

VR DAKSHIN PRIVATE LIMITED

(Formerly Sugam Vanijya Holdings Private Limited)
Corporate Identity Number: U74899KA1987PTC070519

Date: March 09, 2023

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400-001, Maharashtra.

Sub: Disclosure under regulation 52 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Ref: Security Code: 951654, 958505, 958506
ISIN: INE084S08013, INE084S07015, INE084S07023

Dear Sir,

Pursuant to Regulations 52 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we wish to inform you that the Board of Directors of the Company at its meeting held today i.e. March 09th, 2023, has, inter alia, considered and approved the Unaudited Financial Results for the quarter ended December 31st, 2022.

Accordingly, we are enclosing the followings:

1. A copy of the Financial Results of the Company for the quarter ended December 31st, 2022.
2. Limited review report issued thereon, by Statutory Auditors S.R. Batliboi & Associates, LLP, Chartered Accountant.
3. Disclosures pursuant to Regulation 52(4) of the Listing Regulations.
4. Statement pursuant to Regulation 52(7) of the Listing Regulations.
5. Certificate pursuant to Regulation 56 of the Listing Regulations.

Kindly acknowledge receipt of the same and make these available to the public at large.

Thanking you,

Yours faithfully,
For VR Dakshin Private Limited

For VR DAKSHIN PRIVATE LIMITED.

Rajendra Pai Authorized Signatory
(Chief Financial Officer)



VR Dakshin Private Limited

(formerly known as Sugam Vanija Holdings Private Limited)

Corporate Identity Number (CIN): U74899KA1987PTC070519

Registered Office: VR Bengaluru, No. 11B, Sy No. 40/9, Devasandra Industrial Area, 2nd Stage, KR. Puram Hobli, Bengaluru, Karnataka - 560048

Statement of Unaudited Financial results for the quarter and year to date ended December 31, 2022

a. Statement of financial results

(Rs. in millions)

