

Whispering Heights Real Estate Private Limited

CIN: U70109MH2016PTC286771

Regd. Office: Raheja Tower, Plot No. C- 30, Block "G", Bandra Kurla Complex, Bandra (E), Mumbai – 400051. Tel: +91-22-2656 4000 Fax: +91-22-2656 4004 Web: www.whisperingheights.co.in

Compliance Report for the quarter ended June 30, 2022

Name of Issuer Company : **Whispering Heights Real Estate Private Limited**

Information submitted at the times of issuance/allotment:

1	Unique identifier (Asset ID) allocated to the issuance (Pursuant to SEBI circular dated Mar 29, 2022)	Not applicable for the quarter ended June 30, 2022
2	Description of the Debenture Series /Issue (Secured / Unsecured PCD/FCD/NCD)	13% Unsecured Rated Listed Redeemable Non-Convertible Debentures ("NCDs")
3	Type of Issue (Private / Public / Rights)	Private Placement
4	Issue Amount and Amounts Raised	Rs. 156,00,00,000/- (Rupees One Hundred and Fifty –Six Crores Only)
5	Listed/Unlisted (If Listed, mention the Stock Exchange where listed)	Listed on BSE Limited (formerly known as Bombay Stock Exchange)
6	ISINs (Listed and Unlisted)	INE290W08018 Listed
7	Date of Opening of Issue	Not applicable
8	Date of Closure of Issue	Not applicable
9	Date of Listing of NCDs (please provide confirmation and supporting from BSE/NSE)	BSE Listing Notice dated

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		September 28, 2017, already submitted
10	<p>Whether there has been delay in Listing of the debt securities pursuant to SEBI circular dated October 5, 2020.</p> <p>If yes, confirm whether the Issuer Company has paid penal interest of at least @ 1 % p.a. over the coupon rate for the period of delay to the investor (i.e. from date of allotment to the date of listing)</p>	No
11	Original & Revised (if any) Coupon Rate	13% p.a. (Original)
12	Tenor of Issue	20 Years
13	Date of Allotment of Debentures	September 18, 2017
14	Whether RTA / Company has forwarded the details of debenture holders to the DT at the time of allotment.	Yes
15	<p>PAS-3, PAS-4, PAS-5 filed with ROC</p> <p>within specified time limit (please provide confirmation and supporting)</p>	During the year no such forms were required to be filed with the ROC.
16	Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c	Credit to the Demat Account on September 21, 2017
17	<p>Credit Rating at the time of issue / last credit rating prior to change</p> <p>Hyperlink of the press releases by the Credit rating Agency</p>	<p>BWR BBB- (CE) / Stable.</p> <p>Pursuant to the new rating symbol prescribed in SEBI Circular SEBI/ HO/ MIRSD/ DOS3/ CIR/ P/ 2019/70, the suffix had changed from (SO) to (CE). However, this change does not amount to revision in credit rating.</p>

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		https://www.brickworkratings.com/Admin/PressRelease/Whispering-Heights-Real-Estate-17Sep2021.pdf
18	No. of debenture holders on the date of Allotment	2
19	Name of the Debenture holder representative/facility agent along with its contact details	Not Applicable
20	Details of Debenture holders holding more than 10% of debentures in value for the time being outstanding	Genext Hardware & Parks Private Limited Address: Raheja Tower, Plot No. C-30, Block 'G', Opp. SIDBI, Bandra Kurla Complex, Bandra (E), Mumbai 400051. No of NCD's: 78,00,000 (50%) Reco Iris Private Limited Address: 168 Robinson Road, #37-01 Capital Tower, Singapore 068912 No of NCDs: 78,00,000 (50%)
21	Whether the company has issued debentures to Foreign debenture holders	Yes
22	Date of Registration with ROC (ROC Certificate to be provided)and reasons for delay (if any)	Not Applicable (NCDs are unsecured)

