

CS/RMA-Q1(2024-25)

Date: 09th August, 2024

To,
The Listing Department
BSE Limited
Department of Corporate Affairs
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

To,
The Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1, G Block
Bandra-Kurla Complex,
Bandra (E)
Mumbai - 400 051

Dear Sir/Madam,

Subject : Report of the Monitoring Agency with respect to utilization of proceeds of the Initial Public offering of Azad Engineering Limited.

Reference : ISIN - INE02IJ01035; Scrip Id-544061; Scrip Code- AZAD

Pursuant to Regulation 32 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Regulation 41 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, please find enclosed herewith the Monitoring Agency Report dated August 08, 2024 in respect of utilization of proceeds of the initial public offer of the Company for the quarter ended June 30, 2024, issued by CARE Ratings Limited, Monitoring Agency.

The above said disclosure will also be hosted on the website of the Company at www.azad.in

You are requested to kindly take the same in your records.

Thanking you,

Yours truly,

For Azad Engineering Limited


Ful Kumar Gautam
(Company Secretary & Compliance Officer)
Membership No.: A49550



No. CARE/HRO/GEN/2024-25/1018

Board of Directors

Azad Engineering Limited

90/C, 90/D, Phase -1
I.D.A Jeedimetla,
Hyderabad
Telangana 500055

August 08, 2024

Dear Sir/Ma'am,

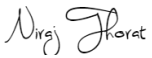
Monitoring Agency Report for the quarter ended June 30, 2024 - in relation to the IPO issue of Azad Engineering Limited

We write in our capacity of Monitoring Agency for the Fresh Issue of 45,80,153 for the amount aggregating to ₹240.00 crore of the Company and refer to our duties cast under 82 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 June 30, 2024, as per aforesaid SEBI Regulations and Monitoring Agency Agreement dated December 13, 2023.

Request you to kindly take the same on records.

Thanking you,
Yours faithfully,



Niraj Thorat

Assistant Director

niraj.thorat@careedge.in

CARE

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Hyderabad - 500 029
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Report of the Monitoring Agency

Name of the issuer: Azad Engineering Ltd

For quarter ended: June 30, 2024

Name of the Monitoring Agency: CARE Ratings Limited

(a) Deviation from the objects: Nil

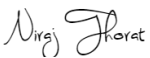
(b) Range of Deviation: Not applicable

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 a 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.



Signature:

Name and designation of the Authorized Signatory: Niraj Thorat

Designation of Authorized person/Signing Authority: Assistant Director

CARE

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Hyderabad - 500 029
Phone: +91-40-4010 2030

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CIN-L67190MH1993PLC071691

1) Issuer Details:

Name of the issuer	: Azad Engineering Limited
Name of the promoter	: Rakesh Chopdar
Industry/sector to which it belongs	: Industrial Manufacturing – Industrial Products

2) Issue Details

Issue Period	: December 20, 2023 to December 22, 2023
Type of issue (public/rights)	: Public Fresh Issue
Type of specified securities	: Equity Shares
IPO Grading, if any	: Not Applicable
Total Issue size (in ₹ crore)	: ₹740.00 crore (Note 1)
Offer For Sale size (in ₹ crore)	: ₹500.00 crore
Fresh Issue Size (in ₹ crore)	: ₹240.00 crore
Total Issue Expenses (in ₹ crore)	: ₹53.19 crore [^]

[^]The issue expenses are as mentioned in the final prospectus dated December 23, 2023.

Note 1:

The company had offered 45,80,153 Equity Shares under the rights issue, at ₹524 per share (including share premium of ₹522 per share) aggregating to ₹240 crore. The issue was oversubscribed by 83.04 times and the company has allotted 45,80,153 Equity Shares to the applicants.

Particulars	Remarks
Total shares as a part of issue @ (₹ 524 Per Share)	141,22,108
Total proceeds received from IPO (In ₹ Crore)	740.00
Proceeds share of the selling shareholders - Offer for Sale (In ₹ Crore)	500.00
- Sale of 39,11,545 equity shares of Mr Rakesh Chopdar	189.82
- Sale of 49,78,062 equity shares of Piramal Structured Credit Opportunities Fund	241.57
- Sale of 6,52,350 equity shares of DMI Finance Private Limited	31.65
- Details of expenses incurred related to OFS issue (In ₹ Crore) *	35.94
Proceeds share through Fresh Issue (In ₹ Crore)	240.00
- Details of expenses incurred related to Fresh Issue (In ₹ Crore) *	17.25
Net proceeds available for utilization for the company (In ₹ Crore)	222.75

*The amount mentioned as expenses was earmarked for the proportion of the cost of an issue as per the offer document.

