



May 15, 2025

To  
National Stock Exchange of India Limited  
Exchange Plaza, Plot No. C/1, G Block  
Bandra-Kurla Complex, Bandra (East)  
Mumbai – 400 051

To  
BSE Limited  
Phiroze Jeejeebhoy Towers  
21<sup>st</sup> Floor, Dalal Street  
Mumbai – 400 001

**NSE Symbol: SURAJEST**

**BSE Scrip Code: 544054**

Dear Sir/Madam,

**Sub: Monitoring Agency Report for the Quarter ended March 31, 2025**

Pursuant to Regulation 32(6) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Regulation 41(4) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, we are enclosing herewith Monitoring Agency Report issued by CARE Ratings Limited, Monitoring Agency and as duly reviewed and taken on record by Audit Committee, for the quarter ended 31<sup>st</sup> March, 2025 in respect of utilization of proceeds of the Preferential Issue of the Company.

Kindly take the aforesaid information on record and oblige.

Thanking you,

Yours sincerely,

**For Suraj Estate Developers Limited**

**Mukesh Gupta**  
**Company Secretary and Compliance Officer**  
**ICSI Membership No: F6959**

# Monitoring Agency Report



No. CARE/HO/GEN/2025-26/1044

**The Board of Directors**  
**Suraj Estate Developers Limited**  
Aman Chambers, 3<sup>rd</sup> Floor, Century Bazaar,  
Prabhadevi,  
Mumbai – 400025  
Maharashtra, India

May 15, 2025

Dear Sir/Ma'am,

**Monitoring Agency Report for the quarter ended March 31, 2025 - in relation to the Preferential Issue of Suraj Estate Developers Limited ("the Company")**

We write in our capacity of Monitoring Agency for the Preferential Issue for the amount aggregating to Rs. 343.39 crore of the Company and refer to our duties cast under regulation 162A 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 March 31, 2025, as per aforesaid SEBI Regulations and Monitoring Agency Agreement dated August 20, 2024.

Request you to kindly take the same on records.

Thanking you,  
Yours faithfully,

A handwritten signature in black ink, appearing to read "Darshan Shah", with a stylized circular flourish at the end.

**Darshan Shah**  
Assistant Director  
Darshan.shah@careedge.in

**Report of the Monitoring Agency**

Name of the issuer: Suraj Estate Developers Limited

For quarter ended: March 31, 2025

Name of the Monitoring Agency: CARE Ratings Limited

- (a) Deviation from the objects: Yes, during Q4FY25 the company utilized Rs.18.70 crore towards the working capital requirement of the company resulting in total utilization towards the Object for the company amounting to Rs. 94.17 crore against the proposed amount of Rs.70.00 crore mentioned in the offer document.
- (b) Range of Deviation: Upto 10%

**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, appearing to read "Darshan Shah".

Signature:

Name of the Authorized Signatory: Darshan Shah

Designation of Authorized person/Signing Authority: Assistant Director

### 1) Issuer Details:

Name of the issuer : Suraj Estate Developers Limited  
Name of the promoter : Rajan Meenathakonil Thomas  
Industry/sector to which it belongs : Real Estate

### 2) Issue Details

Issue Period : October 05, 2024 to October 18, 2024  
Type of issue (public/rights) : Preferential Issue  
Type of specified securities : Equity Shares and Warrants  
IPO Grading, if any : Not applicable  
Issue size (in crore) : Rs.500.00 crore<sup>\$</sup>

*\$ Suraj Estate Developers Limited had come out with preferential issue to raise up to Rs. 500.00 crore for 56,05,742 shares aggregating to Rs. 400.25 crores and 13,30,000 convertible warrants aggregating to Rs. 99.75 crore resulting in total offer size of Rs. 500.00 crore. Owing to undersubscription in the issue (shares), only 34,12,277 shares have been allotted, reducing the proceed size to Rs. 343.39 crore.*

