



Press Release

Sylvanus Properties Limited (SPL)

Revised Press Release

May 09, 2025

This is with reference to the press release dated February 25, 2025. The revised press release stands as below. The revised press release has replaced link for Rating Methodology for Infrastructure Companies by Rating Methodology for Real Estate Entities.

Link to the press release dated February 25, 2025, published on Infomerics' website:

[Rev-Sylvanus-Properties-25feb25.pdf](https://www.infomerics.com/rev-sylvanus-properties-25feb25.pdf)

Ratings

Instrument / Facility	Amount (Rs. crore)	Current Ratings	Previous Ratings	Rating Action	Complexity Indicator
Long Term Instruments- Non- Convertible Debentures (NCD's)	200.00	IVR A- (CE)*/ Stable (IVR Single A Minus (Credit Enhancement); Stable Outlook)	Provisional IVR A- (CE)*/ Stable (Provisional IVR Single A Minus (Credit Enhancement); Stable Outlook)	Rating Reaffirmed & Final Rating	Complex
Long Term Instruments – Proposed Non- Convertible Debentures (NCDs)	150.00**	IVR A- (CE)*/ Stable (IVR Single A Minus (Credit Enhancement); Stable Outlook)	Provisional IVR A- (CE)*/ Stable (Provisional IVR Single A Minus (Credit Enhancement); Stable Outlook)	Rating Reaffirmed & Final Rating	Complex
Total	350.00 (Rupees Three Hundred and Fifty Crores only)				

**Fully backed by unconditional and irrevocable Corporate Guarantee from the parent company Equinox India Developments Limited (EMBDL) and other group companies i.e. Vigor Developments Private Limited (VDPL) and Sky Forest Projects Private Limited (SFPPL).*

****The proposed NCDs of Rs. 150.00 crore shall be issued on private placement basis in one or more tranches.**



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		Current Ratings	Previous Ratings
Unsupported Rating#	Non-Convertible Debentures (NCDs)	IVR BB/ Stable (IVR Double B with Stable Outlook)	IVR BB/ Stable (IVR Double B with Stable Outlook)

#Unsupported rating does not factor in the explicit credit enhancement.

Details of Facilities/Instruments are in Annexure 1. Facility wise lender details are at Annexure 2. Detailed explanation of covenants is at Annexure 3.

Detailed Rationale

The ratings reaffirmation and conversion to final rating of the debt facility of Sylvanus Properties Limited is on account of appointment of a SEBI registered Debenture Trustee and signing of trust deed. Additionally, Infomerics has received the final term sheet and confirmation from trustee regarding compliance with all the terms and conditions of term sheet.

The rating continues to derive strength from support from diversified group with experienced management team and availability of huge land bank with strategic location of the various projects with all necessary approvals in most cases. The rating is however constrained by cyclicity of real estate sector, nature of real estate industry subject to regulations and high dependence on customer advances.

The rating of the instrument is based on the Credit Enhancement in the form of unconditional & irrevocable Corporate Guarantee issued by Equinox India Developments Limited (EMBDL) (Formerly known as Indiabulls Real Estate Limited (IBREL)), Vigor Developments Private Limited and Sky Forest Projects Private Limited to the lenders of the Company for the repayment obligation on the said facility. It is a joint and several guarantee. Given attributes of the corporate guarantee and the strengths of the parent company, Infomerics has factored in enhancement in the rating of the Rs.350 crore NCDs of SPL to IVR A- (CE)/ Stable outlook against the Unsupported Rating of IVR BB/ Stable outlook.

The Stable outlook reflects the improvement in the net worth of the guarantor on account of the issue of equity shares and warrants on preferential basis to marquee investors in the current financial year, basis which the company is expected to raise a total of Rs.3,911 crore. EMBDL has already acquired four real estate assets (three from the Embassy Group and One



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from Blackstone Real Estate Fund) for Rs.1,853 crore which are expected to be cash flow accretive to the company as well as provide revenue visibility over the medium term.

Key Rating Sensitivities:

Upward Factors

- Successful completion of project.
- Timely sale of flats and adequate cash flow generation.

Downward Factors

- Deterioration in credit profile of the Corporate Guarantor.
- Inadequate and untimely cash flows to the ESCROW account to meet the debt obligations for the projects.
- Delays in execution and significant cost overruns of the project.