| | Particulars | Quarter ended December 31, 2022 | Preceding Quarter ended September 30, 2022 | Correspondin g Quarter ended December 31, 2021 | Year to date figures for current period ended December 31, 2022 | Year to date figures for previous period ended December 31, 2021 | Previous year ended March 31, 2022 |
|----|--|---------------------------------------|---|--|---|--|---------------------------------------|
| | | [Unaudited] | [Unaudited] | [Unaudited] | [Unaudited] | [Unaudited] | [Audited] |
| 1 | Income | | | | | | |
| | Revenue from operations | 527.30 | 510.48 | 534.62 | 1,587.25 | 1,118.56 | 1,735.64 |
| | Other income | 21.68 | 7.40 | 11.28 | 41.46 | 40.64 | 60.50 |
| | Total Income | 548.98 | 517.88 | 545.90 | 1,628.71 | 1,159.20 | 1,796.14 |
| 2 | Expenses | | | | | | |
| | Employee benefits expense | 17.98 | 14.49 | 18.99 | 48.96 | 59.25 | 79.65 |
| | Depreciation and amortization expense | 108.06 | 95.84 | 105.20 | 298.92 | 307.71 | 403.58 |
| | Finance costs | 420.92 | 388.88 | 408.22 | 1,193.22 | 1,210.89 | 1,600.06 |
| | Other expenses | 284.60 | 287.09 | 132.66 | 859.65 | 553.08 | 690.28 |
| | Total Expenses | 831.56 | 786.30 | 665.06 | 2,400.75 | 2,130.93 | 2,773.57 |
| 3 | Loss before tax (1-2) | (282.58) | (268.42) | (119.16) | (772.04) | (971.73) | (977.43) |
| 4 | Tax expense | | | | | | |
| | (i) Current tax | - | - | - | - | - | - |
| | (ii) Deferred tax charge/(credit) | 3.39 | 0.54 | (0.80) | 5.15 | (1.50) | (0.23) |
| | Total | 3.39 | 0.54 | (0.80) | 5.15 | (1.50) | (0.23) |
| 5 | Loss for the year/period (3-4) | (285.97) | (268.97) | (118.36) | (777.19) | (970.23) | (977.20) |
| 6 | Other comprehensive income (net of tax expenses) | - | - | - | - | - | 0.54 |
| 7 | Total comprehensive income for the year/period (5+6) | (285.97) | (268.97) | (118.36) | (777.19) | (970.23) | (976.66) |
| 8 | Paid-up equity share capital (Face value per share - Rs. 10) | 0.20 | 0.20 | 0.20 | 0.20 | 0.20 | 0.20 |
| 9 | Reserves and Surplus [included under Other Equity] | (4,275.82) | (3,989.85) | (3,492.19) | (4,275.82) | (3,492.19) | (3,498.63) |
| 10 | Net worth (refer Note 5 below) | (4,275.62) | (3,989.65) | (3,491.99) | (4,275.62) | (3,491.99) | (3,498.43) |
| 11 | Paid-up debt capital (refer note 5) | 13,366.16 | 13,497.71 | 13,774.43 | 13,366.16 | 13,774.43 | 13,657.25 |
| 12 | Earnings Per Share (EPS) - (in Rs.) (not annualised, face value Rs.10) | | | | | | |
| | a) Basic | (13,063) | (12,286) | (5,406) | (35,501) | (44,318) | (44,637) |
| | b) Diluted | (13,063) | (12,286) | (5,406) | (35,501) | (44,318) | (44,637) |
| 13 | Capital Redemption Reserve (CRR) | - | - | - | - | - | - |
| 14 | Debenture redemption reserve (DRR) | - | - | - | - | - | - |
| 15 | Ratios (not annualised) (refer Note 5 below) | | | | | | |
| | a) Debt equity ratio | (3.13) | (3.38) | (3.94) | (3.13) | (3.94) | (3.90) |
| | b) Debt service coverage ratio (DSCR) | 0.53 | 0.52 | 0.57 | 0.25 | 0.16 | 0.31 |
| | c) Interest service coverage ratio (ISCR) | 0.33 | 0.31 | 0.71 | 0.35 | 0.20 | 0.39 |
| | d) CRR/DRR | - | - | - | - | - | - |
| | e) Current ratio | 0.25 | 0.28 | 0.32 | 0.25 | 0.32 | 0.37 |
| | f) Long term debt to working capital | (5.44) | (5.93) | (7.60) | (5.44) | (7.60) | (7.86) |
| | g) Bad debts to account receivable ratio | 0.93 | 0.57 | (0.09) | 1.95 | 0.68 | 0.60 |
| | h) Current liability ratio | 0.17 | 0.16 | 0.14 | 0.17 | 0.14 | 0.15 |
| | i) Total debts to total assets | 0.98 | 0.97 | 0.99 | 0.98 | 0.99 | 0.97 |
| | j) Debtors turnover | 7.98 | 3.38 | 2.81 | 11.90 | 4.71 | 6.81 |
| | k) Inventory turnover | 0.25 | 0.32 | 0.31 | 1.08 | 0.69 | 0.92 |
| | l) Operating margin % | 26.24% | 23.60% | 53.71% | 26.54% | 19.17% | 35.87% |
| | m) Net profit margin % | (54.23%) | (52.69%) | (22.14%) | (48.96%) | (86.74%) | (56.27%) |

VR Dakshin Private Limited
(formerly known as Sugam Vanijya Holdings Private Limited)
Corporate Identity Number (CIN): U74899KA1987PTC070519

Registered Office: VR Bengaluru, No. 11B, Sy No. 40/9, Devasandra Industrial Area, 2nd Stage, KR. Puram Hobli, Bengaluru, Karnataka - 560048

Notes to the financial results for the quarter and year to date ended December 31, 2022

1 VR Dakshin Private Limited (formerly known as Sugam Vanijya Holdings Private Limited) ('the Company') had issued 448 redeemable non-convertible debentures ('NCD') of Rs.10,000,000 each on February 04, 2015, which were listed on BSE Limited ('BSE') on February 04, 2015. Further, the Company had issued 4,725 secured redeemable non-convertible bonds of Rs.1,000,000 each on December 20, 2018, which were listed on BSE Limited ('BSE') on January 09, 2019.

2 The above unaudited financial results of the Company for the quarter and year to date ended December 31, 2022 have been reviewed and taken on record at the meeting of the Board of Directors of the Company held on March 09, 2023. The statutory auditors of the company have carried out limited review of the above unaudited financial results of the Company for the quarter and year to date ended December 31, 2022.

3 The Company is engaged in carrying on the business of real estate development, leasing and hospitality and related services. As such, the Company operates in single business and geographical segment and hence disclosing information as per requirements of Ind AS 108 "Operating Segments" is not required.

4 In March 2014, the Tehsildar of East Taluk, K.R. Puram, Bengaluru, had issued a notice to the Company to stop the construction of the VR Mall, Bengaluru at Dyvasandra Village, Bengaluru East Taluk, citing inaccurate allegations against the Company when the mall was under construction. The Tehsildar was of the contention that the Company had build the compound area in the encroached land ("the disputed land").