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23	Whether Recovery Expense Fund (REF) has been created by the company as per SEBI circular dated October 22, 2020 If yes please provide date of Creation, Amount and proof for our records.	The same has been intimated to the stock Exchange at the time of issuance of securities.
24	Provide details of Charge created in favour of the debenture trustee (as specified in the offer document or private placement memorandum/ information memorandum and executed debenture trust deed (DTD) prior to listing)	Not Applicable (NCDs are unsecured)
25	Bank details (from which it proposes to pay the redemption amount) Confirm if Debenture Trustee is pre-authorized to seek debt redemption payment related information from the Issuer's bank, pursuant to the Debenture Trust Deed. Pre-authorization formats attached as <i>Annexure 1</i> .	Bank details (from which it proposes to pay the redemption amount): Current account no. 811200224031 maintained with DBS Bank Limited, Nariman Point, Mumbai-21. Yes. Debenture Trustee is pre-authorized to seek debt redemption payment related information from the Issuer's bank.
26	Date(s) of Fund Transfer from Escrow a/c to the issuer account (Public Issue(s)) at the time of allotment.	

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Information submitted on quarterly basis:

1	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)	Not Applicable
2	Outstanding amount as on June 30, 2022, Confirm if high value debt listed entity as on date pursuant to SEBI (LODR) Regulations, amendment dated September 07, 2021 (basis of value of principal outstanding of listed debt securities as on June 30, 2022)	Rs.156,00,00,000/- Not Applicable
3	Previous Interest Payment Date and Amount paid	No interest has been paid so far as per terms of the NCDs
4	Next Interest Payment Date and Amount	First Interest Payment date falls on or after April 1, 2023 and Second Interest Payment falls on or after April 1, 2024 subject to Clause 15 on moratorium period and Clause 18 on Coupon Payment Date in the term sheet forming part of the Information Memorandum.

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5	Previous Principal Repayment Date and Amount paid	Not Applicable
6	Next Principal Repayment Date and Amount	Not Applicable
7	Whether there has been any delay / default in payment of interest and/or principal amount? If yes, the due dates thereof & date of payment and confirm if the additional interest of atleast @ 2% p.a. over the coupon rate is paid to the debenture holders. .	Not Applicable
8	<p>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.</p> <p>Hyperlink of the press releases by the Credit rating Agency</p>	<p>BWR BBB- (CE)/Stable</p> <p>Reaffirmed vide letter dated September 17, 2021 from Brickworks Ratings India Private Limited. The same is enclosed as</p> <p>Annexure A.</p> <p>Hyperlink of the press releases by the Credit rating Agency is:</p> <p>https://www.brickworkratings.com/Admin/PressRelease/Whispering-Heights-Real-Estate-17Sep2021.pdf</p>
9	<p>No. of debenture holders as on last day of this quarter,</p> <p><i>(Please provide details of NCD Holder viz. Names, Holding, Mailing Address, Email id, Contact Nos. (Benpos))</i></p>	<p>2 (Two) Debenture holders</p> <p>Genext Hardware & Parks Private Limited</p> <p>Address: Raheja Tower,</p>

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		<p>Plot No. C-30, Block 'G', Opp. SIDBI, Bandra Kurla Complex, Bandra (E), Mumbai 400051 Contact no. +91 2656 4000</p> <p>Email Id - krsec@kraheja.com</p> <p>No of NCDs: 78,00,000</p> <p>Reco Iris Private Limited Address: 168 Robinson Road, #37-01 Capital Tower, Singapore 068912</p> <p>Email Id - angchenglang@gic.com.sg</p> <p>No of NCDs: 78,00,000</p> <p>Benpos is annexed herewith as Annexure B</p>
10	Whether RTA / Company has forwarded the details of debenture holders (Benpos) to the DT by the seventh working day of every month.	Yes. Company has forwarded the details of

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		debenture holders (Benpos) to the DT by the seventh working day of every next month.
11	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	Not Applicable (NCDs are unsecured)
12	Whether the Secured Assets are insured? If yes, attach the latest renewed copies thereof	Not Applicable (NCDs are unsecured)
13	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	As per certificate dated June 28, 2018 by Deloitte Haskins & Sells LLP, funds raised through issue of NCD's were fully utilized for the purpose which they were raised. Since the funds were fully utilized, the Company was not required to submit the said statement to the stock exchange for the quarter and year ended June 30, 2022.
14	Publication of financial results and statements within 2 working days of the conclusion of the Board Meeting. (atleast in one English national daily newspaper)	The same will be complied with after the conclusion of the ensuing Board meeting of the Company.
15	Whether financial results for the quarter ended June 30, 2022 submitted to the Stock exchange as per the format specified by SEBI through its circular dated October 12, 2021.	The same will be complied with after the conclusion of the ensuing Board meeting of the Company.