List of Key Rating Drivers with Detailed Description

Key Rating Strengths

Corporate Guarantee from Equinox India Development Limited with experienced promoters

Equinox India Development Limited (rated IVR A-/Stable vide PR dated 3rd December 2024) has extended unconditional & irrevocable Corporate Guarantees for the repayment obligation of the said facility. EMBDL is one of the leading business conglomerates in the country with business interests across sectors like real estate, infrastructure & construction leasing etc. The operations of the company are professionally managed by competent personnel. The new management took control of the company under the leadership of Mr. Sachin Shah w.e.f. February 28, 2023. The board has appointed a new Chief Operating Officer, Chief Financial Officer and Group Compliance Officer and Company Secretary. The New Management is committed to have the highest level of transparency and Corporate Governance standards which will eventually increase the value of Stakeholders thereby EMBDL would continue benefiting from its existing competent management. Further, Infomerics believe that in case of any pressure on cash flows, SPL being wholly owned subsidiary of EMBDL will continue to receive timely need-based financial support from its Corporate Guarantor i.e. EMBDL.



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Healthy Capital Structure and debt protection parameters of Corporate Guarantor, EMBDL

EMBDL's capital structure has seen a substantial improvement in the recent years. With the business strategy of focusing on asset light model, the company has divested much of its properties and assets and reduced its debt from the sales proceeds. The long-term debt to equity ratio of EMBDL has improved from 0.84x as on March 31, 2020 (referred for a period April 01 to March 31) to 0.11x as on March 31, 2024. Moreover, the Overall Gearing ratio improved from 0.40x as on March 31, 2022 to 0.11x as on March 31, 2024, similarly, TOL/ATNW of EMBDL remained at healthy level of 1.15x as on March 31, 2024 as compared to 1.30x as on March 31, FY2022.

Terms of the proposed escrow account, DSRA, ISRA and guarantee structure support timely debt service

There is an escrow sweep mechanism proposed whereby the cash flows from the three guarantors/ mortgagors would be used to service the debt obligations of the NCD issue. There is also Debt Service Reserve Account (DSRA) proposed to be set up to be funded to the extent of one quarter of principal repayment, as well as Interest Service Reserve Account (ISRA) to be funded for two months of interest payment. If the DSRA is not adequately funded 7 days prior to quarter end the debenture trustee has to issue a notice to the guarantor, and the guarantor has to fund the account by 3 days prior to quarter end.

Availability of huge land bank

The EMBDL through acquisitions and government allotments has created a sizeable land bank of 3,232 acres spread across Maharashtra, NCR and Chennai. This land bank is sufficient for proposed development over the next 5-7 years. From the above land bank, the company possesses 1,688 acres of SEZ land in Nashik and Raigad, Maharashtra. With its focus on core markets of Mumbai and NCR, this portion of land bank would tend to complement the current business strategy.



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Strategic Location of the project

Sylvanus Properties Limited is developing a project - Indiabulls Golf City, a residential real estate project spread across 40 acres of land parcel with 42 Buildings with G + 7 floor structure and 6 Villas is located at Savrolli, Khopoli, Tambati, Maharashtra 410202. The project is near to Khalapur toll plaza off the Mumbai – Pune express way. The project is located at prime location which enjoy close proximity to essential amenities, including schools, hospitals, shopping malls, highway etc. Moreover, the social and civic infrastructure surrounding the project site is well-maintained and in good condition. The project shall benefit from such infrastructure. The project is well connected with Navi Mumbai's New International Airport, South Mumbai via Trans Harbor Link (Atal Setu), State Highway MH SH-104, which connects to NH66, NH4, SH54 and JNPT road. EMBDL will be acting as the project manager for monitoring and supervising the project and will be providing all necessary support for marketing and branding of the project.

Key Rating Weaknesses

Cyclicalities in real estate sector

The real estate sector in India is cyclical with demand and prices in the sector moving in tandem with economic booms and slowdowns, which results in volatility in the cash flows of developers. During periods of recession, there is piling up of inventory on account of low demand, leading to significant price drops and reduced cash flows. These factors contribute to liquidity stress for real estate developers, posing challenges for the completion of on-going projects.

Highly regulated nature of real estate industry

The real estate sector is highly regulated with developers having to adhere to municipal rules as well as from various other government departments. Changes in regulations or the non-adherence to existing regulations can lead to delays in project execution. The central law RERA has provided the basic framework of consumer protection in real estate transactions: raising disclosure requirements of builders, bridging existing information asymmetry between buyers and builders, and ring-fencing the money paid upfront by buyers.



