

October 28, 2023

**BSE Limited**

Scrip Code: 543287

Debt Segment – 974163, 974199, 974473, 974511, 974986, 975053, 975115

Dear Sirs,

**Sub: Security Cover Certificate as at September 30, 2023**

**Ref: Regulation 54 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015  
('the Listing Regulations')**

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Further to our letter dated October 28, 2023 and in pursuant to Regulation 54 of the Listing Regulations, we enclose herewith the Security Cover Certificate as at September 30, 2023 issued by the MSKA & Associates, Chartered Accountants, Statutory Auditors of the Company.

Thanking you,

Yours faithfully,

**For Macrotech Developers Limited**

**Sanjyot Rangnekar**  
**Company Secretary & Compliance Officer**  
**Membership No F4154**

**AUDITOR'S CERTIFICATE**

To  
The Board of Directors,  
Macrotech Developers Limited  
412, 4<sup>th</sup> Floor, 17G, Vardhman Chamber,  
Cawasji Patel Road, Horniman Circle,  
Fort, Mumbai-400 001.

**Independent Auditors' Report on Statement of security cover in respect of its Listed, Secured, Redeemable, Non-convertible debentures pursuant to Regulation 54 read with Regulation 56(1)(d) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 (as amended)**

1. This report is being issued with the terms of mandate letter to the Board of Directors of Macrotech Developers Limited dated October 26, 2023.
2. We, M S K A & Associates, Chartered Accountants, are the Statutory Auditors of the Macrotech Developers Limited ("the Company") and have been requested by the Management of the Company to examine the accompanying Annexure containing details of 'Security Cover as per the terms of Information Memorandum and/ or Debenture Trust Deed' in respect of its 3,680 and 4,900, Listed, Secured, Redeemable, Non-convertible debentures (NCDs) of the face value of Rs. 10 lakh and 1 lakh each, respectively aggregating to Rs. 3,680 million and Rs. 490 million as at September 30, 2023 ("the Statement"). The Statement has been prepared by the Company on the basis of the unaudited financial results and other relevant records and documents maintained by the Company as at September 30, 2023, in respect of its NCDs stated above, in compliance with the Regulation 54 read with Regulation 56(1)(d) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 (as amended) and the SEBI vide circular no. SEBI/HO/MIRSD/MIRSD\_CRADT/CIR/P/2022/67 dated May 19, 2022 (hereinafter together referred to as "the Regulations"). The Statement has been initialed by us for identification purposes only.
3. The Statement has been prepared for the purpose of onward submission to the Company's debenture trustee to ensure compliance with the Regulations in respect of its NCDs.



**Management's Responsibility for the Statement**

4. The preparation of the Statement is the responsibility of management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes 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.
5. The management of the Company is also responsible for ensuring that the Company complies with all the relevant requirements of the Regulations and for providing all relevant information to the Company's Debenture Trustee as prescribed in the respective Debenture Trust Deeds entered into between the Company and its Debenture Trustees in respect of its NCDs.

**Auditor's Responsibility**

6. Pursuant to the requirements of the Regulations, it is our responsibility to obtain limited assurance and form a conclusion as to whether the book values of the assets of the Company contained in Columns 'C' and 'F' of the Statement have been accurately extracted and ascertained from the unaudited financial results of the Company and other relevant records and documents maintained by the Company, and whether the Company maintained the security cover in line with respective debenture trust deeds and related documents. Our responsibility does not include the evaluation of adherence by the Company with all the applicable Regulations.
7. For the purposes of this report, we have relied on the unaudited financial results of the Company for the period ended September 30, 2023 and information and documents as made available to us by the Company.
8. A limited assurance engagement involves making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. The procedures performed vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. 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.
9. Accordingly, we have performed the following procedures in relation to the Statement:
  - a) Obtained and read the Debenture Trust Deeds and the Information Memorandums in respect of the NCDs and noted the security cover percentage required to be maintained by the Company in respect of such NCDs;
  - b) Traced and agreed the principal amount and the interest thereon of borrowings outstanding in respect of debt securities and assets available for debt securities as at September 30, 2023 to the unaudited financial results of the Company and other relevant records and documents maintained by the Company as at September 30, 2023;