The Company filed a writ petition in Honourable High Court of Karnataka ("the High Court") against the said notice issued by the Tehsildar. A stay was granted by the High Court vide its order dated March 15, 2014 and also directed the Government of Karnataka to file its reply. The Government of Karnataka had filed its reply thereon. The High Court of Karnataka in its judgement dated February 16, 2016 had vacated the stay granted earlier and stated that the Government will take into consideration all the documents produced by the Company and would proceed further only after looking at all the documents. The High Court has also stated that the Company shall not be dispossessed of the disputed land otherwise other than under the process of law. On September 03, 2015, the Company had obtained final occupancy certificate for the Mall.

A new order was passed by the Assistant Commissioner, Bengaluru North, sub-division dated March 08, 2017 stating that the disputed land possessed by the Company was encroached Government land reserved for public purpose. The Commissioner ordered to evict the Company from an extent of 4046.86 square meters of land and directed the Tehsildar, Bengaluru East Taluk to take action to evict the Company from the said land, resume it to Government and safeguard the same as 'Government Property'. The Company had challenged the said order in the High Court of Karnataka. The High Court of Karnataka admitted the writ petition, granted a stay vide its order dated March 24, 2017 and has also directed the Government of Karnataka to file its reply. The Government of Karnataka and other respondents have not filed their objection till date. The Company has also filed a contempt petition on March 20, 2017 stating that new order issued by the Assistant Commissioner was against the earlier order issued by the High Court of Karnataka.

During the year ended March 31, 2018, a Special court, had initiated a suo moto proceedings against the Company. On February 27, 2018, the said Court has dismissed the proceedings and released the Company from the said proceedings.

In order to safeguard its Interest, Company has kept the writ petition open and the management of the Company does not expect any bearing on the matter whatsoever.

5 Assumptions to financial ratios:

(a) Debt equity ratio = Paid-up debt capital [long-term borrowings + short-term borrowings] / Total equity (Net worth) [equity share capital+other equity].

(b) DSCR = Profit or loss before finance cost and tax expenses/ (Finance cost + Principal repayment).

(c) ISCR = Profit or loss before finance cost and tax expenses/ Finance cost.

(d) CRR/DRR = Capital Redemption Reserve (CRR) / Debenture redemption reserve (DRR).

(e) Current ratio = Total current assets / Total current liabilities.

(f) Long term debt to working capital = Non-current borrowings / Working capital [current assets-current liabilities].

(g) Bad debts to account receivable ratio = Bad debts incurred during the period / Average of opening and closing balances of Trade Receivables.

(h) Current liability ratio = Total current liabilities / Total liabilities.

(i) Total debts to total assets = Total debt [long-term borrowings + short-term borrowings] / Total assets.

(j) Debtors turnover = Revenue from operations / Average of opening and closing balances of Trade Receivables.

(k) Inventory turnover = Cost of materials consumed / Average of opening and closing balances of inventories.

(l) Operating margin % = Operating profit [Loss before tax - Other income + Finance cost] / Revenue from operations.

(m) Net profit margin % = Profit/(loss) for the year (before OCI) /Revenue from operations.

6 The Metrozone ("Chennai project") is a mixed use of residential cum commercial project being developed by Ozone Projects Private Limited (OPPL) and VR Dakshin Private Limited ("VR Dakshin" or "the Company"). The residential portion is to be developed by OPPL and the commercial portion is to be developed by VR Dakshin. As per the agreement executed between OPPL and VR Dakshin, OPPL was required to construct a retention wall in order to facilitate the commercial development undertaken by VR Dakshin. OPPL expressed its inability to construct the said retention wall and further OPPL requested VR Dakshin to bear the costs of construction of retention wall along with any incidental expenses and the same is refundable by OPPL. In view of above arrangement, the Company had incurred expenditure towards the construction of retention wall amounting to Rs. 152.09 million and the Company has further given bank guarantee of Rs.96.73 million in favour of Chennai Metropolitan Development Authority on behalf of OPPL. The Company had demanded for the payment of the said amount during the year ended March 31, 2019 and had shown the said amount as good recoverable based on their arrangement with OPPL.

The Company was in advance stages of finalising a plan to recover the above amount through transfer of certain units in the residential project of OPPL by OPPL and accordingly the Company, during the year ended March 31, 2021 had obtained possession of certain units pending for registration. During the period ended December 31, 2022, the Company has issued notice for execution of registration and possession of remaining units.

Based on Company's future plans the said amount has been classified under capital advances. The management of the Company is confident that the said amount would be recoverable based on their arrangement with OPPL.