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High dependence on customer advances

Primarily, the company depends on advances received from its customers and external borrowings to fund its operations. With the strategy to reduce the total debt, the company's future operations would depend largely on the advances received from the customers. Any unexpected deviations from the customer receivables would result in delay in company's commitments and have a contagion effect on its financials.

Analytical Approach:

Credit Enhancement (CE Rating):

Credit Enhancement (CE) rating based on fully backed by an unconditional and irrevocable Corporate Guarantee of a parent company Equinox India Developments Limited (EMBDL) and other group companies i.e. Vigor Developments Private Limited and Sky Forest Projects Private Limited towards the NCDs availed by SPL.

Unsupported: Standalone approach

Adequacy of Credit Enhancement Structure:

For assigning the rating, Infomerics has assessed the attributes of the guarantee issued by Equinox India Developments Limited (EMBDL) (Formerly Known as Indiabulls Real Estate Limited (IBREL)), Vigor Developments Private Limited and Sky Forest Projects Private Limited in favour of the said instrument. The guarantee is legally enforceable, irrevocable, unconditional and covers the entire amount and tenor of the rated instrument. The support from Corporate Guarantor results in an enhancement in the rating of the said instrument to IVR A- (CE)/ Stable; against the unsupported rating of IVR BB/Stable.

Transaction structure:

If (3) three days prior to the due date on which any amount is due and payable by the issuer under or in connection with any Debenture documents, the funds available in the Escrow Account (NCD Servicing) are not sufficient for repayment of Debenture obligations, it shall be recognized as an "Event of Default"

Upon occurrence of Event of Default, the Debenture Trustee shall have the right to invoke the Guarantee to the extent of obligations guaranteed by the Guarantors immediately and, in any



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case, not later than T-2 days by giving a Demand Notice to the Guarantors. It is hereby clarified that the Due Date of payment is T.

Upon receipt of the Demand notice by the Debenture Trustee, the Guarantors shall forthwith and in any case on or prior to T-1 day make the payment of the due amount towards the Debenture obligations.

Applicable Criteria:

[Rating Methodology for Real Estate Entities](#)

[Criteria on assigning rating outlook](#)

[Policy on Default Recognition and Post-Default Curing Period](#)

[Complexity Level of Rated Instruments/Facilities](#)

[Financial Ratios & Interpretation \(Non-Financial Sector\).](#)

[Rating Methodology for Structure Debt Transaction \(Non-Securitisation Transaction\)](#)

[Policy on provisional ratings](#)

Liquidity – Adequate

The Company's sales are expected to rise with an increase in the number of sold flats. The company maintains moderate cash and bank balance to meet its liquidity requirements, thus indicating adequate liquidity position of the company in meeting its debt obligations. Further, EMBDL has provided an undertaking for financial support in case of cost overrun and for cash flow mismatches during the construction and there is also Corporate Guarantee provided by EMBDL.

About the Company

Sylvanus Properties Limited:

Sylvanus Properties Limited (SPL) having CIN: U70109DL2006PLC150229 was incorporated on 25th June 2006 and is wholly owned by subsidiary of Equinox India Development Limited. SPL is engaged in the business of real estate and other related and ancillary activities. The company is domiciled in India and its registered office is situated at Office no. 202, 2nd floor, A-18, Rama House, Middle Circle, Connaught place, Delhi – 11000. The company is undertaking development of a real estate project “Indiabulls Golf City” located at Khalapur district, Maharashtra.



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About the Corporate Guarantor:

Equinox India Developments Limited (EMBDL) formerly Indiabulls Real Estate Limited (IBREL), incorporated on 04th April, 2006, is engaged in real estate development, directly as well as through various subsidiaries as well as associate companies. The main focus of EMBDL is construction and development of properties, project management, investment advisory and construction services. It is a holding company domiciled in India and has 174 subsidiaries as on financial year ended March 31, 2024

About the Project: Indiabulls Golf City

Indiabulls Golf City is a residential real estate project spread across 40 acres of land situated at Savroli, Khalapur Toll Naka, Mumbai - Pune Expressway, Khopoli, Tambati, Maharashtra 410202 being developed by Sylvanus Properties Limited in multiple phases for which separate RERA number has been obtained.