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	<p>Whether unaudited financial results are accompanied by Limited Review Report (LRR)*</p> <p>*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.</p>	
16	<p>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</p>	<p>Not Applicable (NCDs are unsecured)</p>
17	<p>Whether Debenture Redemption Reserve (DRR) as per SEBI Regulations and Companies Act has been maintained.</p> <p>Please mention the Amount of DRR maintained</p> <p>If No, please give reasons for the same. Please provide details / issue wise of DRR amount and date of transfer till date.</p>	<p>In absence of profit, no Debenture Redemption Reserve is created.</p>
18	<p>Supporting of creation / maintaining DRR before April 30th by way of deposit / invest not less than 15% of the amount of debentures maturing during the year ending June 30, 2022 as detailed in the clarification circular provided by MCA, including mode of creation of DRR.</p>	<p>Not applicable</p>
19	<p>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</p>	<p>No 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.</p>
20	<p>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</p>	<p>Not Applicable (NCDs are unsecured)</p>
21	<p>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</p>	<p>No change in the composition of the Board of directors or shareholders has taken place which amounts to change in control.</p>

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22	Whether all the Post-dated Cheques (PDCs) required as per transaction documents are deposited with us	No PDCs are issued
23	Whether any change in Authorized Signatory to bank accounts and Escrow Account who had signed Post-dated Cheques (PDCs) as security as per transaction documents.	Not Applicable as no PDCs are issued
24	Security Cover certificate from Statutory Auditor for the half year ended June 30, 2022 (Mandatory and applicable for Secured and Unsecured both) Unsecured - please provide in the format specified by SEBI in Circular dated November 12, 2020 (Format Attached)	The same will be provided after the Board meeting of the company.
25	Security Cover certificate from Chartered Accountant for the quarter ended June 30, 2022 (Please attach Chartered Accountant Certificate as per the format specified by SEBI circular dated November 12, 2020 (format attached as Annexure 2)) for Secured issuances only as per DT empaneled list only (attached)	The same will be provided after the Board meeting of the company.
26	Attach the statement of value of pledged securities, if applicable .- Quarterly	Not applicable (NCDs are unsecured)
27	Attach the statement of value for Debt Service Reserve Account or any other form of security offered- Quarterly	Not applicable (NCDs are unsecured)
28	Attach the Net worth certificate of guarantor (secured by way of personal guarantee), applicable for March and September	The same will be provided after the financial statements are approved in the ensuing Board Meeting
29	Attach the Financials/value of guarantor prepared on basis of audited financial statement etc. of the guarantor (secured by way of corporate guarantee), applicable for March	The same will be provided after the financial statements are approved in the ensuing Board Meeting
30	Attached the Valuation report and title search report for the immovable/movable assets, applicable for June	The same will be provided after the financial statements are approved in the ensuing Board Meeting
31	Whether the company has entered into supplemental/amended debenture trust deed with Debenture Trustee within 120 days from the date of SEBI	The same provided earlier at the time of execution