VR Dakshin Private Limited

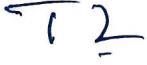
(formerly known as Sugam Vanijya Holdings Private Limited)

Corporate Identity Number (CIN): U74899KA1987PTC070519

Registered Office: VR Bengaluru, No. 11B, Sy No. 40/9, Devasandra Industrial Area, 2nd Stage, KR. Puram Hobli, Bengaluru, Karnataka - 560048

- 7 The accumulated losses of the Company as of December 31, 2022 have exceeded its paid up capital and reserves. The Company has incurred net loss for the quarter ended December 31, 2022 and the Company's current liabilities exceeded its current assets as at that date indicating uncertainty about company's ability to continue as going concern. However, the Company has obtained a support letter from its Parent indicating that the Parent will take necessary actions to organize for any shortfall in liquidity during the period of 12 months from the balance sheet date. Based on the above, the Company is confident of its ability to meet the funds requirement and to continue its business as a going concern and accordingly, the financial results have been prepared on that basis.
- 8 Total non-convertible debentures and non-convertible bonds of the Company outstanding as on December 31, 2022 are Rs. 8,421.83 million out of which, secured non-convertible bonds are Rs.3,941.83 million. The secured non-convertible bonds of the Company aggregating to Rs.3,941.83 million as on December 31, 2022 are secured by way of exclusive mortgage on the property and exclusive charge by way of hypothecation on certain assets in relation to property. The asset cover as on December 31, 2022 is 1.76 times the principal amount of the said secured non-convertible bonds. During the period April 2022 to December 2022, the Company has redeemed listed secured non-convertible bonds amounting to Rs. 303.20 million.
- 9 Figures pertaining to previous period have been regrouped or reclassified, wherever necessary, to conform to the classification adopted in the current period.

**For and on behalf of the Board of Directors of
VR Dakshin Private Limited**



Tariq Chinoy
Director
DIN: 08830666

Place : Mumbai
Date : March 09, 2023

Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Financial Results of the Company Pursuant to Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Review Report to
The Board of Directors
VR Dakshin Private Limited
(Formerly known as Sugam Vanijya Holdings Private Limited)

1. We have reviewed the accompanying statement of unaudited financial results of VR Dakshin Private Limited (the "Company") for the quarter ended December 31, 2022 and year to date from April 01, 2022 to December 31, 2022 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. The Company's Management is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 52 of the Listing Regulations. The Statement has been approved by the Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement 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. 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 of interim financial information consists of making inquiries, primarily of persons 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 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.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.



S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

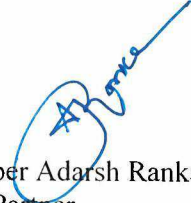
5. Emphasis of Matter

We draw attention to Note 4 to the statement which states that the Company is in legal dispute in relation to a portion of its land, alleged to be encroached land reserved for public purposes. Our conclusion is not modified in respect of this matter.

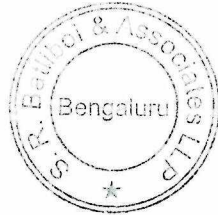
For S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004


per Adarsh Ranka
Partner

Membership No.: 209567



UDIN: 23209567BGXVXN4987

Place: Bengaluru, India

Date: March 09, 2023

VR DAKSHIN PRIVATE LIMITED

(Formerly Sugam Vanijya Holdings Private Limited)

Corporate Identity Number: U74899KA1987PTC070519

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400-001, Maharashtra.

Date: 09th March 2023

Script Code: 951654, 958505, 958506
ISIN: INE084S08013, INE084S07015, INE084S07023

Sub: Submission of additional information pursuant to Regulation 52(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period ended December 31st, 2022.

Dear Sir/Madam,

With reference to the captioned subject, we are enclosing herewith the additional information in **Annexure-A** pursuant to Regulation 52(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period ended December 31st, 2022.

We request you to please take the information on record.

Thanking you,

Yours faithfully,
For VR Dakshin Private Limited

For VR DAKSHIN PRIVATE LIMITED.