Financials (Standalone):

For the year ended/ As on*	(Rs. crore)	
	31-03-2023	31-03-2024
	Audited	Audited
Total Operating Income	-8.70	20.24
EBITDA	-101.84	-129.50
PAT	-108.76	-128.82
Total Debt	945.63	997.98
Tangible Net Worth	-541.94	-670.79
EBITDA Margin (%)	1170.22	-639.69
PAT Margin (%)	1348.93	-612.10
Overall Gearing Ratio (x)	-1.74	-1.49
Interest Coverage (x)	-14.10	-1651.81

* Classification as per Infomerics' standards.

Status of non-cooperation with previous CRA: Nil

Any other information: Nil



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Rating History for last three years:

Sr. No.	Name of Security/Facilities	Current Ratings (2024-2025)			Rating History for the past 3 years		
		Type (Long Term/Short Term)	Amount outstanding (Rs. Crore)	Rating	Date(s) & Rating(s) assigned in 2024-2025	Date(s) & Rating(s) assigned in 2023-2024	Date(s) & Rating(s) assigned in 2022-2023
		February 25, 2025			(December 03, 2024)	Date (Month XX, 20XX)	Date (Month XX, 20XX)
1.	Non-Convertible Debentures (NCD's)	Long Term	200.00	IVR A- (CE)/ Stable	Provisional IVR A- (CE)/ Stable	--	--
				Unsupported: IVR BB/ Stable	Unsupported: IVR BB/ Stable		
2.	Proposed Non-Convertible Debentures (NCD's)	Long Term	150.00	IVR A- (CE)/ Stable	Provisional IVR A- (CE)/ Stable	--	--
				Unsupported: IVR BB/ Stable	Unsupported: IVR BB/ Stable		

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About Infomerics:

Infomerics Valuation and Rating Ltd (Infomerics) [Formerly Infomerics Valuation and Rating Private Limited] was founded in the year 1986 by a team of highly experienced finance professionals for research and risk evaluation. Infomerics commenced its activities as External Credit Assessment Institution after obtaining registration from Securities Exchange Board of India (SEBI) and accreditation from Reserve Bank of India (RBI).

Adhering to best international practices and maintaining high degree of ethics, the team of analysts at Infomerics deliver quality credit ratings. Infomerics evaluates wide range of debt instruments which helps corporates access to financial markets and provides investors credit ratings backed by in-depth research. The transparent, robust, and credible ratings have gained the confidence of investors and the banks.

Infomerics has a pan India presence with Head Office in Delhi and Corporate Office at Mumbai, with branches in major cities and representatives in several locations.

Infomerics also has international presence with credit rating operations in Nepal through its JV subsidiary.

For more information and definition of ratings please visit www.infomerics.com.

Disclaimer: Infomerics ratings are based on information provided by the issuer on an 'as is where is' basis. Infomerics credit ratings are an opinion on the credit risk of the issue / issuer and not a recommendation to buy, hold or sell securities. Infomerics reserves the right to change or withdraw the credit ratings at any point in time. Infomerics ratings are opinions on financial statements based on information provided by the management and information obtained from sources believed by it to be accurate and reliable. The credit quality ratings are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. We, however, do not guarantee the accuracy, adequacy or completeness of any information, which we accepted and presumed to be free from misstatement, whether due to error or fraud. We are not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by us have paid a credit rating fee, based on the amount and type of bank facilities/instruments. In case of partnership/proprietary concerns/Association of Persons (AOPs), the rating assigned by Infomerics is based on the capital deployed by the partners/proprietor/ AOPs and the financial strength of the firm at present. The rating may undergo change in case of withdrawal of capital or the unsecured loans brought in by the partners/proprietor/ AOPs in addition to the financial performance and other relevant factors.



