unaudited financial results of the Company, underlying books of account and other relevant records and documents maintained by the Company for the nine months period ended 31 December 2022, or that the calculation thereof is arithmetically inaccurate; and
b) Declaration given by the management as included in Section III of the accompanying Statement regarding compliance with the operational covenants as stated in Information memorandum and/or bonds trust deed of the listed NCBs of the Company outstanding as at 31 December 2022, is in all material respects, not fairly stated.
6. The unaudited financial results, referred to in paragraph 5(a) above, have been reviewed by us, on which we have expressed an unmodified conclusion vide our review report dated 9 February 2023. Our review of 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. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) ('the Guidance Note') issued by the 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, issued by the ICAI.
9. The procedures performed in a limited assurance engagement 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 to Section I, Section II and Section III of the accompanying Statement:
a. Verified the details of ISIN, issue size, security cover details, purpose of utilization of Proceeds and financial and other covenants criteria for the listed NCBs from the Information memorandum and/or bonds trust deed;
b. Verified/traced the debt equity ratio, value of book debt/receivables, debt service coverage ratio interest service coverage ratio, net worth of the Company, net loss after tax and earning as at and for the nine months period ended 31 December 2022 to the unaudited financ

## Walker Chandiok \& Co LLP

Independent Auditor's Certificate on Statement containing details of listed secured non-convertible bonds outstanding as at 31 December 2022 along with security cover maintained and other details pertaining to such non-convertible bonds (cont'd)
underlying books of account and other relevant records and documents maintained by the Company for the nine months period ended 31 December 2022;
c. Verified that the computation of security 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 unaudited financial results, underlying books of accounts and other relevant records and documents maintained by the Company;
d. Verified the security cover as per the terms of Information memorandum and/or bonds trust deed;
e. Verified, on a test check basis, financial and other covenants as stated in information memorandum and/or bonds trust deed from unaudited financial results, underlying books of accounts and other relevant records and documents maintained by the Company;
f. Verified the arithmetical accuracy of the Statement;
g. Obtained necessary representations from the management; and
h. Based on the procedure performed in (a), (b), (e) and (g) above, evaluated the appropriateness of the declaration made by the management in Section III of the Statement.

## Conclusion

10. Based on our examination and the procedures performed above, evidence obtained, and the information and explanations given to us, along with the representations provided by the management, nothing has come to our attention that cause us to believe that the:
a) details included in Section I and Section II of the accompanying Statement regarding ISIN, issue size, security cover, debt equity ratio, value of book debt/receivables, debt service coverage ratio, interest service coverage ratio, net worth of the Company, net loss after tax and earnings per share as at and for the nine months period ended 31 December 2022 and compliance with financial covenants as stated in Information memorandum and/or bonds trust deed of listed NCBs of the Company outstanding as at 31 December 2022 are, in all material respects, not in agreement with the unaudited financial results, its underlying books of accounts and other relevant records and documents maintained by the Company for the nine months period ended 31 December 2022, or the calculation thereof is arithmetically inaccurate; and
b) declaration given by the management as included in Section III of the accompanying Statement regarding compliance with the operational covenants as stated in Information memorandum and/or bonds trust deed of the listed NCBs of the Company outstanding as at 31 December 2022, is, in all material respects, not fairly stated.

## 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 Trustee Communication. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have (or have had) as the 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.


## Walker Chandiok \& Co LLP

Independent Auditor's Certificate on Statement containing details of listed secured non-convertible bonds outstanding as at 31 December 2022 along with security cover maintained and other details pertaining to such non-convertible bonds (cont'd)
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 Trustee Communication, which inter alia, require it to submit this certificate along with the accompanying Statement to the Debenture Trustee of the Company, and therefore, this certificate 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 person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For Walker Chandiok \& Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013