Authorized Signatory

Mr. Rajendra Pai
Chief Financial Officer

VR DAKSHIN PRIVATE LIMITED

(Formerly Sugam Vanijya Holdings Private Limited)

Corporate Identity Number: U74899KA1987PTC070519

ANNEXURE-A

As per the requirement of Regulation 52(4) of SEBI (LODR) Regulations 2015, we give below the following information in respect of the Secured, Non-Convertible, Debentures issued by the Company as on 31st December 2022:

| S. No | Particulars | Details |
|-------|---|------------|
| 1 | Debt-Equity Ratio (Times) | (3.13) |
| 2 | Debt Service Coverage Ratio (Times) | 0.53 |
| 3 | Interest Service Coverage Ratio | 0.33 |
| 4 | Current Ratio | 0.25 |
| 5 | Long-Term Debt to Working Capital Ratio | (5.44) |
| 6 | Bad Debts to Account Receivable Ratio | 0.93 |
| 7 | Current Liability Ratio | 0.17 |
| 8 | Total Debts to Total Assets Ratio | 0.98 |
| 9 | Debtors' Turnover Ratio | 7.98 |
| 10 | Inventory Turnover Ratio | 0.25 |
| 11 | Operating Margin (%) | 26.24% |
| 12 | Net Profit Margin (%) | (54.23%) |
| 13 | Outstanding Redeemable Preference Shares (Quantity & Value) | NA |
| 14 | Debenture Redemption Reserve (In Rs.) | - |
| 15 | Net Worth (In Rs.) | (4,275.62) |
| 16 | Net Profit / (Loss) After Tax (In Rs.) | (285.97) |
| 17 | Earnings / (Loss) Per Share | (13,063) |

For VR Dakshin Private Limited

For VR DAKSHIN PRIVATE LIMITED.

Authorized Signatory

Mr. Rajendra Pai
Chief Financial Officer

VR DAKSHIN PRIVATE LIMITED

(Formerly Sugam Vanijya Holdings Private Limited)

Corporate Identity Number: U74899KA1987PTC070519

Date: March 09, 2023

To,
General Manager
Department of Corporate Services
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400-001, Maharashtra.

Reference: VR Dakshin Private Limited (formerly Sugam Vanijya Holdings Private Limited)

Script Code: 951654, 958505, 958506

ISIN: INE084S08013, INE084S07015, INE084S07023

Sub: Submission of Statement under Regulation 52(7) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

Dear Sir,

Pursuant to regulation 52(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby confirm that the proceeds of the below-mentioned NCDs have been utilized for the purpose as mentioned in the offer document/disclosure document and there are no material deviations in the utilization of such proceeds during the quarter ended December 31st, 2022.

| S.No | Name & Type of Debentures/Bonds | Name of Debenture holder(s)/Bond holder(s) | Issue Size | BSE Script Code | ISIN | Trustee |
|------|---|--|------------|-----------------|---------------|-----------------------------------|
| 1. | 448 Unsecured Redeemable NCDs Fully paid | Robusta Holdings Pte Limited | 4480000000 | 951654 | INE084 S08013 | IDBI Trusteeship Services Limited |
| 2. | 3050 Secured Rated Listed Redeemable Non-Convertible Debenture /Bonds Series -1 | Standard Chartered Bank | 3050000000 | 958505 | INE084 S07015 | Catalyst Trusteeship Limited |
| 3. | 1675 Secured Rated Listed Redeemable Non-Convertible Debentures/Bonds Series -2 | Deutsche Bank AG | 1675000000 | 958506 | INE084 S07023 | Catalyst Trusteeship Limited |

For VR DAKSHIN PRIVATE LIMITED.

Authorized Signatory

Registered Address: VR Bengaluru, Plot No. 11B, Sy No. 40/9,
Dyvasandra Industrial Area Stage II, KR Puram Hobli Bengaluru -560 048, Karnataka
Website: www.vrbengaluru.com; Tel +91 80 67234313

VR DAKSHIN PRIVATE LIMITED

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Corporate Identity Number: U74899KA1987PTC070519

There was no issue in the quarter ended December 31st, 2022, hence there is no utilization.

We request you to take the above information on records.

Thanking you,

Yours faithfully,

For VR Dakshin Private Limited

For VR DAKSHIN PRIVATE LIMITED.

Authorized Signatory

Rajendra Pai
(Chief Financial Officer)



Independent Auditor's Report on book values of the assets and compliance with respect to financial covenants as at December 31, 2022 pursuant to SEBI Circular dated May 19, 2022 for submission to Catalyst Trusteeship Limited and IDBI Trusteeship Services Limited (the 'Debenture Trustee')

To
The Board of Directors,
VR Dakshin Private Limited
(Formerly known as Sugam Vanijya Holdings Private Limited)
VR Bengaluru, No. 11B, Survey No. 49/9,
Dyvasandra Industrial Area, 2nd stage,
K.R Puram, Bengaluru- 560048

1. This Report is issued in accordance with the terms of the service scope letter and master engagement agreement with VR Dakshin 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 on book value of assets and compliance status of financial covenants for a) Secured, Rated, Listed, Redeemable and Non-Convertible debentures; and b) Unsecured, Rated, Listed Redeemable and Non-Convertible debentures (hereinafter together referred to as the "Debentures") of the Company, as at December 31, 2022 (hereinafter the "Statement") which has been prepared by the Company from the Board approved unaudited financial results, underlying books of account and other relevant records and documents maintained by the Company as at and for the period ended December 31, 2022 pursuant to the requirements of the SEBI circular dated May 19, 2022 on Revised format of security cover certificate, monitoring and revision in timelines (hereinafter the "SEBI Circular"), and has been initialed by us for identification purposes only.