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- c) Obtained and read the list of security cover in respect of NCDs outstanding as per the Statement and traced the value of assets from the Statement to unaudited financial results of the Company and other relevant records and documents maintained by the Company as at September 30, 2023;
  - d) Understood the nature of charge (viz exclusive charge or pari-passu charge) on the asset of the Company by obtaining the list and value of assets placed under lien or encumbrance for the purpose of obtaining any other loan and determined that such assets are not included in the calculation of Security Cover in respect of secured listed non-convertible debt security;
  - e) Examined and verified the arithmetical accuracy of the computation of security cover ratio mentioned in the accompanying the Statement;
  - f) Compared the Security Cover with the Security Cover required to be maintained as per Debenture Trust Deed;
  - g) Obtained the workings of assets and liabilities presented in the Column 'C' and 'F' in the Statement and verified the same from the unaudited financial results of the Company and other relevant records and documents maintained by the Company as at September 30, 2023.
  - h) Performed necessary inquiries with the management and obtained necessary representations.
10. We conducted our examination of the Statement in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' ("the Guidance Note") 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.
11. 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.

## Conclusion

12. Based on the procedures performed as referred to in paragraph 9 above and according to the information, explanations, and representations provided to us by the Management of the Company, nothing has come to our attention that causes us to believe that
- a. the book values of the assets of the Company contained in Columns 'C' and 'F' of the Statement are not in agreement with the unaudited financial results and other relevant records and documents maintained by the Company as at September 30, 2023; and
  - b. the security cover available for debenture holders against the outstanding listed NCDs is not in line with respective debenture trust deeds and related documents.



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## Restriction on Use

13. The Report is addressed to the Board of Directors of the Company solely for the purpose of onward submission to the Company's debenture trustee/Stock Exchange pursuant to the requirements of the Regulations. It should not be used by any other person or for any other purpose. This report relates only to the Statement specified above and does not extend to any financial or other information of the Company. M S K A & Associates shall not be liable to the Company or to any other concerned for any claims, liabilities or expenses relating to this assignment.

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 without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For M S K A & Associates  
Chartered Accountants  
ICAI Firm Registration No. 105047W



Mayank Vijay Jain

Partner

Membership No. 512495

UDIN: 23512495BG4WMF5737

Place: Mumbai

Date: October 28, 2023



## Details of Security Cover as at September 30, 2023

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	Elimination (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	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					Relating to Column F			
<b>ASSETS</b>														
Property, Plant and Equipment							12,069		12,069					
Capital Work-in- Progress							-		-					
Goodwill							4,668		4,668					
Intangible Assets							420		420					
Intangible Assets under Development							-		-					
Investments	Mutual Fund		91	Yes	17		6,981		7,089			17		17
Loans							18,281		18,281					
Inventories and Trade Receivables			72,961	Yes	3,916	12,392	2,16,104		3,05,373			8,657		8,657
Cash and Cash Equivalents		-	-				11,144		11,144					
Bank Balances other than Cash and Cash Equivalents	Fixed Deposits		514				5,839		6,353					
Others *			3,094				56,883		59,977					
<b>Total</b>		-	<b>76,660</b>		<b>3,934</b>	<b>12,392</b>	<b>3,32,389</b>		<b>4,25,374</b>	-	-	<b>8,674</b>	-	<b>8,674</b>

\* Other Includes amount of Investment Property mortgage as security amounting to Rs. 2,395 million and Fixed Deposit with Maturity of greater than 1 Year amounting to Rs.699 million



Details of Security Cover as at September 30, 2023

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	Elimination (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	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					Relating to Column F			
<b>LIABILITIES #</b>														
Debt securities to which this certificate pertains	Secured NCD's + Interest Accrued thereon	-		Yes	3,318				3,318	-		3,318		3,318
Other debt sharing pari-passu charge with above debt					1,000				1,000			1,000		1,000
Other Debt			67,234			4,537			71,758					
Subordinated debt														
Borrowings														
Bank														
Debt Securities							8,926		8,926					
Others							17,430		17,430					
Trade payables(Current + Non-Current)							22,194		22,194					
Lease Liabilities (Current + Non-Current)							3,883		3,883					
Provisions (Current + Non-Current)							325		325					
Others							1,68,251		1,68,251					
<b>Total</b>		-	67,234	-	4,318	4,537	2,21,009		2,97,085	-	-	4,318	-	4,318
<b>Cover on Book Value</b>														
<b>Cover on Market Value</b>												2.01		2.01
		Exclusive Security Cover Ratio			Pari-Passu Security Cover Ratio									

# Liabilities does not include Deferred Tax liability



**AUDITOR'S CERTIFICATE**

To  
The Board of Directors,  
Macrotech Developers Limited  
412, 4<sup>th</sup> Floor, 17G, Vardhman Chamber,  
Cawasji Patel Road, Horniman Circle,  
Fort, Mumbai-400 001.