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	circular dated November 12, 2020, incorporating the changes in the debenture trust deed	
32	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, Register of Debenture Holders has been maintained by the Registrar and Share Transfer Agent (RTA) of the Company and since no transfer has been made, recording of details of transfer is not applicable.
33	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.	Not applicable (NCDs are unsecured and non-convertible)
34	Whether all the terms of issue of debentures or covenants of the transaction documents are complied with? If no, provide details along with reason for non-compliance	Yes, all terms and conditions are complied with for the quarter ended June 30, 2022
35	Whether the provisions of the following laws applicable to debentures have been complied with: a) Companies Act, 2013 and Rules made thereunder (For all Issuers) b) SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 c) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021	Yes. Complied to the extent applicable.
36	Whether any dividend has been declared during this quarter.	No
37	Nature of investor grievances received for quarter ended June 30, 2022 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)	No grievances received for quarter ended June 30, 2022.
38	Any Buy Back of NCDs during the quarter and details of the same	No NCDs are bought back during the quarter ended June 30, 2022
39	Whether the listed entity within five working days prior to the beginning of the quarter provided details for all the non-convertible securities for	No Interest/dividend/principal obligation during the quarter since there is

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	which interest/dividend/principal obligations shall be payable during the quarter.	monotarium period, till the end of the financials year in which OC is received.
40	Whether the company has maintained functional website containing requisite information (Reg 62 of SEBI (LODR) Regulations)	Yes
41	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.	Not Applicable as no new NCDs are issued during the quarter ended June 30, 2022.
42	Compliance with Accounting Standard and Financial disclosures.	Yes, to the extent applicable
43	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	Not applicable as Chapter IV is applicable to Listed Companies which have listed their specified securities. NCDs are not Specified Securities under SEBI (LODR) Regulations, 2015.
44	Whether Directors and KMPs have disclosed to Board of Directors whether they are directly or indirectly having material interest in any transaction.	No such transaction took place for the quarter ended June 30, 2022
45	Whether the company has appointed qualified Company Secretary as the Compliance Officer	Ms. Richa Agarwal, Company Secretary, of the Company has resigned wef December 28, 2021. The Company is in the process of appointing Company Secretary in place of Ms. Richa Agarwal. Once the same is done, the Company will designate Company Secretary as its Compliance Officer.

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46	Whether the Company has appointed Share transfer agent or manage the same in house	The Company has appointed a Share Transfer Agent.
47	Whether the Company has preserved the transactions records at least for 8 years/as per the archival policy of the Company.	Yes, since the date of incorporation viz. 13/10/2016.
48	Whether the Company is registered on the SEBI SCORES	Yes
49	Whether statement of investor grievances has been filed to Exchanges within 21 days from the end of quarter	The same as enclosed as above
50	Whether the Company has constituted following committees and held meetings in compliance with the provisions, as applicable: <ul style="list-style-type: none">• Audit Committee• Nomination and Remuneration Committee• Stakeholders Relationship Committee• Risk Management Committee	As per the Companies Act, 2013, the requirement of formation of Audit Committee and Nomination and Remuneration Committee and Stakeholders Relationship Committee shall be applicable only to Public listed Companies. The Company is Private Listed Company and hence the same is not applicable to it. Risk Management Committee is not applicable to the Company as it is not governed by Chapter IV of the SEBI (LODR) Regulations, 2015.
51	Whether the Company has made disclosure of information having bearing on performance/operation of listed entity and/or price sensitive information to Exchanges and Debenture Trustee, if any pursuant to Regulation 51 read with Part B of Schedule III of SEBI (LODR) Regulations	Yes. The Company has disclosed pursuant to Regulation 51 read with Part B of Schedule III of SEBI (LODR) Regulations about resignation Ms. Richa

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		Agarwal, Company Secretary of the Company w.e.f. closing of business hours of December 28, 2021
52	Whether company has complied with SEBI (LODR) Regulation 50 i.e Intimation to stock exchange(s)	Yes. The Company has submitted prior intimation to BSE Limited on August 4, 2022 for the Board meeting to be held on August 11, 2022.
53	In case the Company has provided Post Dated Cheques (PDCs) in favour of Trustee towards security: a) whether the same are reissued in the new name of Trustee i.e Vistra ITCL (India) Limited and b) if the PDC's are from 8 public sectors merged banks whose cheque-books would become invalid from 1st April 2021, whether new PDC's are issued.	Not Applicable
54	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)	Pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2021, the requirement to submit compliance certificate is omitted. Accordingly, submission of the said certificate for quarter ended June 30, 2022 is not applicable to the Company
55	Whether the Company and its directors are / were involved in any civil or criminal proceedings, litigation connected with the securities market or any order has / had been passed against them for violation of any laws.	No
56	Whether any NCLT proceedings has been initiated against the company, if yes, provide details.	No