### 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?	No	Special Resolution passed at the EOGM, bank statement, Invoices, Income Tax challans, cancellation deed, CA certificate*, Management certificate	During Q4FY25 the company utilized Rs.18.70 crore towards the working capital requirement of the company resulting in total utilization towards the Object for the company amounting to Rs. 94.17 crore against the proposed amount of Rs.70.00 crore mentioned in the offer document. Furthermore, the company had utilized Rs.2.03 crore towards term loan interest payment, which was classified under working capital requirements of the company.	Due to the under subscription of the preferential issue, there is a category wise variation between projected utilisation of funds made by the Company in its explanatory statement annexed with the notice for the general meeting.
Whether shareholder approval has been obtained in case of material deviations# from expenditures disclosed in the Offer	No	Not applicable	The company is yet to get approval from the board regarding revision in the cost of the object; due to undersubscription of Preferential	The Company will obtain necessary approval in regard to revision in the cost of the objects in its next meeting of the Board/

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
Document?			Issue	Committee.
Whether the means of finance for the disclosed objects of the issue have changed?	Yes	Special Resolution passed at the EOGM, bank statement	There has been undersubscription towards the Preferential Issue	There has been changes in the means of Finance in view of under subscription of the preferential issue. The Company will make changes in the acquisition of land/project as per availability of funds.
Is there any major deviation observed over the earlier monitoring agency reports?	Yes	Bank statement, CA certificate, Management certificate, Invoices, supporting documents	During Q3FY25 the company had utilised Rs.96.77 crore towards the working capital requirement of the company (SEDL), out of which the company had received back Rs.21.303 crore owing to cancellation of advances for land agreement, cancellation of MoUs signed with professional service provider namely Mr. Hiten M. Shah (Rs. 0.50 crore), refund from deed of cancellation during Q4FY25. Furthermore, out of this amount the company had utilised Rs.18.703 crore towards working capital requirement during the quarter and the balance amount of Rs.2.60 crore has been parked with FDs. Thereby resulting in the actual utilisation towards the object (includes term loan interest payment, marketing expenses, income tax payment, professional fees, construction cost) to the tune of Rs.94.17 crore. The Board is requested to take note of above transactions.	The changes in the utilization of funds will be brought to the notice of the Board/Committee and obtain the approval for the same from the Board/Committee.
Whether all Government/statutory approvals related to the object(s) have been obtained?	Not applicable	Special resolution passed at EOGM and Management certificate	-	Nil
Whether all arrangements pertaining to technical assistance/collaboration are in operation?	Not applicable	Special resolution passed at EOGM	-	Nil

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
Are there any favorable/unfavorable events affecting the viability of these object(s)?	Yes	Not applicable	<b>Share price volatility:</b> The share price declined by 59% since the issue announcement and 66% from its peak. The current price of Rs.290 as on May 13, 2025, is lower than the warrant's exercise price of Rs.750 and balance call value of Rs.375 per share.	The volatility of share price is a subject of market conditions and the same is beyond the control of the Company. We do not possessed any material information that may materially affect the decision making of the investors.
Is there any other relevant information that may materially affect the decision making of the investors?	Yes	Not applicable		

\* The above details are verified by SKLR & Co LLP, Chartered Accountants vide its CA certificate dated May 14, 2025.

#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	Payment towards acquisition of Land / Land Development Rights by the Company and its Subsidiaries including acquisition of stake/shares in entities undertaking such projects;	Special Resolution*, CA certificate**	200.00	343.39	Revision in cost allocation is still pending	Due to undersubscription of the preferential Issue	In view of the Shortfall of the Issue proceeds i.e. from 500 Crs. to 343.39 Crs. The Company shall scale down the acquisition of land /projects as per the availability of funds.	NA
1.A	For the company	Special Resolution*,	(50.00)					
1.B	To be utilised in its subsidiaries	Special Resolution*,	(150.00)					
2	Working Capital Requirements of the Company and any of its Subsidiaries;	Special Resolution*, CA certificate**	183.25			NA	NA	The shortfall in working capital requirement were met out of internal accruals.
2.A	For the company	Special Resolution*,	(70.00)			NA	NA	
2.B	To be utilised in its subsidiaries	Special Resolution*,	(113.25)			NA	NA	
3	General Corporate Purposes of the Company and any of its Subsidiaries;	Special Resolution*, CA certificate**	114.75			NA	NA	NA
3.A	For the company	Special Resolution*,	(64.75)			NA	NA	NA
3.B	To be utilised in its subsidiaries	Special Resolution*,	(50.00)			NA	NA	NA