**Independent Auditors' Report on Statement of security cover in respect of its Listed, Secured, Redeemable, Non-convertible debentures pursuant to Regulation 54 read with Regulation 56(1)(d) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 (as amended)**

1. This report is being issued with the terms of mandate letter to the Board of Directors of Macrotech Developers Limited dated October 26, 2023.
2. We, M S K A & Associates, Chartered Accountants, are the Statutory Auditors of the Macrotech Developers Limited ("the Company") and have been requested by the Management of the Company to examine the accompanying Annexure containing details of 'Security Cover as per the terms of Information Memorandum and/ or Debenture Trust Deed' in respect of its 24,500, Listed, Secured, Redeemable, Non-convertible debentures (NCDs) of the face value of Rs. 1 lakh each, aggregating to Rs. 2,450 million as at September 30, 2023 ("the Statement"). The Statement has been prepared by the Company on the basis of the unaudited financial results and other relevant records and documents maintained by the Company as at September 30, 2023, in respect of its NCDs stated above, in compliance with the Regulation 54 read with Regulation 56(1)(d) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 (as amended) and the SEBI vide circular no. SEBI/HO/MIRSD/MIRSD\_CRADT/CIR/P/2022/67 dated May 19, 2022 (hereinafter together referred to as "the Regulations"). The Statement has been initialed by us for identification purposes only.
3. The Statement has been prepared for the purpose of onward submission to the Company's debenture trustee to ensure compliance with the Regulations in respect of its NCDs.





## Management's Responsibility for the Statement

4. The preparation of the Statement is the responsibility of management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes 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.
5. The management of the Company is also responsible for ensuring that the Company complies with all the relevant requirements of the Regulations and for providing all relevant information to the Company's Debenture Trustee as prescribed in the respective Debenture Trust Deed entered into between the Company and its Debenture Trustees in respect of its NCDs.

## Auditor's Responsibility

6. Pursuant to the requirements of the Regulations, it is our responsibility to obtain limited assurance and form a conclusion as to whether the book values of the assets of the Company contained in Columns 'C' and 'F' of the Statement have been accurately extracted and ascertained from the unaudited financial results of the Company and other relevant records and documents maintained by the Company, and whether the Company maintained the security cover in line with respective debenture trust deeds and related documents. Our responsibility does not include the evaluation of adherence by the Company with all the applicable Regulations.
7. For the purposes of this report, we have relied on the unaudited financial results of the Company for the period ended September 30, 2023 and information and documents as made available to us by the Company.
8. A limited assurance engagement involves making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. The procedures performed vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. 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.
9. Accordingly, we have performed the following procedures in relation to the Statement:
  - a) Obtained and read the Debenture Trust Deed and the Information Memorandum in respect of the NCDs and noted the security cover percentage required to be maintained by the Company in respect of such NCDs;
  - b) Traced and agreed the principal amount and the interest thereon of borrowings outstanding in respect of debt securities and assets available for debt securities as at September 30, 2023 to the unaudited financial results of the Company and other relevant records and documents maintained by the Company as at September 30, 2023;



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- c) Obtained and read the list of security cover in respect of NCDs outstanding as per the Statement and traced the value of assets from the Statement to unaudited financial results of the Company and other relevant records and documents maintained by the Company as at September 30, 2023;
  - d) Understood the nature of charge (viz exclusive charge or pari-passu charge) on the asset of the Company by obtaining the list and value of assets placed under lien or encumbrance for the purpose of obtaining any other loan and determined that such assets are not included in the calculation of Security Cover in respect of secured listed non-convertible debt security;
  - e) Examined and verified the arithmetical accuracy of the computation of security cover ratio mentioned in the accompanying the Statement;
  - f) Compared the Security Cover with the Security Cover required to be maintained as per Debenture Trust Deed;
  - g) Obtained the workings of assets and liabilities presented in the Column 'C' and 'F' in the Statement and verified the same from the unaudited financial results of the Company and other relevant records and documents maintained by the Company as at September 30, 2023.
  - h) Performed necessary inquiries with the management and obtained necessary representations.
10. We conducted our examination of the Statement in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' ("the Guidance Note") 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.
11. 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.