Of the total proceeds, ₹463.04 crore was transferred to the selling shareholders’ accounts for which ₹1.00 crore of STT was paid. ₹222.75 crore was transferred to the monitoring account (MA) as on January 03, 2024. ₹21.80 crore was availed by the company as a reimbursement against IPO expenses. (Total IPO expenses stood at ₹53.19 crore).

Summary of Public Offer Account as on June 30, 2024

Particulars	Amount in Rs Cr
Total Proceeds	740.00
Transferred to Selling Shareholders (incl. STT)	464.06
Transferred to Monitoring Account	222.75
IPO expenses (Directly debited from POA)	20.01
Reimbursement of partial IPO expenses	21.80
Balance June 30, 2024	11.38

*The balance as on June 30, 2024, of ₹11.38 crore is towards IPO expenses for payment to vendors

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	CA certificate*, Bank statements, Board resolution	Funding for capex from issue proceeds reduced by ₹17.83 crore, which the Board has resolved to fund from internal accruals, in compliance with declaration of Prospectus.	-
Whether shareholder approval has been obtained in case of material deviations# from expenditures disclosed in the Offer Document?	NA	NA	Funding for capex from issue proceeds reduced by ₹17.83 crore, which the Board has resolved to fund from internal accruals, in compliance with declaration of Prospectus.	-
Whether the means of finance for the disclosed objects of the issue have changed?	NA	NA	Funding for capex from issue proceeds reduced by ₹17.83 crore, which the Board has resolved to fund from internal accruals, in compliance with declaration of Prospectus.	-

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 major deviation observed over the earlier monitoring agency reports?	No	Not applicable	Not applicable	-
Whether all Government/statutory approvals related to the object(s) have been obtained?	Not applicable	Not applicable	Not applicable	-
Whether all arrangements pertaining to technical assistance/collaboration are in operation?	Not applicable	Not applicable	Not applicable	-
Are there any favorable/unfavorable events affecting the viability of these object(s)?	No	Not applicable	No	-
Is there any other relevant information that may materially affect the decision making of the investors?	No	Not applicable	No	-

* Chartered Accountant certificate from M/s Dagliya & Co Chartered Accountants dated July 31, 2024

#Where material deviation may be defined to mean:

- a) Deviation in the objects or purposes for which the funds have been raised
- b) 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 ₹ Crore	Revised Cost in ₹ 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	Funding capital expenditure of the company	Chartered Accountant certificate*, Final Prospectus, Board Resolution	60.39 ^{&}	NA	Due to excess utilisation in GCP, the differential amount of ₹ 17.83 crore will be funded through internal accruals as resolved by the board in line with a declaration in the prospectus.	-	-	-
2	Repayment/ prepayment, in part or full of certain of our borrowings availed by our Company	Chartered Accountant certificate*, Final Prospectus	138.19	NA	Nil	-	-	-
3	General Corporate purposes	Chartered Accountant certificate*, Final Prospectus, Board Resolution	24.17	42.00	The board has resolved to revise GCP amount and fund the shortfall for capex through internal accruals in line with declaration in the prospectus.	-	-	-
Total			222.75					

* Chartered Accountant certificate from M/s Dagliya & Co Chartered Accountants dated July 31, 2024 for the utilisation up to the quarter ended June 30, 2024.

[&]Board resolution to this effect dated January 19, 2024

(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 ₹ Crore	Amount utilised in ₹ Crore			Unutilised amount in ₹ crore	Comments of the Monitoring Agency	Comments of the Board of Directors	
				As of the beginning of the quarter in ₹ Crore	During the quarter in ₹ Crore	At the end of the quarter in ₹ Crore			Reasons for idle funds	Proposed course of action
1	Funding capital expenditure of the company	CA certificate*, Bank statements	60.39	2.08	5.76	7.84	34.72	The amount spent against capital expenditure till June 30, 2024, stood at ₹7.84 crore against ₹60.39 crore and the balance ₹52.55 crore shall be funded through an unutilised portion of IPO proceeds of ₹34.72 crore while the balance from internal accruals. The company has utilised ₹17.83 crore excess amount for GCP. This is within the limit stipulated in the prospectus of 25% of gross proceeds. The shortfall caused by this expenditure is resolved by the board to be funded through internal accruals to fulfil the commitment of capex of ₹60.39 crore, in line with the declaration in the prospectus.	NA	-
2	Repayment/prepayment, in part or full of certain of our borrowings availed by our Company	CA certificate*, Bank statements	138.19	135.71	-	135.71	2.48*	The funds received from issue proceeds were utilized towards repayments and prepayments of term debt and working capital facilities, as per the objects of the issue. The amount was transferred to the current account of the respective bank and subsequently it was transferred to the individual loan account. The same has been verified through current account statement, loan closure	NA	-

