

BRIGADE PROPERTIES PVT. LTD

(A Joint Venture between Brigade Group and GIC, Singapore)
 Corporate Identity Number (CIN): U70200KA2007PTC042824
Registered Office: 29th Floor, World Trade Center
 Brigade Gateway Campus, Dr. Rajkumar Road
 Malleswaram-Rajajinagar, Bangalore-560055, INDIA
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**BRIGADE**

Building Positive Experiences

Compliance Report for the quarter ended 31st March, 2019**Name of Issuer Company: Brigade Properties Private Limited**

1	Description of the Debenture Series /Issue (Secured / Unsecured PCD/PCD/NCD)	Series A Rated Listed Redeemable Non Convertible Debentures
2	Type of Issue (Private / Public / Rights)	Private
3	Issue Amount and Amounts Raised	Rs.49 Cores
4	Listed/Unlisted (If Listed, the Exchange where listed)	Listed – BSE Limited
5	ISIN (Listed and Unlisted)	INE454S08018
6	Date of Listing of NCDs (please provide confirmation and supporting from BSE/NSE)	30.03.2015
7	Original & Revised (if any) Coupon Rate	16%
8	Tenor of Issue	7 years
9	Date of Allotment of Debentures	20.03.2015
10	Confirmation of having complied with Foreign Account Tax Compliance Act (FATCA) as regards the investors, borrowers and other intermediaries (If Applicable - along with supporting documents, registration number etc)	NA
11	Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c	30.03.2015
12	Outstanding amount as on March 31, 2019	Rs. 49 Crores
13	Previous Interest Payment Date and Amount paid	31.03.2019. The interest amount of Rs.6,16,46,027/- has been paid as on 31.12.2015
14	Next Interest Payment Date and Amount	31.03.2020 Amount: Rs.33,30,92,896
15	Previous Repayment Date and Amount paid	NA
16	Next Repayment Date and Amount	19.03.2022
17	Whether there has been any delay / default in payment of interest and/or principal amount? If yes the due dates thereof & date of payment	NA
18	Credit Rating at the time of issue / last credit rating prior to change	[ICRA] A - (pronounced ICRA A Minus)
19	Present Credit Rating and date of change of credit rating. In case of revision, please attach letter from Credit Rating Agency indicating revision in rating.	[ICRA] A; rating placed under watch with developing implications 28th August, 2018
20	a) No. of debenture holders on the date of Allotment b) No. of debenture holders as on last day of this quarter, (please provide details of NCD Holder viz. Names, Holding, Mailing Address, Contact Nos. (Benpos))	1 (One) 1 (One) Reco Iris Pte Limited



		Address: 168 Robinson Road, #37-01, Capital Tower, Singapore – 068912 Phone no.: +65-68896819
21	Brief details of the security created till date for the Debentures including third party securities	NA
22	Whether any security is pending to be created for the Debentures, if yes provide details of the same along with the date by which such security is to be / was to be created	NA
23	Whether the Secured Assets are insured? If yes, attach the latest renewed copies thereof	NA
24	Certificate of inspection of trust property (security provided – immovable) is confirmed annually by the Auditors of the Company.	NA
25	Valuation Report (if applicable) has been obtained from Government approved valuer	NA
26	ROC Search Report has been obtained	NA
27	Confirmation with respect to submission of Half yearly communication (HYC) to BSE / NSE for the last applicable half year and reasons for non submission/ delay if any (Only for Listed) unaudited/audited financial results on half yearly basis should be submitted to exchanges within 45 days from the end of half year	Confirmed for the period ended 30.09.2018
28	Half yearly results statement should indicate material deviation, if any. This should cover deviation in use of proceeds of issue other than the object stated in offer document	NA
29	Publication of financial results and statements within 2 calendar days of the conclusion of the Board Meeting. (atleast in one English national daily newspaper)	Complied with
30	HYC submitted to stock exchange contains certificate signed by Debenture Trustee	Complied with
31	Whether unaudited financial results are accompanied by Limited Review Report (LRR)* *LRR is not required if the company has intimated exchanges in advance that it shall submit annual audited results within 60 days from the end of Financial Year	NA
32	Details Regarding Registration of charges and reasons for delay (if any)	NA
33	Whether all taxes, cesses, insurance premia, any other government charges with respect to Secured Assets for the issue have been paid. If No, please give details and reasons for the same	NA
34	Whether Debenture Redemption Reserve (DRR) as per SEBI Guidelines and Companies Act has been maintained. If No, please give	Yes INR 1016 Lakhs as on 31.03.2019