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Annexure 1: Instrument/Facility Details

Name of Facility	ISIN	Date of Issuance	Coupon Rate/ IRR	Maturity Date	Size of Facility (Rs. Crore)	Rating Assigned/ Outlook
Long Term-NCDs	INE826M07038	January 03, 2025	13.50%	January 03, 2028	200.00	IVR A- (CE)* / Stable
Long Term-Proposed NCDs	--	--	--	--	150.00	IVR A- (CE)* / Stable

**Based on fully backed unconditional and irrevocable Corporate Guarantee from a parent company EMBDL and other group companies i.e. VDPL, SFPPL.*

Synopsis of Term Sheet

Issuer	Sylvanus Properties Limited	
Amount (Rs. In Crore)	200.00	150.00
ISIN number	INE826M07038	--
Mode of Issuance	Private Placement	Private Placement
Seniority	Senior	Senior
Type and nature of instruments	Senior, Secured, Non-Cumulative, Redeemable, Taxable, Rated, Listed Securities in the form of Non-Convertible Debentures (the "Debentures" or "NCDs")	Senior, Secured, Non-Cumulative, Redeemable, Taxable, Rated, Listed Securities in the form of Non-Convertible Debentures (the "Debentures" or "NCDs")
Issue Size	INR 200,00,00,000/- (Rupees Two Hundred Crores Only) by Issuance of 20,000 Senior, Secured, Non-Cumulative, Redeemable, Taxable, Rated, Listed Debentures of INR1,00,000/- (Rupees One Lakh Only) Face Value Each in Tranches I.	INR 150,00,00,000/- (Rupees One Hundred Fifty Crores Only) by Issuance of 15,000 Senior, Secured, Non-Cumulative, Redeemable, Taxable, Rated, Listed Debentures of INR1,00,000/- (Rupees One Lakh Only) Face Value Each in One or more Tranches.
Listing	Listed on WDM segment of BSE	Proposed be listed on BSE

Annexure 2: Facility wise lender details: Not Applicable

Annexure 3: Detailed explanation of covenants of the rated facilities:

Name of the Security	Detailed Explanation
Financial Covenant	
1. Borrower level Financial Covenants	Minimum DSCR to be maintained of 1.75x and Average DSCR to be maintained of 1.5x basis the gross collections on an aggregate basis both from the Sold Units and Unsold Inventory after taking into account the unscheduled prepayment for the respective Tranches. In case of under subscription in Tranche 1 Debentures, the DSRA shall be



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		<p>calculated for Tranche 1 and Tranche 2 Debentures separately accounting for Project 2 and Project 3 (for Tranche 1) and Project 1 for Tranche 2 Debentures.</p> <p>Minimum Security cover of 2.00x to be maintained throughout the tenure of the NCDs as defined below. Security cover shall be computed as ratio of (a) is to (b) below:</p> <p>a) Market Value of the Security Area</p> <p>b) Outstanding Amount minus balance in the NCD Servicing Account, Master Collections account, RERA accounts, DSRA, ISRA, Any permitted investments, etc.</p> <p>Debenture Trustee shall appoint an Independent Valuer as per the requisite guidelines for submission of the Valuation Report on annual starting from 30th September, 2025.</p>	
2.	Corporate Guarantee	Net Debt to Tangible Net worth of Corporate Guarantor shall be < 1.0	
	Non-financial Covenant		
1.	Developer and Corporate Guarantor	Developer / Issuer / Company	Sylvanus Properties Limited
		Sponsor / Parent Company / Corporate Guarantor 1	Equinox India Developments Limited
		Mortgagor 2/ Corporate Guarantor 2	Vigor Developments Private Limited
		Mortgagor 3 / Corporate Guarantor 3	Sky Forest Projects Private Limited
2.	Listing & Rating	<p>On the Wholesale Debt Market (WDM) segment of Bombay Stock Exchange Limited (BSE)</p> <p>Minimum Credit rating of A- (CE) from Infomerics</p>	
3.	Rating related Covenants & Downgrade of Rating of the Instrument	<p>In case the Rating of the Instrument is downgraded, the Coupon will be stepped up by 25 bps for each notch of such downgrade and such revised coupon shall be applicable for the period such downgrade continues. The coupon would be reduced by 25 basis points for each notch of subsequent upgrade such that the coupon shall not at any time be less than the coupon rate on the deemed date of allotment</p> <p>In case the Rating of the Instrument and/ or the rating of the Guarantor is downgraded by 2 notches from the respective outstanding rating at the Deemed Date of Allotment, then the investors will have an option to ask for Accelerated Redemption of the Debentures. In case the Debenture Holders exercise this right, then Issuer shall have to pay the outstanding amount along with accrued interest within 90 days from such notice.</p> <p>In case of ratings from multiple agencies, the lowest rating shall be considered for both increase in Coupon in case of Downgrades and Acceleration in Redemption in case of 2 notch downgrade.</p>	
4.		Indiabulls Golf City ("Project 1")	Indiabulls Golf City is a under construction residential real estate