## Manish Agrawal

Partner
Membership No: 507000
UDIN: 23507000BGYEQB5455

Place: New Delhi


Date: 9 February 2023
SヨSOdynd
NOIVVOIIINNJal
yOG OヨNOIS 0 屋


|  |  |  |  |  |  |  | 4 LI |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| S8TETLL |  | ヶ＇¢¢8＇z |  | － |  | 2788¢ 0 | 00\％ $\mathrm{L}^{\prime}$＇t |  | （I）espriqutimo |
| ste | ． | NTi |  |  | n |  | ． |  |  |
|  |  | ¢t 6 Frit |  |  | ＂ | － | ． |  | тगup／ |
| HYSt |  | Hxcs |  |  | M | ． | ． | 9queird opmil | cquered |
| 2011\％ |  | 19¢TM |  |  | ＂ | 21．88C＂Ic | arotic | simmonas | stuysi |
|  |  |  |  |  |  |  |  |  | sวupuquril |
| 88zos＇Lz |  | Or $\angle z$ čz |  |  |  |  |  |  |  |
|  |  |  |  |  |  | O¢Tร | $\angle \& も z 6^{\circ}+1$ |  | （1）sasser［ma |
| 1ftrilict |  | ＋ザイパ |  |  | $\cdots$ |  |  |  | （1）${ }^{\text {¢ }}$ |
| St 1 |  |  | ． |  | 9 | 51 | ． |  |  |
| 8＋16 |  | st－1／ |  |  | ＂N |  |  |  |  |
| Lr 2 LT |  |  |  |  | － | Lいで， | ． |  |  |
| 1209s\％ |  | （rivint |  |  | ＂N |  | ． | spury frunue in suruasow｜ |  |
| （12 く） |  |  |  |  | ON | \％でS゙っ | ぐただけ |  |  |
| リ1ヶ\％ |  | ＂1F\％ |  |  | $\bigcirc$ | － | － |  |  |
|  |  |  |  |  |  |  |  |  | ${ }_{\text {spass }}$ |
|  |  |  |  |  | ${ }^{0} \mathrm{~N} / \mathrm{sen}^{2}$ |  | गnten ${ }^{\text {Poog }}$ |  |  |
|  | nssed uned snjd oursnjoxa <br>  p pesoptsuos iunotur $1 q$ рp | $\underset{\substack{\text { iunasas } \\ \text { se paypo iou slassy }}}{ }$ |  |  |  <br>  |  |  |  |  |
|  |  |  |  | วsırıч nssed－－ $\mathrm{rl}_{\text {d }}$ |  | 2ust | כаияsпpx |  | sremonur ${ }_{\text {d }}$ |
| （ $\quad$ mump | $1{ }^{\text {uxum }}$ | $\mathrm{H}^{\text {uxump }}$ |  | $\square^{\text {u uman }}$ | з $^{\text {uxupo }}$ | a muma ${ }^{\text {a }}$ |  |  | V uumpo |






One International Center Private Limited
Section II - Compliance with Financial Covenants

## 1. LTV (Ratio of debt to the valuation)

| Particulars | (Rs. million) |
| :--- | ---: |
| Total bond obligation: |  |
| Non-convertible bonds | $4,710.00$ |
| Accrued interest on bonds | - |
|  | $4,710.00$ |
| Total valuation of tower 4 (refer note 2) | $20,117.00$ |
| Ratio of debt to the valuation of Tower 4 | $427 \%$ |

2. Use of proceeds from issue of non-convertible bonds as at 31 December 2022

| Particulars • | (Rs. million) |
| :--- | ---: |
| Proceeds from issue of non-convertible bonds | $4,710.00$ |
|  |  |
| Partial repayment of the existing debentures | $3,607.60$ |
| Capital expenditure in respect of Tower 4 | 891.45 |
| Unutilized proceeds as at 31 December 2022 | 210.96 |

## 3. Coupon and principal details (refer note 4)

| Due date for the payment of interest of non convertible bonds (NCBs) as per deed | 30 June 2022 and 30 <br> September 2022 and 31 <br> December 22 |
| :--- | ---: |
| Actual payment date of interest of non convertible bonds (NCBs) | 30 June 2022 and 30 <br> September 2022 and 30 <br> December 22 |
|  |  |

1. The Statement has been prepared based on the basis of unaudited financial results of One International Center Private Limited for the nine months period ended 31 December 2022 prepared in accordance the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under Section 133 of the Companies Act, 2013 ('the Act').
2. Total valuation of Tower 4 has been taken from valuation report dated 12 May 2022 issued by Savills Property Services (India) Private Limited.
3. We confirm that covenants mentioned in paragraph (i), (iii) and (iv) of paragraph 3.2 - Covenants and Undertakings of the bonds trust cum mortgage deed requires compliance on a future date and hence not applicable as on 31 December 2022.
4. No principal amount is due as per bonds trust deed as on 31 December 2022.

For One International Center Private Limited


Authorised Signatory


One International Center Private Limited
Section III - Compliance with the covenants (other than financial covenants)

## Management Declaration

1) We confirm that the Company has complied with all the following covenant's as included in the bond trust deed dated 9 August 2021:
A. Para 2.30 - Other negative covenants.
B. Para 10.2 - Covenants and undertakings.


## SIGNED FOR IDENTIFICATION PURPOSE


[^0]:    HANDIPetevant records and documents maintained by the Company for the nine months period ended 31