This Report is required by the Company for the purpose of submission with Catalyst Trusteeship Limited and IDBI Trusteeship Services Limited (hereinafter the "Debenture Trustees") of the Company to ensure compliance with the SEBI Circular in respect of its Debentures having face value of Rs. 1 million in case of secured, rated listed & tradable redeemable non-convertible debentures (hereinafter referred to as "Secured bonds") and Rs. 10 million in case of listed & tradable redeemable non-convertible debentures (hereinafter referred to as "Unsecured NCD's"). The Company has entered into an agreement with the Debenture Trustees vide Bond Trust Deed dated December 03, 2018, first supplemental deed to the bond trust deed dated January 27, 2020 entered between the Company and Catalyst Trusteeship Limited and e-mail clarification obtained from the lenders dated February 06, 2023 ("DTD dated December 03, 2018") and Debenture Trust Deed dated January 28, 2015 entered between the Company and IDBI Trusteeship Services Limited ("DTD dated January 28, 2015") in respect of such Debentures.

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 circular and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including providing all relevant information to the Debenture Trustees.



Auditor's Responsibility

5. It is our responsibility to provide a limited assurance and conclude as to whether the:
 - (a) Book values of assets as included in Column 'B' of Annexure I to the Statement are in agreement with the books of account underlying the unaudited financial results of the company as at December 31, 2022.
 - (b) Company is in compliance with financial covenants as mentioned in the Debenture Trust Deed as on December 31, 2022.
6. We have performed a limited review of the unaudited financial results of the Company for the period ended December 31, 2022 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 conclusion dated March 09, 2023. Our review of those financial results was conducted in accordance with the 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 ("ICAI").
7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI (the "Guidance Note"). 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 Debenture Trust Deeds pursuant to which Secured bonds and Unsecured NCD's respectively have been issued;
 - b) Obtained the Board approved unaudited financial results of the Company for the period ended December 31, 2022.
 - c) With respect to compliance with Financial covenants included in the Statement, we have performed following procedures:
 - i. In relation to "Valuation", used in the calculation of Loan to Value Ratio, we obtained valuation report as at June 30, 2022 dated August 11, 2022 issued by Cushman & Wakefield Private Limited pertaining to VR Chennai.



S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

- ii. Traced and agreed the principal amount payable on loans and outstanding face value payable on Secured bonds as at December 31, 2022 to the Board approved unaudited financial results of the Company and the underlying books of account maintained by the Company as on December 31, 2022.
- iii. In relation to Net Operating Income and Minimum Debt Service Coverage Ratio, the management has represented that these are required to be complied by the Company semi-annually and hence the said covenants are not applicable for the period ended December 31, 2022. We have relied on such representation in this regard.
- d) Traced the book value of assets mentioned in Column 'B' of Annexure I to the Statement from the books of accounts of the company underlying the Board approved unaudited financial results as at December 31, 2022.
- e) 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:

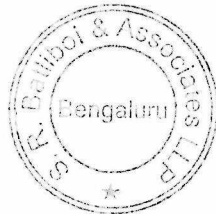
- a) The Book values of assets as included in the Statement are not in agreement with the books of account unaudited financial results of the company as at December 31, 2022.
- b) Company is not in compliance with financial covenants as mentioned in the Debenture Trust Deeds as on December 31, 2022.

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 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 S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number:101049W/E300004


per Adarsh Ranka
Partner
Membership Number: 209567



UDIN: 23209567BGXVXO5721

Place of Signature: Bengaluru, India
Date: March 09, 2023

VR Dakshin Private Limited ("the Company")
(Formerly known as Sugam Vanijya Holdings Private Limited)

Statement showing 'book value of assets and Compliance with Financial Covenants as per the terms of Debenture Trust Deed as at December 31, 2022.