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	Project Details		project spread across 40 acres of land situated at Savrolli, Khalapur Toll Naka, Mumbai - Pune Expressway, Khopoli, Tambati, Maharashtra 410202 being developed by Corporate Guarantor 2 in multiple phases for which separate RERA number has been obtained (" Project 1 ").
		Embassy East Avenue ("Project 2")	Embassy East Avenue is an under construction residential real estate project spread across 3.75 acres land situated at ITPL Main Rd, Prasanth Extension, Kadugodi, Bengaluru, Karnataka 560066 being developed under an area sharing basis. JDA between Mr. Y R Anil and Mrs. Y Kalpana (" Landowners ") and Vigor Developments Private Limited (" Issuer "). According to the JDA, 68% of the total saleable area belongs to the Issuer and remaining 32% belongs to the landowner's share, having total Saleable area of about 5,42,714 sq ft (" Project 2 ").
		Indiabulls Sky Forest ("Project 3")	Indiabulls Sky Forest is a late-stage residential real estate project situated at Jupiter 841, Senapati Bapat Marg, Elphinstone Road (West), Mumbai, Maharashtra 400013 being developed by Corporate Guarantor 3 (" Project 3 ").
5.	Information Covenants	<p>Issuer shall provide the following information to the Debenture Trustee</p> <ol style="list-style-type: none"> 1. Quarterly Sales report and Collection report within 30 days from end of each quarter 2. Weekly Bank Statement of Project Master Collection Account and NCD Servicing Account 3. Monthly Details of the Conditional NOC for Sale taken from the Debenture Trustee within 3 working days from the end of each month. 4. Details of Permitted Project Expenditure made in each quarter within 60 days from end of each quarter 5. Audited financials within 180 days from end of each financial year 6. Unaudited/ Provisional financials (including Cash Flow Statement) within 60 days from end of each quarter 7. List of all Litigations within 7 days from end of each half year 	
6.	Tenor	Door to door tenor of 36 months from the Deemed Date of Allotment of NCDs subject to Schedule Redemption and Partial Prepayments (if any) as defined in the term sheet herein.	
7.	Redemption Schedule	The Debentures shall have a tenure of 36M from the Deemed Date of Allotment. However, the Redemption Schedule for the Debentures shall be as under from the Deemed of Allotment subject to any Partial Prepayment or full prepayment on or before Final Redemption Date. Any Partial Prepayment shall be adjusted in the subsequent Schedule Redemption. There shall be no prepayment penalty on the Partial	



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		Prepayment and/or full prepayment. Issuers shall give a Prepayment Notice 15 Days prior to such Prepayment of NCDs.																						
		<table><tr><td>Month from DDA</td><td>%</td></tr><tr><td>9M</td><td>10%</td></tr><tr><td>12M</td><td>10%</td></tr><tr><td>15M</td><td>10%</td></tr><tr><td>18M</td><td>10%</td></tr><tr><td>21M</td><td>10%</td></tr><tr><td>24M</td><td>10%</td></tr><tr><td>27M</td><td>10%</td></tr><tr><td>30M</td><td>10%</td></tr><tr><td>33M</td><td>10%</td></tr><tr><td>36M</td><td>10%</td></tr></table>	Month from DDA	%	9M	10%	12M	10%	15M	10%	18M	10%	21M	10%	24M	10%	27M	10%	30M	10%	33M	10%	36M	10%
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27M	10%																							
30M	10%																							
33M	10%																							
36M	10%																							
8.	Corporate Guarantee	Unconditional and Irrevocable Corporate Guarantee by Equinox Developments India Limited, Vigor Developments Private Limited and Sky Forest Projects Private Limited for funding of the NCD Servicing Account, Debt Servicing Reserve Account and for Additional Expenditure if any.																						
9.	Security	<p>The Debentures and all other monies relating thereto shall be secured by:</p> <ul style="list-style-type: none">• Sole and Exclusive charge of land/Development rights by way of Registered English Mortgage/Memorandum of Entry along with all current and future FSI of Project 1 and Project 2 by the Issuer and Corporate Guarantor 2;• Sole and Exclusive charge by way of Hypothecation of all current and future receivables of Project 1, Project 2 and Project 3 by the Issuer, Corporate Guarantor 2 and Corporate Guarantor 3;• First ranking pari passu charge on the NCD Servicing Account, and 2M Interest ISRA• Irrevocable and Unconditional Corporate Guarantee of Corporate Guarantor 1, Corporate Guarantor 2 and Corporate Guarantor 3;• 100.00% Share Pledge of the Issuer, Corporate Guarantor 2 and Corporate Guarantor 3;• Deemed Mortgage of Units in case of Cancellation Event herein under defined <p>In the event Tranche 1 Debentures are undersubscribed, the subscribers for the Tranche 1 Debentures shall have;</p> <ul style="list-style-type: none">• Sole and Exclusive charge on Project 2 and Project 3 and shall have Pari Passu Charge for Project 1 (to the extent required to fulfill their Security Cover requirement) with the Tranche 2 Debentures. It is further clarified that issuance and Creation of Charge of Tranche 2 Debentures secured against the Project 1 shall not require any further explicit written approval of Tranche 1 Debentures;• Sole and Exclusive charge on the Shares of Corporate Guarantor 2 and Corporate Guarantor 3;• Pari-Passu Charges on the 100% Share Pledged by the Issuer																						



