

NITCO/SE/2025-26/11

May 02, 2025

To,

Corporate Service Department <b>BSE Limited</b> Jeejeebhoy Towers Dalal Street, Mumbai – 400 001 Script code: <b>532722</b>	The Listing Department <b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Script code: <b>NITCO</b>
--	--

Dear Sir/Madam,

**Sub: Monitoring Agency Report under Regulation 32 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 32(6) of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) read with Regulation 162A of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, we have enclosed herewith Monitoring Agency Report for the quarter ended March 31, 2025, issued by Infomerics Valuation and Rating Private Limited (“Monitoring Agency”), in respect of the utilization of proceeds raised through Preferential Issue by the Company.

The aforesaid Monitoring Agency Report has been reviewed by the Audit Committee and taken on record by the Board of Directors at its meeting held on May 02, 2025.

Kindly take the above report on your records.

Thanking You,

Yours faithfully,  
For **Nitco Limited**

**Vivek Talwar**  
**Chairman & Managing Director**  
**DIN: 00043180**

Encl.: As above

# **Monitoring Agency Report**

## **For Nitco Limited**

### **for the quarter ended March 31, 2025**

## Monitoring Agency Report

May 02, 2025

To Nitco Limited  
3A Recondo Compound  
Sudam kalu Ahire Marg Glaxo  
Worli Colony  
Mumbai - 400030

Dear Sir,

### **Monitoring Agency Report for the quarter ended March 31, 2025 - in relation to the Preferential issue of Nitco Limited ("The Company")**

We write in our capacity of Monitoring Agency for the Preferential Issue of equity shares & convertible warrants for the amount aggregating to Rs.625.21 crore of the Company and refer to our duties cast under 162A of the Securities & Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 (SEBI ICDR 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 November 22, 2024.

Request you to kindly take the same on records.

Thanking you,

For and on behalf of Infomerics Valuation and Rating Limited

**OM PARKASH  
JAIN**

Digitally signed by OM  
PARKASH JAIN  
Date: 2025.05.02 21:03:09  
+05'30'

Om Parkash Jain

(Director - Ratings)

[Opjain@infomerics.com](mailto:Opjain@infomerics.com)

## Report of the Monitoring Agency

**Name of the Issuer:** Nitco Limited

**For quarter ended:** March 31, 2025

**Name of the Monitoring Agency:** Infomerics Valuation and Rating Limited

(a) Deviation from the objects: Nil

(b) Range of Deviation: Nil

Indicate range of percentage deviation from the amount of issue proceeds earmarked for objects. For example, up to 10%, 10 – 25%, 25-50%, 50-75%, 75-100%, not ascertainable etc.

\* Range of Deviation may be computed by taking weighted average of financial deviation of each object in the ratio of issue proceeds allocated for it. Non-financial deviation may be indicated separately by way of notes.

### 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 declare that we do not have any direct / indirect interest in or relationship with the issuer/promoters/directors/management and also confirm that we do not perceive any conflict of interest in such relationship / interest while monitoring and reporting the utilization of issue proceeds by the issuer.

We further declare that this report provides true and fair view of the utilization of issue proceeds.

OM PARKASH JAIN

Digitally signed by  
OM PARKASH JAIN  
Date: 2025.05.02  
21:03:37 +05'30'

Signature:

Name of the Authorized Person/Signing Authority:

Designation of Authorized person/Signing Authority:

Seal of the Monitoring Agency:

Date: May 02, 2025

Om Parkash Jain

Director - Ratings

### 1) Issuer Details:

Name of the issuer: Nitco Limited

Names of the promoters of the issuer: Mr. Vivek Talwar

Industry/sector to which it belongs: The Company is in the business of manufacturing ceramic (floor/wall) tiles, processing of marble, outsourcing of vitrified tiles and development of real estates

### 2) Issue Details: Preferential issue

Issue Period: Not Applicable

Type of issue (public/rights): Preferential Issue

Type of specified securities: Equity Shares & Convertible Warrants

Grading: Not Applicable

Issue size (Rs in Crores): Rs. 625.21 crores (Note No. 1)

#### **Note 1**

The company initially offered a preferential issue of 4,44,71,000 equity shares to proposed allottees (non-promoters & Promoter) at Rs.92.25 per share and 2,34,10,000 share warrants to proposed allottees (promoter) at Rs.92.25 per warrant aggregating to Rs.626.20 crore. However, one of the proposed allottees of 1,08,000 equity shares did not avail the offer of preferential issue worth Rs.0.99 crore. Accordingly, the company finally allotted 4,43,63,000 equity shares and 2,34,10,000 share warrants to the applicants aggregating to Rs.625.21 crore.