	reasons for the same. Please provide details / issue wise of DRR amount and date of transfer till date	
35	Confirmation & Supporting of creation / maintaining DRR before October 30 th by way of deposit / invest not less than 15% of the amount of debentures maturing during the half year ended March 31, 2019 as detailed in the clarification circular provided by MCA	We are maintaining the fixed deposit with banks – Ref FDR no 130455800000024/14 – Karur Vysya Bank as on 31.03.2019 – Amount Rs.3.95 Crores.
36	Whether any material change has taken place in the nature and the conduct of the business of the Issuer since the date of Issue which is detrimental to the interest of debenture holders. If yes, please give details	No
37	Whether any orders, directions, notice of court/tribunal / authority affecting or likely to affect the Secured Assets has been passed. If yes, please give details	No
38	Whether any major change in the composition of the Board of directors or shareholders as defined in SEBI (Substantial Acquisition and Take Over) Regulations, 2011 which amounts to change in control of Issuer Company has occurred. If yes, please give details	No
39	Whether any change in Authorized Signatory to banks who had signed Post Dated Cheques (PDCs) given as security as per transaction documents	No
40	Security Cover as on March 31, 2019 (Please attach CA Certificate in the format as stated in Annexure)	N.A.
41	Whether Register of Debenture Holders has been maintained with their addresses and whether the transfers and changes in ownership have been recorded. If no, please give reasons.	Yes
42	In case of Partially / Fully Convertible Debentures, whether the debentures have been converted into equity in accordance with the terms of issue? If no, please give reasons.	N.A.
43	Whether all the terms & conditions of the transaction documents are complied with? If no, please give reasons.	Yes
44	Whether the provisions of the following laws applicable to debentures have been complied with : a) Companies Act (For all Issuers) b) SEBI Model Listing Agreement (For Listed Issues) c) SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 (For Listed Issues) d) ICDR Regulations (For all issuers)	Yes Yes Yes Yes
45	Whether any dividend has been declared during this quarter.	NA



46	Nature of investor grievances received for quarter ended 31 st March, 2019 its status as on date of the submission of QCR and reason for the non resolution/ delay if any (Details to be separately provided in annexure as enclosed)	NIL
47	Any Buy Back of NCDs during the quarter and details of the same	No
48	Whether the company has given prior intimation to exchanges of at least 11 working days before the date on and from which the Yes interest on Debenture and redemption amount of Debentures is payable	Yes
49	Whether the company has maintained functional website containing requisite information (Reg 62)	Yes
50	Whether the company has intimated exchange(s) about its intention to raise funds through issue of new NCD and such intimation was given prior to holding Board meeting	Yes (when the NCD was listed in the financial year 2014-15). No funds raised for the half year ended 31st March, 2019.
51	Compliance with Accounting Standard and Financial disclosures	Yes
52	Compliance with Corporate Governance provisions as specified in Chapter IV viz Related Party framework, Independent Directors, submission of quarterly compliance report on corporate governance to Exchange(s), prior intimation to exchanges, disclosure of material information/event, shareholding pattern	Yes
53	Whether Directors and KMPs have disclosed to Board of Directors whether they are directly or indirectly have material interest in any transaction	Yes
54	Whether the company has appointed qualified Company Secretary as the Compliance Officer	Yes
55	Whether the Company has appointed Share transfer agent or manage the same in house	Yes. Share Transfer Agents
56	Whether the Company has preserved the transactions records at least for 8 years	Yes
57	Whether the Company is registered on the SEBI SCORES	Yes
58	Whether statement of investor grievances has been filed to Exchanges within 21 days from the end of quarter	N.A.
59	Whether the Company has constituted following committees and held meetings in compliance with the provisions <ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee • Stakeholders Relationship Committee • Risk Management Committee 	Yes Yes NA NA
60	Whether the Company has made disclosure of material events/information to Exchanges and	Yes