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		<p>along with Tranche 2 Debenture Holders.</p> <ul style="list-style-type: none">• Irrevocable and Unconditional Corporate Guarantee extended by Corporate Guarantor 2 and Corporate Guarantor 3;• Sole and Exclusive charge on the proportionate ISRA being created and maintained for Tranche 1 Debentures, proportionate DSRA being created and maintained for Tranche 1 Debentures and the NCD Servicing Account for Project 2 and Project 3. <p>Minimum Security Cover of 2x to shall be maintained throughout the tenor of the Tranche 1 and Tranche 2 NCDs respectively. Mortgage and Hypothecation should be created on or before the Date of Allotment and the Registration/Perfection of the same should be done not later than 30 days from such creation. The created charge to be perfected by registering with SRO and ROC through filing of appropriate forms including CHG-4 and/or CHG-01 with ROC.</p>																																																																		
10	Interest Service Reserve Account (“ISRA”)	<p>The Issuer shall maintain an ISRA equivalent to 2M Interest on the Outstanding Principal Amount at all time until Final Redemption of the NCDs from the Issue Proceeds.</p> <p>The ISRA shall be proportionately reduced in case of a Partial Redemption of the Face Value and considering balance tenor of the NCDs.</p> <p>The monies in ISRA shall be maintained with Designated Mutual Fund as part of the Security. The said monies will be kept in Liquid Fund.</p>																																																																		
11	Debt Service Reserve Account (“DSRA”)	<p>The Issuer shall maintain a DSRA equivalent to Scheduled Principal Repayment Due and Payable for the Quarter as per the Mechanism for DSRA Funding hereinunder mentioned. The monies in DSRA shall be maintained with Designated Mutual Fund as part of the Security.</p>																																																																		
12	Minimum Collection Run Rate in the NCD Servicing Account	<p>The Issuer undertakes to have a minimum collection run rate in NCD Servicing Account as under on a quarterly and cumulative basis as under:</p> <table><tr><th>Month from DDA</th><th colspan="4">Minimum Quarterly Collection Run Rate INR Cr</th><th>Cumulative Run Rate INR Cr</th></tr><tr><th></th><th>Project 1</th><th>Project 2</th><th>Project 3</th><th>Total</th><th></th></tr><tr><td>3M</td><td>0</td><td>20</td><td>25</td><td>45</td><td>45</td></tr><tr><td>6M</td><td>0</td><td>20</td><td>25</td><td>45</td><td>90</td></tr><tr><td>9M</td><td>0</td><td>20</td><td>25</td><td>45</td><td>135</td></tr><tr><td>12M</td><td>20</td><td>20</td><td>0</td><td>40</td><td>175</td></tr><tr><td>15M</td><td>15</td><td>55</td><td>0</td><td>70</td><td>245</td></tr><tr><td>18M</td><td>25</td><td>45</td><td>0</td><td>70</td><td>315</td></tr><tr><td>21M</td><td>30</td><td>35</td><td>0</td><td>65</td><td>380</td></tr><tr><td>24M</td><td>30</td><td>35</td><td>0</td><td>65</td><td>445</td></tr><tr><td>27M</td><td>30</td><td>35</td><td>0</td><td>65</td><td>510</td></tr></table>	Month from DDA	Minimum Quarterly Collection Run Rate INR Cr				Cumulative Run Rate INR Cr		Project 1	Project 2	Project 3	Total		3M	0	20	25	45	45	6M	0	20	25	45	90	9M	0	20	25	45	135	12M	20	20	0	40	175	15M	15	55	0	70	245	18M	25	45	0	70	315	21M	30	35	0	65	380	24M	30	35	0	65	445	27M	30	35	0	65	510
Month from DDA	Minimum Quarterly Collection Run Rate INR Cr				Cumulative Run Rate INR Cr																																																															
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27M	30	35	0	65	510																																																															



