

Rustomjee®

Date: August 5, 2024

The General Manager, Listing Department, Bombay Stock Exchange Limited , Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	The Manager, Listing & Compliance Department, National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1, G Block, Bandra Kurla Complex, Bandra East, Mumbai - 400 051
Scrip Code: 543669	Scrip Symbol: RUSTOMJEE

Dear Sir/ Madam,

Sub: Disclosure pursuant to Regulation 32(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulations")

Ref: Qualified Institutional Placement ("QIP") proceeds utilization Report

Please find attached the monitoring agency report for the quarter ended June 30, 2024 as received from monitoring agency on utilization of proceeds of a public issue.

In compliance with Regulation 32(6) of the Regulations, the monitoring agency confirmed in its report that there is no deviation in utilization of proceeds of a QIP as stated in the object of the issue.

This is also being uploaded on the Company's website at www.rustomjee.com.

Kindly take the same on records.

Thanking You.
Yours faithfully,

For Keystone Realtors Limited

Bimal K Nanda
Company Secretary & Compliance Officer
Membership No A11578

Encl.: As above

KEYSTONE REALTORS LIMITED

No. CARE/PRO/GEN/2024-2025/1004

The Board of Directors

Keystone Realtors Limited

702, Natraj, M V Road Junction,
Western Express Highway,
Andheri (East), Maharashtra,
Mumbai ,400069

08/05/2024

Dear Sir/Ma'am,

Monitoring Agency Report for the quarter ended 06/30/2024 - in relation to the QIP of Keystone Realtors Limited

We write in our capacity of Monitoring Agency for the QIP for the amount aggregating to Rs. 800 crore (Rs. 782.72 crore is net proceeds) of the Company and refer to our duties cast under 173A of the Securities & Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations.

In this connection, we are enclosing the Monitoring Agency Report for the quarter ended 06/30/2024 as per aforesaid SEBI Regulations and Monitoring Agency Agreement dated 05/22/2024.

Request you to kindly take the same on records.

Thanking you,

Yours faithfully,

Amita Yadav

Amita Yadav

Assistant Director

Amita.yadav@careedge.in

Report of the Monitoring Agency

Name of the issuer: Keystone Realtors Limited

For quarter ended: 06/30/2024

Name of the Monitoring Agency: CARE Ratings Limited

(a) Deviation from the objects: Not Applicable

(b) Range of Deviation: Not Applicable

Declaration:

We declare that this report provides an objective view of the utilization of the issue proceeds in relation to the objects of the issue based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The MA does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives. This Report is not intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever. Nothing mentioned in this report is intended to or should be construed as creating a fiduciary relationship between the MA and any issuer or between the agency and any user of this report. The MA and its affiliates also do not act as an expert as defined under Section 2(38) of the Companies Act, 2013.

The MA or its affiliates may have credit rating or other commercial transactions with the entity to which the report pertains and may receive separate compensation for its ratings and certain credit related analyses. We confirm that there is no conflict of interest in such relationship/interest while monitoring and reporting the utilization of the issue proceeds by the issuer, or while undertaking credit rating or other commercial transactions with the entity.

We have submitted the report herewith in line with the format prescribed by SEBI, capturing our comments, where applicable. There are certain sections of the report under the title "Comments of the Board of Directors", that shall be captured by the Issuer's Management / Audit Committee of the Board of Directors subsequent to the MA submitting their report to the issuer and before dissemination of the report through stock exchanges. These sections have not been reviewed by the MA, and the MA takes no responsibility for such comments of the issuer's Management/Board.

A handwritten signature in black ink that reads "Amita Yadav".

Signature:

Name of the Authorized Signatory: Amita Yadav

Designation of Authorized person/Signing Authority: Assistant Director

1) Issuer Details:

Name of the issuer : Keystone Relators Limited (KRL)
Name of the promoter : Boman Rustom Irani, Percy Sorabji Chowdhry and Chandresh Dinesh Mehta
Industry/sector to which it belongs : Real Estate

2) Issue Details

Issue Period : 05/22/2024 to 05/27/2024
Type of issue (public/rights) : Public-QIP
Type of specified securities : Equity shares
IPO Grading, if any : Not Applicable
Issue size (in crore) : Rs. 800.00 crore (Note 1)

Note 1:

Particulars	Values
Total shares as a part of issue @ (₹ 660 Per Share)	1,21,21,212
Total proceeds received from QIP (In ₹ Crore)	800.00
Details of expenses incurred related to QIP (In ₹ Crore)	17.28
Net proceeds available for utilization for the company (In ₹ Crore)	782.72

3) Details of the arrangement made to ensure the monitoring of issue proceeds:

Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Whether all utilization is as per the disclosures in the Offer Document?	Yes	Chartered Accountant certificate*, Bank Statement	Yes	Nil
Whether shareholder approval has been obtained in case of material deviations# from expenditures disclosed in the Offer Document?	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Whether the means of finance for the disclosed objects of the issue have changed?	No	Not Applicable	Not Applicable	Not Applicable
Is there any major deviation observed over the earlier monitoring agency reports?	No	Not Applicable	Not Applicable	Not Applicable
Whether all Government/statutory approvals related to the object(s) have been obtained?	Yes	BSE and NSE QIP listing approval certificate	Yes	Nil
Whether all arrangements pertaining to technical assistance/collaboration are in operation?	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Are there any favorable/unfavorable events affecting the viability of these object(s)?	No	Not Applicable	No	Not Applicable



Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Is there any other relevant information that may materially affect the decision making of the investors?	No	Not Applicable	No	Not Applicable

*Chartered Accountant certificate from M/s. MAKK & Co. (formerly R. Jaitlia & Co.) vide its CA certificate dated July 30, 2024

#Where material deviation may be defined to mean:

- Deviation in the objects or purposes for which the funds have been raised
- Deviation in the amount of funds actually utilized by more than 10% of the amount projected in the offer documents.

4) Details of objects to be monitored:

(i) Cost of objects:

Sr. No	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Original cost (as per the Offer Document) in Rs. Crore	Revised Cost in Rs. Crore	Comments of the Monitoring Agency	Comments of the Board of Directors		
						Reason for cost revision	Proposed financing option	Particulars of - firm arrangements made
1.	Part funding the costs for acquisition of land, consideration and other costs for entering into joint development agreements or joint venture agreements, costs of redevelopment of properties and obtaining the government and statutory approvals for our developments.	Chartered Accountant certificate*, Placement Document	490.00	NA	Nil	NA	NA	NA
2.	Repayment/ prepayment, in part or full of certain of our borrowings availed by our Company	Chartered Accountant certificate*, Placement Document	110.00	NA	Nil	NA	NA	NA
3.	General corporate purposes	Chartered Accountant certificate*, Placement Document	182.72	NA	Nil	NA	NA	NA
Total			782.72					

NA: Not Applicable

* Chartered Accountant certificate from M/s. MAKK & Co. (formerly R. Jaitlia & Co.) vide its CA certificate dated July 30, 2024

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(ii) Progress in the objects:

Sr. No	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Amount as proposed in the Offer Document in Rs. Crore	Amount utilised in Rs. Crore			Total unutilised amount in Rs. crore	Comments of the Monitoring Agency	Comments of the Board of Directors	
				As at beginning of the quarter in Rs. Crore	During the quarter in Rs. Crore	At the end of the quarter in Rs. Crore			Reasons for idle funds	Proposed course of action
1.	Part funding the costs for acquisition of land, consideration and other costs for entering into joint development agreements or joint venture agreements, costs of redevelopment of properties and obtaining the government and statutory approvals for our developments.	CA certificate*, Bank statements, Pay orders	490.00	Nil	72.00	72.00	418.00	<p>The funds received from the issue proceeds were transferred to KRL's/Subsidiaries (ICICI Bank) current account and from there it was utilised towards submission of Earnest Money Deposit (EMD) , stamp duty and payment made for land acquisition , as per the objects of the issue.</p> <p>The same has been verified from the pay orders and bank statements.</p>	Nil	Nil
2.	Repayment/ prepayment, in part or full of certain of our borrowings availed by our Company	CA certificate*, Bank statements, No Dues Certificate (NDC), Amount transfer request letter	110.00	Nil	110.00	110.00	0.00	<p>The funds received from issue proceeds were utilized towards part repayments/ prepayments of term debt facilities of KRL and its subsidiaries, as per the objects of the issue.</p> <p>The amount was transferred to the current account of the respective bank and subsequently it was transferred to the loan account. The same has been verified through current account statement, amount transfer request letter and no due</p>	Nil	Nil

Sr. No	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Amount as proposed in the Offer Document in Rs. Crore	Amount utilised in Rs. Crore			Total unutilised amount in Rs. crore	Comments of the Monitoring Agency	Comments of the Board of Directors	
				As at beginning of the quarter in Rs. Crore	During the quarter in Rs. Crore	At the end of the quarter in Rs. Crore			Reasons for idle funds	Proposed course of action
								certificate from respective lenders.		
3.	General corporate purposes	CA certificate*, Bank statements	182.72	Nil	27.30	27.30	155.42	<p>The fund received from issue proceeds were utilised towards part repayment of term debt, as per the objects of the issue.</p> <p>The amount was transferred to the Keystone Infrastructure Private Limited (subsidiary) current account and subsequently it was transferred to the loan account. The same has been verified through current account statement, amount transfer request and no due certificate from respective lenders.</p>	Nil	Nil
Total				-	209.30	209.30	573.42			

* Chartered Accountant certificate from M/s. MAKK & Co. (formerly R. Jaitlia & Co.) vide its CA certificate dated July 30, 2024

(iii) Deployment of unutilized proceeds:

Sr. No.	Type of instrument and name of the entity invested in	Amount invested (Rs. Crore)	Maturity date	Earning (Rs. Crore)	Return on Investment (%)	Market Value as at the end of quarter (Rs. Crore)
1.	Fixed Deposit with AXIS Bank	500.00	July 31, 2024	2.88	7.00%	502.88
2.	Fixed Deposit with AXIS Bank	65.00	September 26, 2024	0.06	6.95%	65.06
3.	Fixed Deposit with ICICI Bank	5.55 ^{&}		-		
3.	MA account (AXIS Bank)	2.87 [^]	-	-	-	-
	Total	573.42				

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^Apart from Rs. 2.87 crore there is Rs. 0.17 crore of interest income received from fixed deposit. Thus, total balance in MA account is 3.04 crore.

