

# TAPIR CONSTRUCTIONS LIMITED

February 12, 2024

**Scrip Code: 975331**

**BSE Limited**

**Wholesale Debt Market Segment**

Phiroze Jeejeebhoy Towers,

Dalal Street,

MUMBAI – 400 001

**Sub: Compliance under Regulation 54 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Madam,

Pursuant to Regulation 54 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI circular SEBI/HO/MIRSD/MIRSD\_CRADT/CIR/P/2022/67 dated May 19, 2022, please find enclosed herewith a Security Cover Certificate, issued by the Statutory Auditors of the Company, for securing the debt securities of the Company, during the quarter ended on December 31, 2023.

Please take the same on your record.

Thanking you,

Yours truly

**For Tapir Constructions Limited**

**Vartika Jain**

Company Secretary

**Tapir Constructions Limited**

Registered Office: Office no 202, 2nd Floor, A-18, Rama House, Middle Circle, Connaught Place, New Delhi-110001 Tel: 01130252900, Fax: (011) 30252901

CIN: U70200DL2014PLC267441

email: ir@ibrealstate.com Website: www.indiabullsrealstate.com/tcl/

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	(Rs. In Millions)
	Description of assets for which this certificate relate	Exclusive Charge Debt for which this certificate being issued	Exclusive Charge Other Secure Debt	Pari-passu Charge Debt for which this certificate being issued	Pari-passu Charge Assets Shared by pari passu debt holder (including debt for which certificate is issued & other debt with pari-passu charge)	Pari-passu Charge Other assets on which there is pari-passu (excluding items covered in column F)	Assets not offered as security	Elimination (amount in negative)	Total (C to H)		Related to only those items covered by this certificate				
Particulars		Book Value	Book Value	Yes/No	Book Value	Book Value				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 with	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)	
ASSETS															
Property, plant and equipment		-	-		-	-	-	2.9	2.9	-	-	-	-	-	-
Capital work-in-progress		-	-		-	-	-	-	-	-	-	-	-	-	-
Intangible assets		-	-		-	-	-	0.1	0.1	-	-	-	-	-	-
Right to use asset		-	-		-	-	-	1.4	1.4	-	-	-	-	-	-
Other non-current financial assets		-	-		-	-	-	0.2	0.2	-	-	-	-	-	-
Other non-current assets		-	-		-	-	-	-	-	-	-	-	-	-	-
Deferred tax assets (net)		-	-		-	-	-	-	-	-	-	-	-	-	-
Non-current tax assets (net)		-	-		-	-	-	-	-	-	-	-	-	-	-
Inventories* & **		-	-		4,577.0	-	30.8	-	30.8	-	-	-	-	-	-
Investments**		-	-		11.9	-	-	-	4,577.0	-	-	6,916.0	-	-	6,916.0
Trade receivables		-	-		-	-	-	-	11.9	-	-	-	-	11.9	11.9
Cash and cash equivalents		-	-		-	-	-	-	-	-	-	-	-	-	-
Other bank balances**	Bank Deposits	-	-		2.5	-	20.1	-	20.1	-	-	-	-	-	-
Loans		-	-		-	-	-	-	2.5	-	-	-	-	2.5	2.5
Other financial assets		-	-		-	-	-	0.4	-	-	-	-	-	-	-
Other current assets		-	-		-	-	-	135.0	-	-	-	-	-	-	-
Total Assets		-	-		4,591.4	-	190.9	-	4,782.3	-	-	6,916.0	-	14.4	6,930.4
Liabilities		-	-		-	-	-	-	-	-	-	-	-	-	-
Debt securities to which this certificate pertains		-	-	Yes	740.0	-	-	-	740.0	-	-	-	-	-	-
Other debt sharing pari-passu charge with above debt		-	-		-	-	-	-	-	-	-	-	-	-	-
Other Debt		-	-		-	-	-	-	-	-	-	-	-	-	-
Subordinated debt		-	-		-	-	-	-	-	-	-	-	-	-	-
Borrowings		-	-		-	-	2,492.0	-	2,492.0	-	-	-	-	-	-
Bank		-	-		-	-	-	-	-	-	-	-	-	-	-
Debt securities		-	-		-	-	-	-	-	-	-	-	-	-	-
Others		-	-		-	-	-	-	-	-	-	-	-	-	-
Trade payables		-	-		-	-	-	-	-	-	-	-	-	-	-
Lease liabilities		-	-		-	-	-	107.0	107.0	-	-	-	-	-	-
Provisions		-	-		-	-	-	1.4	1.4	-	-	-	-	-	-
Others		-	-		-	-	-	6.2	-	-	-	-	-	-	-
Total Liabilities		-	-		740.0	-	6,120.0	-	3,513.4	-	-	-	-	-	-
Cover on Book value***		-	-		6.2	-	-	-	6,860.0	-	-	-	-	-	-
Cover on Market value		Exclusive Security Cover Ratio		Nil	Pari-Passu Security Cover Ratio	100%									9.4

\* The market value of Rs.6,916.00 millions to inventory is on the basis of certified valuation done on 10 November 2023.