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57	In case of default in payment of Interest/principal, whether the company has made disclosures to the Credit Rating Agencies in timely manner.	Not applicable as payment of interest/principal is not due / payable as on date.
58	In case of default in payment of interest / instalment obligations on loans, including revolving facilities like cash credit, from banks / financial institutions, whether the company has made disclosure to the Stock exchange. (Refer SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2019/140 dated November 21, 2019). If yes, please provide copy of disclosure.	Not Applicable since no interest payment was due for the quarter ended June 30, 2022.
59	Pursuant to SEBI circular no. SEBI/HO/DDHS/CIR/P/103/2020 dated June 23, 2020, please confirm that – there is no breach in providing information to the Debenture Trustee(s) regarding the status of payment or otherwise to the Stock Exchanges and Depositories	Not Applicable (as the redemption payment is not due as on date)
60	Bank details (from which it proposes to pay the redemption amount) Confirm if Debenture Trustee is pre-authorized to seek debt redemption payment related information from the Issuer's bank If not please provide the Pre-authorization, formats attached as <i>Annexure 1</i> .	Bank details (from which it proposes to pay the redemption amount): Current account no. 811200224031 maintained with DBS Bank Limited, Nariman Point, Mumbai-21. Yes. Debenture Trustee is pre-authorized to seek debt redemption payment related information from the Issuer's bank.
61	Whether Recovery Expense Fund (REF) has been created by the company as per SEBI circular dated October 22, 2020 If yes please provide relevant details i.e date of Creation, Amount, and proof of creation for our records.	Yes. The payment details are as follows:

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	Mentioned in any addition in the Recovery Expense fund during the quarter.	Date: 08-02-2021 UTR: INB/NEFT/AXIC210398 5981 68/BSE LIMITED/bse Payment Amount: Rs. 156000/-
62	If the REF is maintained in Bank Guarantee form the Company to ensure that it remains valid for a period of 6 months post the maturity date of the listed debt security. The issuer has kept the bank guarantee in force and renewed the Bank Guarantee at least 7 working days before its expiry.	Not Applicable. The Company has created REF by depositing and not bank guarantee.
63	Whether the Security cover as specified in the Term Sheet/PAS4/Information Memorandum/ is maintained Percentage required Percentage maintained	Not Applicable (NCDs are unsecured)
64	Details of Corporate Debt Restructuring (if any);	None during the quarter ended June 30, 2022
65	Details of lenders/creditors joining or entering into Inter Creditor Agreement as per RBI guidelines, including all such information/ documents required to be submitted by the Company to the RBI on an annual basis in respect of such Financial Year, as applicable	None during the quarter ended June 30, 2022
66	Details of Fraud/defaults by promoter or key managerial personnel or by Issuer Company or arrest of key managerial personnel or promoter;	None during the quarter ended June 30, 2022
67	Details of one-time settlement with any bank (if any);	None during the quarter ended June 30, 2022
68	Details of Reference to Insolvency or a petition (if any) filed by any creditor	None during the quarter ended June 30, 2022

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69	Whether the company has forwarded the documents and intimation to the debenture trustee promptly pursuant Regulation 56 of SEBI (LODR) Regulations	Yes
70	Whether the company has submit a certificate to the stock exchange within one working day of the interest or dividend or principal becoming due regarding status of payment in case of non-convertible securities	Not Applicable as payment of interest/ dividend/ principal is not due / payable as on date
71	Details of unclaimed interest/dividend/redemption amount in the escrow account	Not Applicable as payment of interest/ dividend/ principal is not due / payable as on date
72	Mention all the Unique identifier (Asset ID) allocated for the issuances by the company (Pursuant to SEBI circular dated Mar 29, 2022)	Not applicable for the quarter
73	Pursuant to SEBI circular dated March 29, 2022, Whether required details are entered into the DLT system (Deadline: on or before September 30, 2022)	Not applicable for the quarter