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
4	Issue related expenses	Special Resolution*, CA certificate**	2.00			NA	NA	NA
<b>Total</b>			<b>500.00</b>	<b>343.39</b>				

\*Special Resolution passed at the extra ordinary general meeting dated September 14, 2024.

\*\*The above details are verified by SKLR & CO LLP, Chartered Accountants vide its CA certificate dated May 14, 2025.

(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	Revised Cost in Rs. Crore	Amount called (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	Amount transferred back in Rs. Crore	At the end of the quarter in Rs. Crore			Reasons for idle funds	Proposed course of action
1	Payment towards acquisition of Land / Land Development Rights by the Company and its Subsidiaries including acquisition of stake/shares in entities undertaking such projects;	Special Resolution*, CA certificate**, Bank conveyance deed	200.00	343.39	293.51	97.06	0.00	-	97.06	2.60	-	Nil	Nil
1.A	For the company		50.00			0.00	0.00	-	0.00				
1.B	To be utilised in its subsidiaries		150.00			97.06	0.00	-	97.06				



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	Revised Cost in Rs. Crore	Amount called (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	Amount transferred back in Rs. Crore	At the end of the quarter in Rs. Crore			Reasons for idle funds	Proposed course of action
2	<b>Working Capital Requirements of the Company and any of its Subsidiaries;</b>	Special Resolution*, CA certificate**, sample Invoices, TDS challans, Bank statement, Stamp duty paid, ledgers provided by the management	<b>183.25</b>			<b>121.99</b>	<b>18.70</b>	<b>(21.30)</b>	<b>119.39</b>		Refer Note 1	Refer to comment below	Nil
2.A	For the company		70.00			96.77	18.70	(21.30)	94.17				
2.B	To be utilised in its subsidiaries		113.25			25.22	0.00	-	25.22				
3	<b>General Corporate Purposes of the Company and any of its Subsidiaries;</b>	Special Resolution*, CA certificate**, Balance confirmations, Bank statement	<b>114.75</b>			<b>74.47</b>	<b>0.00</b>	<b>-</b>	<b>74.47</b>		-	Nil	Nil
3.A	For the company		64.75			31.18	0.00	-	31.18				
3.B	To be utilised in its subsidiaries		50.00			43.29	0.00	-	43.29				
4	<b>Issue related expenses</b>	Special Resolution*, CA certificate**, Bank Statement,	<b>2.00</b>			<b>0.00</b>	<b>0.00</b>	<b>-</b>	<b>0.00</b>		-	Nil	Nil
	<b>Total</b>		<b>500.00</b>	<b>343.39</b>	<b>293.51</b>	<b>293.51</b>	<b>18.70</b>	<b>(21.30)</b>	<b>290.91</b>	<b>2.60</b>			

\*Special Resolution passed at the extra ordinary general meeting dated September 14, 2024.

\*\*The above details are verified by SKLR & Co LLP, Chartered Accountants vide its CA certificate dated May 14, 2025.

**Note 1:**

During Q3FY25 the company had utilised Rs.96.77 crore towards the working capital requirement of the company (SEDL), out of which the company had received back Rs.21.303 crore owing to cancellation of advances for land agreement, cancellation of MoUs signed with professional service providers, refund from deed of cancellation during Q4FY25. Furthermore, out of this amount the company had utilised Rs.18.703 crore towards working capital requirement during the quarter and the balance amount of Rs.2.60 crore has been parked with FDs. Thereby resulting in the actual utilisation towards the object (includes term loan interest payment, marketing expenses, income tax payment, professional fees, construction cost) to the tune of Rs.94.17 crore.