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		30M	30	35	0	65	575
		33M	20	40	0	60	635
		36M	20	40	0	60	695
13	Escrow Sweep	<p>The Issuer, Corporate Guarantor 2 and Corporate Guarantor 3 undertake to maintain the following Sweep for the Project.</p> <p>For Project 1 for the Issuer: 80.00% Sweep of the Project Collection for the Interest and Schedule/Unscheduled Redemption and the remaining monies shall be utilized for the Project Construction Only.</p> <p>For Project 2 for the Corporate Guarantor 2: 65.00% Sweep of the Project Collection for the Interest and Schedule/Unscheduled Redemption and the remaining monies shall be utilized for the Project Construction Only.</p> <p>For Project 3 for the Corporate Guarantor 3: 80.00% Sweep of the Project Collection for the Interest and Schedule/Unscheduled Redemption and the remaining monies shall be utilized for the Project Construction Only.</p>					
14	Prepayment of Partial Face Value	<p>The Issuer may voluntarily prepay all or any part of the Debenture Obligations by providing prior written notice of 15 (fifteen) days. No prepayment premium shall be payable on any voluntary redemption of the NCDs. Provided however that, the minimum redemption amount shall be at least 2% of the then outstanding face value of the Debentures.</p>					
15	Coupon Rate and Payment Frequency	<p>13.50% p.a. payable monthly</p> <p>Monthly starting from and at the end of the tenor along with the Final redemption.</p> <p>Fixed</p>					
16	Negative Covenants	<p>No further financial indebtedness and/or Guarantees by the Issuer/Mortgagor 1, Corporate Guarantor 2/Mortgagor 2 and Corporate Guarantor 3/Mortgagor 3 throughout the tenor.</p> <p>Restrictions on any dividends/share-buyback/capital reduction or any other form of cash out from the Issuer if any Event of Default has occurred and is continuing,</p> <p>Restrictions on payment of intercompany debt either from the Parent or any group company of the Guarantor if any Event of Default has occurred and is continuing</p> <p>Any ICD/Loan from promoter company to be subordinated to NCDs and will not have right to call EOD.</p> <p>Change of Control of the Issuer not permitted without prior approval of Debenture Trustee</p> <p>Sponsor shall provide a Non-Disposal Undertaking (NDU) for their shareholding</p> <p>Net Debt of the sponsor to not exceed Rs 2750 Cr. Any further debt to be availed with approval of debenture trustee save and except debt which is part of the entities proposed to be merger with Corporate</p>					



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		Guarantor 1.
17	Transaction Documents	<ul style="list-style-type: none">• Debenture Trust Agreement.• Registered Debenture Trust Deed cum Mortgage and Hypothecation by the Issuer;• Memorandum of Entry cum Hypothecation by the Guarantor 2 in favor of the Debenture Trustee for the Project 2;• Deed of Hypothecation by the Guarantor 3 in favor of the Debenture Trustee for the Project 3;• Corporate Guarantee of Guarantor 1, Guarantor 2 and Guarantor 3;• Share Pledge Agreement for Issuer, Guarantor 2 and Guarantor 3;• Escrow Agreement with HDFC Bank Limited.• Letter of Continuity• Shortfall Undertaking• Demand Promissory Note• Legal Opinion by LLC shall form part of the Condition Subsequent under the Definitive Documents• any other document that may be designated as a transaction document by the Debenture Holders / Debentures Trustee.

Annexure 4: List of companies considered for consolidated/Combined analysis:

Not Applicable

Name of the company/Entity	Consolidation/Combined Approach
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Note on complexity levels of the rated instrument: Infomerics has classified instruments rated by it on the basis of complexity and a note thereon is available at www.infomerics.com.