This statement contains details on book value of assets and compliance with financial covenants as at and for the period ended December 31, 2022 in respect of a) Secured, Rated, Listed, Redeemable and Non-Convertible debentures; and b) Unsecured, Rated, Listed Redeemable and Non-Convertible debentures (hereinafter together referred to as the "Debentures") issued by the Company with particular reference to Regulation 56(1)(d) of Securities and Exchange Board of India (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 'SEBI Regulations' and "SEBI Circular") read with the Bond Trust Deed dated December 03, 2018, first supplemental deed to the bond trust deed dated January 27, 2020 entered between the Company and Catalyst Trusteeship Limited and email clarification obtained from lenders dated February 6, 2023 ("DTD dated December 03, 2018") in relation to 3,050 fully secured, rated, listed, redeemable and non-convertible debentures (Series 1 bonds), having face value of Rs. 1 million each amounting to Rs. 3,050 million and 1,675 fully secured, rated, listed, redeemable and non-convertible debentures (Series 2 bonds), having face value of Rs. 1 million each amounting to Rs. 1,675 million (hereinafter together referred to as "Secured bonds") and Debenture Trust Deed dated January 28, 2015 entered between the Company and IDBI Trusteeship Services Limited ("DTD dated January 28, 2015") in relation to 448 unsecured, rated, listed redeemable and non-convertible debentures having face value of Rs. 10 million each amounting to Rs. 4,480 million (hereinafter referred to as "Unsecured NCDs").

A. Compliance with financial covenants

1. Compliance with financial covenants in respect of Secured Bonds as per DTD dated December 03, 2018

As per terms of clause 2 of Schedule 3 of DTD dated December 03, 2018, the financial covenants required to be complied with by the Company are as under:

I. Minimum Debt Service Coverage Ratio ("DSCR") of 1.15

As per terms of clause 2.1 of Schedule 3 of DTD dated December 03, 2018, DSCR is required to be complied by the Company semi-annually and hence, no such covenant is applicable and need to be disclosed in this Statement for the period ended December 31, 2022.

II. Loan to Value Ratio shall not be greater than 57% at all times

Calculation of Loan to Value ratio as per definitions para of DTD dated December 03, 2018

$$\text{Loan to Value Ratio} = \frac{\text{the aggregate of outstanding principal amount payable on loans and outstanding face value payable on the secured bonds}}{\text{Valuation}}$$

$$\text{Loan to Value Ratio} = \frac{(A)}{(B)} = 27.72\%$$

(A) = Aggregate of outstanding principal amount payable on loans and outstanding face value payable on secured bonds as at December 31, 2022 is calculated as under

(Amounts in Rs. Million)

| Particulars | Amount |
|---|-----------------|
| Outstanding principal amount payable on term loan to HDFC Bank as at December 31, 2022 | 1,321.56 |
| Outstanding principal amount payable on OD facility to Standard Chartered Bank as at December 31, 2022 | 227.45 |
| Outstanding face value payable on Series 1 bonds to Standard Chartered Bank as at December 31 2022 | 2,544.46 |
| Outstanding face value payable on Series 2 bonds to Deutsche Bank as at December 31 2022 | 1,397.37 |
| Aggregate of outstanding principal amount payable on loans and outstanding face value payable on secured bonds = (A) | 5,490.84 |

(B) = Valuation

Valuation as per clause 1 of Schedule 8 of bond trust deed dated December 03, 2018 are as under:

(Amounts in Rs. Million)

| Particulars | Amount |
|--|------------------|
| Value of VR Chennai property situated in Chennai as reflected in the valuation report of a Loan valuer as at June 30, 2022 dated August 11, 2022 | 19,810.00 |
| Valuation = (B) | 19,810.00 |

Loan to Value Ratio as at December 31, 2022 as calculated above 27.72% is within the maximum limit of 57% as specified in clause 2.2 of schedule 3 of DTD dated December 03, 2018.



VR Dakshin Private Limited ("the Company")
(Formerly known as Sugam Vanijya Holdings Private Limited)
Statement showing 'book value of assets and Compliance with Financial Covenants as per the terms of Debenture Trust Deed as at December 31, 2022.

III. Net Operating Income ("NOI") shall not be less than the limits set out in DTD

As per terms of clause 2.3 of Schedule 3 of DTD dated December 03, 2018, NOI is required to be complied by the Company semi-annually and hence, no such covenant is applicable and need to be disclosed in this Statement for the period ended December 31, 2022.

2. Compliance with financial covenants in respect of Unsecured NCDs as per DTD dated January 28, 2015


DTD dated January 28, 2015 does not prescribe any financial covenants to be complied with by the Company and hence, no such covenant is applicable and need to be disclosed in this Statement.

B. Book value of assets

The Financial information as at December 31, 2022 has been extracted from the books of accounts as of December 31, 2022 and other relevant records of the Company. Please refer Annexure I to the statement for details on book value of assets.