Sr. No	Item Head	Source of information/certifications considered by Monitoring Agency for preparation of report	Amount as proposed in the Offer Document in ₹ Crore	Amount utilised in ₹ Crore			Unutilised amount in ₹ crore	Comments of the Monitoring Agency	Comments of the Board of Directors	
				As of the beginning of the quarter in ₹ Crore	During the quarter in ₹ Crore	At the end of the quarter in ₹ Crore			Reasons for idle funds	Proposed course of action
								statement and no due certificate from lenders.		
3	General Corporate purposes	CA certificate*, Bank statements, Board Resolution	24.17	42.00	-	42.00	-	The GCP amount is more than the estimated amount as per the prospectus. However, the same is within the 25% cap of gross proceeds i.e., ₹ 60.00 crore.	NA	-
Total			222.75	181.71	5.76	187.47	37.20			

*The company has paid ₹135.71 crore of debt against ₹137.63 crore of funds availed from the MA account; thus ₹1.92 crore returned to the MA account only on August 02, 2024. The balance amount will be used for repayment of the balance debt.

(iii) Deployment of unutilized public issue proceeds:

Sr. No.	Type of instrument and name of the entity invested in	Amount invested	Maturity date	Earning	Return on Investment (%)	Market Value as of the end of the quarter
1	Balance in Monitoring Agency Account	5.40	-	-	-	-
2.	Balance in Fixed Deposit	30.64	19 Sep, 2024	69,57,792	6.85	30,63,99,734
		36.04*				

*Includes ₹0.76 crore of interest received from the Fixed deposits. The public offer account has a balance of ₹11.38 crore.

(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
Funding capital expenditure	FY24: ₹ 36.02 crore FY25: ₹ 24.38 crore	Orders worth ~₹ 58 crore is placed for the capex as disclosed in RHP. Advance amount paid of ₹ 2.08 crore on March 15, 2024. Balance payment is pending and is expected to be made post-dispatch/delivery.	Ongoing	-	-

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
Repayment/ prepayment, in part or full of certain of our borrowings availed by our Company	FY24: ₹ 82.91 crore FY25: ₹ 55.28 crore	₹ 135.71 crore already paid till March 31, 2024	Not Applicable	-	-
General Corporate Purposes (GCP)	2 fiscals from listing	₹ 42.00 crore already utilised till March 31, 2024	Not Applicable	-	-

The above details were verified from the Information shared by Azad Engineering Limited, the final prospectus and the *Chartered Accountant certificate from M/s Dagliya & Co Chartered Accountants dated July 31, 2024, for the utilisation up to the quarter ended June 30, 2024

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

Sr. No	Item Head [^]	Amount in ₹ Crore	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of Monitoring Agency	Comments of the Board of Directors
1	Raw Material	29.06	Issuer Report	Others includes expenses towards human resources, logistics, closure charges, etc., which largely comprises of expenses made during ordinary course of business	-
2	Tools	6.77			
3	Others	6.17			
	Total	42.00			

* Chartered Accountant certificate from M/s Dagliya & Co Chartered Accountants dated July 31, 2024, for the utilisation up to the quarter ended June 30, 2024

[^] Section from the offer document related to GCP:

“Our Company proposes to deploy the balance Net Proceeds aggregating to ₹241.66 million (subject to finalisation of Basis of Allotment) towards general corporate purposes and business requirements of our Company, subject to such amount not exceeding 25% of the Gross Proceeds from the Fresh Issue, in compliance with the SEBI ICDR Regulations. Such general corporate purposes may include, but are not restricted to, (i) investments in accordance with the investment policy of our Company, and (ii) meeting exigencies, salaries and meeting expenses incurred by our Company in the ordinary course of business as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with the necessary provisions of the Companies Act, 2013, incurred by our Company in the ordinary course of business, as may be applicable. Further, this portion of Net Proceeds may also be utilised to meet the shortfall in the Net Proceeds for the Objects set out above.

In addition to the above, our Company may utilise the Net Proceeds towards other expenditure considered expedient and as approved periodically by our Board, subject to compliance with necessary provisions of the Companies Act and other applicable laws. 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.

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 with 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 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 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 transmission errors and specifically states that it, or its directors, and 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 experts 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 the 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 obligors.