## Conclusion

12. Based on the procedures performed as referred to in paragraph 9 above and according to the information, explanations, and representations provided to us by the Management of the Company, nothing has come to our attention that causes us to believe that
- a. the book values of the assets of the Company contained in Columns C and F of the Statement are not in agreement with the unaudited financial results and other relevant records and documents maintained by the Company as at September 30, 2023; and
  - b. the security cover available for debenture holders against the outstanding listed NCDs is not in line with respective debenture trust deeds and related documents.



# MSKA & Associates

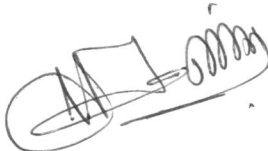
Chartered Accountants

## Restriction on Use

13. The Report is addressed to the Board of Directors of the Company solely for the purpose of onward submission to the Company's debenture trustee/Stock Exchange pursuant to the requirements of the Regulations. It should not be used by any other person or for any other purpose. This report relates only to the Statement specified above and does not extend to any financial or other information of the Company. M S K A & Associates shall not be liable to the Company or to any other concerned for any claims, liabilities or expenses relating to this assignment.

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 without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For M S K A & Associates  
Chartered Accountants  
ICAI Firm Registration No. 105047W



Mayank Vijay Jain

Partner

Membership No. 512495

UDIN: 23512495BG4WME9103

Place: Mumbai

Date: October 28, 2023



## Details of Security Cover as at September 30, 2023

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	Elimination (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	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					Relating to Column F			
<b>ASSETS</b>														
Property, Plant and Equipment							12,069		12,069					
Capital Work-in- Progress							-		-					
Goodwill							4,668		4,668					
Intangible Assets							420		420					
Intangible Assets under Development							-		-					
Investments	Mutual Fund		108	Yes			6,981		7,089			-		-
Loans							18,281		18,281					
Inventories and Trade Receivables			72,961	Yes	2,047	14,262	2,16,104		3,05,373			4,010		4,010
Cash and Cash Equivalents		-	-				11,144		11,144					
Bank Balances other than Cash and Cash Equivalents	Fixed Deposits		514				5,839		6,353					
Others *			3,094				56,883		59,977					
<b>Total</b>		-	<b>76,677</b>		<b>2,047</b>	<b>14,262</b>	<b>3,32,389</b>		<b>4,25,374</b>	-		<b>4,010</b>	-	<b>4,010</b>

\* Other Includes amount of Investment Property mortgage as security amounting to Rs. 2,395 million and Fixed Deposit with Maturity of greater than 1 Year amounting to Rs.699 million



Details of Security Cover as at September 30, 2023

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	Elimination (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	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					Relating to Column F			
<b>LIABILITIES #</b>														
Debt securities to which this certificate pertains	Secured NCD's + Interest Accrued thereon	-		Yes	2,445				2,445	-		2,445		2,445
Other debt sharing pari-passu charge with above debt					149				149			149		149
Other Debt			67,234						73,482					
Subordinated debt														
Borrowings														
Bank														
Debt Securities							8,926		8,926					
Others							17,430		17,430					
Trade payables(Current + Non-Current)							22,194		22,194					
Lease Liabilities (Current + Non-Current)							3,883		3,883					
Provisions (Current + Non-Current)							325		325					
Others							1,68,251		1,68,251					
<b>Total</b>		-	67,234	-	2,594	6,262	2,21,009		2,97,085	-	-	2,594	-	2,594
<b>Cover on Book Value</b>					0.79									
<b>Cover on Market Value</b>										-		1.55		1.55
		Exclusive Security Cover Ratio			Pari-Passu Security Cover Ratio									

# Liabilities does not include Deferred Tax liability