We confirm that the aforesaid information is true and correct.

For VR Dakshin Private Limited



Tariq Chinoy
Director

Place: Mumabi, India
Date: March 09, 2023

Annexure I to the Statement on book value of assets

(Amount Rs. in millions)

| Particulars | A | B | C | D | E | F | G | H | I | K | | | | | L | M | N |
|---|--|--|--------------------|--|--|--|--------------------------------|---|------------------|---|--|---|--|----------------------|-----------------------|---|---|
| | 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 | Elimination (amount in negative) | (Total B 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 E) | | 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 | 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(=J+K+L+M) | | |
| | | Book Value | Book Value | Yes/No | Book Value | Book Value | | | | | | | | Relating to Column E | | | |
| ASSETS | | | | | | | | | | | | | | | | | |
| Property, plant and equipment | VR Chennai | 114.95 | 48.05 | | | | 417.22 | | 580.22 | # 421.02 | | | | | 421.02 | | |
| Capital work-in-progress (including Investment property under construction) | VR Chennai | 5.90 | 2.47 | | | | - | | 8.37 | | 5.90 | | | | 5.90 | | |
| Investment property | VR Chennai | 6,624.87 | 2,769.13 | | | | 2,373.21 | | 11,767.21 | 13,549.47 | | | | | 13,549.47 | | |
| Other intangible assets | | | | | | | - | | - | | | | | | | | |
| Investments | | | | | | | 0.01 | | 0.01 | | | | | | | | |
| Loans | | | | | | | - | | - | | | | | | | | |
| Other financial assets | | | | | | | 50.70 | | 50.70 | | | | | | | | |
| Deferred tax assets (net) | | | | | | | - | | - | | | | | | | | |
| Income tax assets (net) | | | | | | | 338.11 | | 338.11 | | | | | | | | |
| Other non-current assets | | | | | | | 192.26 | | 192.26 | | | | | | | | |
| Trade receivables | VR Chennai | 6.65 | 2.78 | | | | 17.34 | | 26.77 | | 6.65 | | | | 6.65 | | |
| Inventories | | | | | | | 18.72 | | 18.72 | | | | | | | | |
| Cash and cash equivalents | | 13.67 | 5.72 | | | | 29.44 | | 48.83 | | 13.67 | | | | 13.67 | | |
| Other bank balances | VR Chennai | 181.90 | 76.03 | | | | 99.06 | | 356.99 | | 181.90 | | | | 181.90 | | |
| Other financial assets | | | | | | | 230.89 | | 230.89 | | | | | | | | |
| Others assets | | | | | | | 72.84 | | 72.84 | | | | | | | | |
| Total | | 6,947.95 | 2,904.17 | - | - | - | 3,839.82 | - | 13,691.93 | 13,970.49 | 208.12 | - | - | - | 14,178.61 | | |
| LIABILITIES | | | | | | | | | | | | | | | | | |
| Debt securities to which this certificate pertains* | | 3,941.83 | 1,321.56 | | | | | | 5,263.39 | | | | | | | | |
| Other debt sharing pari-passu charge with above debt | | | | | | | | | | | | | | | | | |
| Other Debt | | | 227.40 | | | | | | 227.40 | | | | | | | | |
| Subordinated debt | | | | | | | | | | | | | | | | | |
| Borrowings | | | | | | | | | | | | | | | | | |
| Bank | | not to be filled | | | | | | | | | | | | | | | |
| Debt Securities | | | | | | | | | | | | | | | | | |
| Others | | | | | | | | | | | | | | | | | |
| Trade payables | | | | | | | | | | | | | | | | | |
| Lease liabilities | | | | | | | | | | | | | | | | | |
| Provisions | | | | | | | | | | | | | | | | | |
| Others | | | | | | | | | | | | | | | | | |
| Total | | 3,941.83 | 1,548.96 | - | - | - | - | - | 5,490.79 | | | | | | | | |
| Exclusive security Cover on Book Value | | | | | | | | | | | | | | | | | |
| Cover on standalone basis | | | | | | | | | 1.76 | | | | | | | | |
| Cover on Consolidated basis | | | | | | | | | | | | | | | | | |
| Exclusive security Cover on Market Value (On Consolidated basis) | | | | | | | | | | | | | | | | | |
| Cover on book value | | 1.76 | | | | | | | 3.60 | | | | | | | | |
| Cover on market value | | 3.60 | | | | | | | | | | | | | | | |

*includes Rs. Nil interest accrued/payable on secured Debt Securities as on December 31, 2022

Includes certain capital advances with book value of Rs. 155 million