**Board's Comment:**

The unutilized funds of Rs. 2.60 Crs has been earmarked for further working capital requirements of the Company.

(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.	ICICI Bank Fixed Deposit	1.40	April 05, 2025	-	-	-
2.	ICICI Bank Fixed Deposit	1.40	April 05, 2025	-	-	-
	<b>Less</b>					
	FDs funded through internal accruals	0.20				
	<b>TOTAL</b>	<b>2.60**</b>				

**\*\*The above details are verified by SKLR & Co LLP, Chartered Accountants vide its CA certificate dated May 14, 2025.**

(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
Payment towards acquisition of Land / Land Development Rights by the Company and its Subsidiaries including acquisition of stake/shares in entities undertaking such projects	Schedule implementation** of	On going^	Not applicable	Nil	Nil
Working Capital Requirements of the Company and any of its Subsidiaries	Schedule implementation** of	On going^	Not applicable	Nil	Nil
General Corporate Purposes of the Company and any of its Subsidiaries	Schedule implementation** of	On going^	Not applicable	Nil	Nil
Issue Expenses	Not Specified	Not Specified	Not Specified	Nil	Nil

**\*\*Schedule of implementation:**

**Equity Shares:**The entire Issue Proceeds would be utilized for all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 12 (Twelve) to 18 (Eighteen) months from the date of receipt of funds for the Equity Shares (as set out herein).

**Warrants:**Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 12 (Twelve) to 18 (Eighteen) months from the date of receipt of funds for the Warrants (as set out herein).

^Table for scheduled deployment of funds as against funds received:

Date of receipt of funds	Amount received (Rs. Crore)	To be utilised by	Unutilised amount as on March 31, 2025 (Rs. Crore)
<b>Equity Shares</b>			
October 07, 2024	5.30	April 06, 2026	0.00
October 08, 2024	5.60	April 07, 2026	0.00
October 09, 2024	9.39	April 08, 2026	0.00
October 10, 2024	9.31	April 09, 2026	0.00
October 11, 2024	0.89	April 10, 2026	0.00
October 12, 2024	1.00	April 11, 2026	0.00
October 13, 2024	1.00	April 12, 2026	0.00
October 14, 2024	13.98	April 13, 2026	0.00
October 15, 2024	48.23	April 14, 2026	0.00

<i>Date of receipt of funds</i>	<i>Amount received (Rs. Crore)</i>	<i>To be utilised by</i>	<i>Unutilised amount as on March 31, 2025 (Rs. Crore)</i>
October 16, 2024	11.13	April 15, 2026	0.00
October 17, 2024	59.72	April 16, 2026	0.00
October 18, 2024	78.08	April 17, 2026	1.30
<b>Warrants</b>			
October 05, 2024	24.94	April 04, 2026	0.00
December 06, 2024	24.94	June 05, 2026	1.30

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

<b>Sr. No</b>	<b>Item Head<sup>^</sup></b>	<b>Amount in Rs. Crore</b>	<b>Source of information / certifications considered by Monitoring Agency for preparation of report</b>	<b>Comments of Monitoring Agency</b>	<b>Comments of the Board of Directors</b>
<b>No utilization during the quarter under reporting</b>					

*\*\*The above details are verified by SKLR & Co LLP, Chartered Accountants vide its CA certificate dated May 14, 2025.*

*<sup>^</sup> Section from the offer document related to GCP:*

*"Upto 25% of the issue proceeds will be general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the company as applicable in such manner and proportion as may be decided by the board from time to time, and/or any other general corporate purposes as may be permissible under applicable law (referred to below as "General corporate purposes."*

**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.