Debenture Trustee, if any		
61	Whether the company has submitted Annual Report within 21 working days to stock exchange(s)	NA
62	The company shall appoint transfer agent (RTA) or manage the transfer cases in-house	Yes
63	Whether the Company has submitted a compliance certificate to the Exchange(s), duly signed by both Compliance Officer of the listed entity and the authorised representative of the transfer agent (RTA)	Yes
64	Pursuant to name change of the Trustee, whether the revised Form SH-4 (Securities Transfer Form) is submitted by the company on new name i.e Vistra ITCL (India) Limited	NA
65	Whether the company has made disclosures to the stock exchanges, when the company has defaulted in payment of interest/ installment obligation on debt securities (including commercial paper) Medium Term Notes (MTNs), FCCBs, Loan from Banks and Financial institutions , ECBs,etc, (SEBI circular No CIR/CFD/CMD/93/2017 dated August 04, 2017)	NA
66	In case of default in payment of Interest/principal Whether the company has made disclosures to the Credit Rating Agencies in timely manner	NA

ANNEXURES

1	Updated list of names and addresses of debenture holders. (In case of a large list, kindly provide a CD in lieu of hard copies)						
2	Number and nature of grievances received from debenture holders and time frame within which the same were resolved by the Issuer Company. NIL statement to be submitted in case of no grievances.						
3	<p>Companies Auditors Certificate certifying the following (If already provided, please ignore):</p> <ol style="list-style-type: none"> a. End utilization certificate of the Debenture Subscription receipts from issuer's statutory auditor b. Security Cover ** c. Amount transferred to DRR as on March 31, 2019 d. Debt Equity Ratio e. Asset cover Ratio (100%) f. Debt Service coverage Ratio g. Interest Service Coverage Ratio h. Half yearly certificate from Practicing CS/CA regarding maintenance of 100% asset cover ratio i. <p>**</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 70%;">i. Total assets charged</td> <td style="width: 30%; text-align: right;">Rs. A</td> </tr> <tr> <td>ii. Total debts secured by way of charges created over the assets with details thereof</td> <td style="text-align: right;">Rs. B</td> </tr> <tr> <td>iii. Security Cover = A/B</td> <td></td> </tr> </table>	i. Total assets charged	Rs. A	ii. Total debts secured by way of charges created over the assets with details thereof	Rs. B	iii. Security Cover = A/B	
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ii. Total debts secured by way of charges created over the assets with details thereof	Rs. B						
iii. Security Cover = A/B							



	Note: 1. If third party security is created, please include the same and give supporting 2. Requirement of disclosures of Debt Service Coverage Ratio, asset cover and interest service coverage ratio shall not be applicable for Banks or NBFC registered with RBI and unsecured debt issued by regulated financial sector entities
4	Duly audited annual accounts of the issuer company
5	Quarterly audited / unaudited financials of the Issuer
6	Insurance Policy of the security charged in our favour. In case Insurance Policy has expired, please provide Renewed Insurance Policies
7	CA Certificate giving value of book debts / receivables (Applicable for Listed NCDs) as on March 31, 2019
8	Certificate from Director / Managing Director of the issuer company, certifying the value of book debts / receivables (Applicable for Listed NCDs) as on March 31, 2019 along with details of the said book debts and/or receivable
9	Report of the Lead Bank regarding progress of the Project
10	Paper cutting of publication of financial results (at least in one English national daily newspaper)
11	Copy of all notices, resolutions and circulars relating to new issue of non convertible debt securities, proceedings of meetings of debenture holders, advertisement issued in the media
12	Letter issued by Credit Rating agency for revised credit rating

	<p>Contact Details :</p> <p>a) Name of Authorised Signatory : Akanksha Bijawat</p> <p>b) Email Address: akankshab@brigadegroup.com</p> <p>c) Contact Numbers: 080 41379200</p> <p>Name & Address of R&T Agent : M/s Integrated Registry Management Services Pvt Ltd (formerly known as Integrated Enterprises Limited) No. 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore - 560003</p>
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For **Brigade Properties Private Limited**


Akanksha Bijawat
Company Secretary

Date: 3rd May, 2019