\*\* Assets considered for pari-passu charge is calculated on the basis of asset cover requirement as per respective information memorandum for securities and as per sanction of loans.

\*\*\* Asset cover is calculated with respect to only those debts for which this certificate is being issued.

Place : Gurugram  
Date : 12 February 2024

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Amit Roshan Bhatia  
Director





# Agarwal Prakash & Co.

CHARTERED ACCOUNTANTS

508, Indra Prakash, 21, Barakhamba Road, New Delhi - 110001

Phone : 011-43516377 • E-mail : contact@apnco.org

**Independent Auditor's Report on Asset Cover as at 31 December 2023 under 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) for submission to the BSE Limited and IDBI Trusteeship Services Limited (the "Debenture Trustee")**

To  
Board of Directors  
Tapir Constructions Limited  
Office No. 202, 2<sup>nd</sup> floor,  
A-18, Rama House, Middle Circle,  
Connaught Place, New Delhi - 110001

1. This report is issued in accordance with our master engagement letter.
2. We Agarwal Prakash & Co., Chartered Accountants, are the Statutory Auditors of the Company and have been requested by the Company to examine the accompanying Statement showing 'Asset Cover' for the listed non-convertible debt securities as at 31 December 2023 (the "Statement") which has been prepared by the Company from the reviewed financial statements and other relevant records and documents maintained by the Company as at and for nine months ended 31 December 2023 pursuant to the requirements of the Regulation 56(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the "SEBI Regulations"), and has been initiated by us for identification purpose only.

This Report is required by the Company for the purpose of submission with IDBI Trusteeship Services Limited (the "Debenture Trustee") of the Company and to the BSE Limited to ensure compliance with the SEBI Regulations and SEBI Circular SEBI/HO/MIRSD/MIRSO\_CRADT/CIR/P/2022/67 dated 19 May 2022 ("the circular") in respect of its listed non-convertible debt securities as at 31 December 2023 ("Debentures"). The Company has entered into agreement(s) with the Debenture Trustee ("Debenture Trust Deed") in respect of such Debentures, as indicated in the Statement.

## Management's Responsibility on the Statement

3. The preparation of the accompanying Statement including 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 controls 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 compliance with the relevant requirements of the SEBI Regulations, SEBI Circulars, Companies Act, 2013 and other Applicable Laws and Regulations for the purpose of furnishing the Statement and for providing all other relevant information to the Trustee.
5. The Management is also responsible to ensure that Assets Cover Ratio as on 31 December 2023 is in compliance with SEBI circular no. SEBI/HO/MIRSD/MIRSD\_CRADT/CIR/P/2022/67 dated 19



May 2022 with the minimum asset cover requirement of hundred percent as per the SEBI Regulations as given in Annexure I attached to this certificate.

### **Auditor's Responsibility**

6. Our responsibility, for the purpose of this certificate is to verify the particulars contained in the Statement, on the basis of the unaudited financial statements and other relevant records and documents maintained by the Company and to certify asset cover ratio is minimum hundred percent as per the minimum requirement stated in SEBI Regulations.
7. We have reviewed the Financial Results for the quarter and nine months ended 31 December 2023, 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 12 February 2024. Our review of these financial results for the quarter and period ended 31 December 2023 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 ("ICAI") respectively.
8. 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 requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
9. 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".
10. 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.
11. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the applicable criteria, mentioned in paragraph 6 above. 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 is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. 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 secured Debentures and noted the asset cover percentage required to be maintained by the Company in respect of such Debentures, as indicated in Annexure I of the Statement.
  - (b) Traced and agreed the principal amount of the Debentures outstanding as on 31 December 2023 to the reviewed financial statement of the Company and unaudited books of account maintained by the Company as at 31 December 2023;
  - (c) Obtained and read the particulars of asset cover required to be provided in respect of Debentures as indicated in the Debenture Trust Deed and the Information Memorandum.
  - (d) Traced the value of assets indicated in Annexure I of the Statement to the reviewed financial statements of the Company and unaudited books of account maintained by the Company as on 31 December 2023.



- (e) Obtained the list of security created in the register of charges maintained by the Company and 'Form No. CHG-9' filed with Ministry of Corporate Affairs. Traced the value of charge created against assets to the asset cover.
  - (f) Obtained 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 asset cover in respect of the Debentures.
  - (g) Examined and verified the arithmetical accuracy of the computation of asset cover indicated in Annexure I of the Statement.
12. We have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate.