[&]Rs. 5.55 crore was transferred to the ICICI Bank current account for landowner payment. However, due to procedural delay the said amount was transferred to the respective landowner on July 02, 2024, as confirmed from the bank statement. Thus, meanwhile Rs. 5.55 crore was parked in fixed deposit created on June 29, 2024, in ICICI Bank current account. Since the FD creation was for less than 7 days, FD certificate was not generated.

(iv) Delay in implementation of the object(s):

Objects	Completion Date		Delay (no. of days/ months)	Comments of the Board of Directors	
	As per the offer document	Actual		Reason of delay	Proposed course of action
Part funding the costs for acquisition of land, consideration and other costs for entering into joint development agreements or joint venture agreements, costs of redevelopment of properties and obtaining the government and statutory approvals for our developments.	March 31, 2026	Ongoing	NA	NA	NA
Repayment/ prepayment, in part or full of certain of our borrowings availed by our Company	March 31, 2025	May 30, 2024	NA	NA	NA
General corporate purposes	March 31, 2026	Ongoing	NA	NA	NA

5) Details of utilization of proceeds stated as General Corporate Purpose (GCP) amount in the offer document:

Sr. No	Item Head [^]	Amount in Rs. Crore	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of Monitoring Agency	Comments of the Board of Directors
1	Loan Repayment	27.30	CA certificate*, Bank statements	The fund received from issue proceeds were utilized towards part repayment of term debt, as per the objects of the issue. The amount was transferred to the Keystone Infrastructure Private Limited (subsidiary) current account and subsequently it was transferred to the loan account. The same has been verified through current account statement, amount transfer request and no due certificate from respective lenders.	Nil
	Total	27.30			

* Chartered Accountant certificate from M/s. MAKK & Co. (formerly R. Jaitlia & Co.) vide its CA certificate dated July 30, 2024

^ Section from the offer document related to GCP: Our Company proposes to deploy not more than 25% of the Gross Proceeds aggregating to ₹18,272 lakhs towards general corporate purposes, in compliance with the SEBI ICDR Regulations. The Net Proceeds will first be utilized towards the Objects as set out above. Subject to this, our Company intends to deploy any balance Net Proceeds towards general corporate purposes, as approved by our management, from time to time, based on our business requirements and other relevant considerations, subject to such utilization for general corporate purposes not exceeding 25% of the Gross Proceeds. The general corporate purposes may include, but are not limited to, meeting our funding

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requirements which we may face in the ordinary course of business, including, (i) strategic initiatives; (ii) funding growth opportunities; (iii) strengthening marketing capabilities and brand building exercises; (iv) meeting ongoing general corporate exigencies and contingencies; (v) meeting working capital requirements; (vi) expenses of our Company and any other purpose as may be approved by our Board or a duly appointed committee from time to time, subject to compliance with the necessary provisions of the Companies Act. Our Company's management shall have flexibility in utilising surplus amounts, if any, in accordance with applicable law. The quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company, from time to time, subject to compliance with applicable law.

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Disclaimers to MA report:

- a) This Report is prepared by CARE Ratings Ltd (hereinafter referred to as “**Monitoring Agency/MA**”). The MA has taken utmost care to ensure accuracy and objectivity while developing this Report based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever.
- b) This Report has to be seen in its entirety; the selective review of portions of the Report may lead to inaccurate assessments. For the purpose of this Report, MA has relied upon the information provided by the management /officials/ consultants of the Issuer and third-party sources like statutory auditors (or from peer reviewed CA firms) appointed by the Issuer believed by it to be accurate and reliable.
- c) Nothing contained in this Report is capable or intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The MA is also not responsible for any errors in transmission and specifically states that it, or its directors, employees do not have any financial liabilities whatsoever to the users of this Report.
- d) The MA and its affiliates do not act as a fiduciary. The MA and its affiliates also do not act as an expert to the extent defined under Section 2(38) of the Companies Act, 2013. While the MA has obtained information from sources it believes to be reliable, it does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives from auditors (or from peer reviewed CA firms), lawyers, chartered engineers or other experts, and relies on in its reports.
- e) The MA or its affiliates may have other commercial transactions with the entity to which the report pertains. As an example, the MA may rate the issuer, or any debt instruments / facilities issued or proposed to be issued by the issuer that is subject matter of this report. The MA may receive separate compensation for its ratings and certain credit-related analyses, normally from issuers or underwriters of the instruments, facilities, securities or from obligors.

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