### **Conclusion**

13. Based on the procedures performed by us, as referred to in paragraph 11 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 the Company has not maintained hundred percent asset cover or asset cover as per the terms of the Information Memorandum and Debenture Trust deed.

### **Restriction on use**

14. 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 BSE Limited and Debenture Trustee 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 certificate for events and circumstances occurring after the date of this report.

For Agarwal Prakash & Co.

Chartered Accountants

Firm's Registration No.: 005975N



Vikas Aggarwal  
Partner

Membership No: 097848

UDIN: 24097848BKGPYJ7836

Place: New Delhi

Date: 12 February 2024



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	(Rs. In Millions)
	Description of assets for which this certificate relate	Exclusive Charge Debt for which this certificate being issued	Exclusive Charge Other Secure Debt	Pari-passu Charge Debt for which this certificate being issued	Pari-passu Charge Assets Shared by pari passu debt holder (including debt for which certificate is issued & other debt with pari-passu charge)	Pari-passu Charge Other assets on which there is pari-passu (excluding items covered in column F)	Assets not offered as security	Elimination (amount in negative)	Total (C to H)		Related to only those items covered by this certificate				
Particulars		Book Value	Book Value	Yes/No	Book Value	Book Value				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 with	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)	
ASSETS															
Property, plant and equipment		-	-		-	-	-	2.9	2.9	-	-	-	-	-	-
Capital work-in-progress		-	-		-	-	-	-	-	-	-	-	-	-	-
Intangible assets		-	-		-	-	-	0.1	0.1	-	-	-	-	-	-
Right to use asset		-	-		-	-	-	1.4	1.4	-	-	-	-	-	-
Other non-current financial assets		-	-		-	-	-	0.2	0.2	-	-	-	-	-	-
Other non-current assets		-	-		-	-	-	-	-	-	-	-	-	-	-
Deferred tax assets (net)		-	-		-	-	-	-	-	-	-	-	-	-	-
Non-current tax assets (net)		-	-		-	-	-	-	-	-	-	-	-	-	-
Inventories* & **		-	-		4,577.0	-	30.8	-	30.8	-	-	-	-	-	-
Investments**		-	-		11.9	-	-	-	4,577.0	-	-	6,916.0	-	-	6,916.0
Trade receivables		-	-		-	-	-	-	11.9	-	-	-	-	11.9	11.9
Cash and cash equivalents		-	-		-	-	-	-	-	-	-	-	-	-	-
Other bank balances**	Bank Deposits	-	-		2.5	-	-	20.1	20.1	-	-	-	-	-	-
Loans		-	-		-	-	-	-	2.5	-	-	-	-	2.5	2.5
Other financial assets		-	-		-	-	-	0.4	0.4	-	-	-	-	-	-
Other current assets		-	-		-	-	-	135.0	135.0	-	-	-	-	-	-
Total Assets		-	-		4,591.4	-	190.9	-	4,782.3	-	-	6,916.0	-	14.4	6,930.4
Liabilities		-	-		-	-	-	-	-	-	-	-	-	-	-
Debt securities to which this certificate pertains		-	-	Yes	740.0	-	-	-	740.0	-	-	-	-	-	-
Other debt sharing pari-passu charge with above debt		-	-		-	-	-	-	-	-	-	-	-	-	-
Other Debt		-	-		-	-	-	-	-	-	-	-	-	-	-
Subordinated debt		-	-		-	-	-	-	-	-	-	-	-	-	-
Borrowings		-	-		-	-	-	2,492.0	2,492.0	-	-	-	-	-	-
Bank		-	-		-	-	-	-	-	-	-	-	-	-	-
Debt securities		-	-		-	-	-	-	-	-	-	-	-	-	-
Others		-	-		-	-	-	-	-	-	-	-	-	-	-
Trade payables		-	-		-	-	-	-	-	-	-	-	-	-	-
Lease liabilities		-	-		-	-	-	107.0	107.0	-	-	-	-	-	-
Provisions		-	-		-	-	-	1.4	1.4	-	-	-	-	-	-
Others		-	-		-	-	-	6.2	6.2	-	-	-	-	-	-
Total Liabilities		-	-		740.0	-	-	3,513.4	3,513.4	-	-	-	-	-	-
Cover on Book value***		-	-		6.2	-	-	6,120.0	6,860.0	-	-	-	-	-	-
Cover on Market value		Exclusive Security Cover Ratio		Nil	Pari-Passu Security Cover Ratio	100%									9.4

\* The market value of Rs.6,916.00 millions to inventory is on the basis of certified valuation done on 10 November 2023.

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\*\*\* Asset cover is calculated with respect to only those debts for which this certificate is being issued.

Place : Gurugram  
Date : 12 February 2024

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Amit Roshan Bhat  
Director