Each warrant is convertible into one (1) equity share and the conversion can be exercised at any time within a period of 18 months from date of allotment of warrants, in one or more tranches, as the case maybe and on such other terms and conditions applicable. Option for conversion of warrants into equity shares will be available upon payment of full price of warrant before such exercise of option.

### 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 Monitoring Agency	Comments of Board of Directors
Whether all the utilization is as per disclosure in Offer Document?	Yes, the utilization has been made as per Offer Document.	Bank Statement, CA Certificate, Management Undertaking, Extra-Ordinary General Meeting Special Resolution	Net proceeds received from issue is utilized towards respective objective.	No Comments Required
Whether Shareholder approval is obtained in case of material deviations from expenditures disclosed in Offer Document?	There are no deviations from the expenditures disclosed in the Offer Document. Hence no approval is required	Not Applicable	No Material Deviation^	No Comments Required
Whether means of finance for disclosed objects of the Issue has changed?	There is no change in the means of finance for disclosed objects	Not applicable	No	No Comments Required

Any major deviation observed over the earlier monitoring agency reports?	No	Not applicable	This is the first monitoring agency report.	No Comments Required
Whether all Government / Statutory approvals related to the object(s) obtained?	Yes	In-Principal approval from the NSE & BSE	No Comments	No Comments Required
Whether all arrangements pertaining to technical assistance/collaboration in operation?	Not Applicable	Not applicable	Not Applicable	No Comments Required
Any favourable events improving object(s) viability	No	Not applicable	Nil	No Comments Required
Any unfavourable events affecting object(s) viability	No	Not applicable	Nil	No Comments Required
Any other relevant information that may materially affect the decision making of the investors	No	Not applicable	Nil	No Comments Required

\* The above details are verified by M M Nissim & Co. LLP (FRN: 107122W/W100672) vide its CA certificate dated May 01, 2025.

\*\*Auditor's remark: No deviations from expenditure disclosed in the Offer document.

^ Material Deviation would mean

a) deviation in the objects or purposes for which the funds have been raised

b) deviation in the amount of funds actually utilised by more than 10% of the amount projected in the offer document



**4) Details of object(s) to be monitored:**

(i) Cost of object(s)-

Sl. 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 Monitoring Agency	Comments of Board of Directors		
						Reason of cost revision	Proposed financing option	Particulars of firm arrangements made
1	Repayment of existing debt and redemption of existing non-convertible debentures issued by the Company	Resolution passed in the EGM dated Nov 15, 2024	200.00	-	Nil	Nil	Nil	Nil
2	Payment of outstanding dues payable to	Resolution passed in the EGM dated Nov 15, 2024	50.00	-	Nil	Nil	Nil	Nil

	operational creditors							
3	Meeting Working Capital requirements for tiles and marble business	Resolution passed in the EGM dated Nov 15, 2024	50.00	-	Nil	Nil	Nil	Nil
4	Acquisition of real estate / land and/or corporate entities holding real estate / land from promoters/ Promoter group in order to propel the growth of the Borrower and expansion the business operations of the Borrower	Resolution passed in the EGM dated Nov 15, 2024	300.00		Nil	Nil	Nil	Nil
5	General Corporate Purposes	Resolution passed in the EGM dated Nov 15, 2024	25.21		Nil	Nil	Nil	Nil

	<b>TOTAL</b>		<b>625.21</b>	<b>-</b>				
--	--------------	--	---------------	----------	--	--	--	--

The company received the full amount of preferential issue of 4,43,63,000 equity shares i.e., Rs.409.24 crore and 25% of preferential issue of 2,34,10,000 shares warrants in 1st tranche i.e., Rs.53.99 crore. The balance 75% for share warrants, i.e., Rs. 161.96 crore shall be received by the company within 18 months from date of allotment.

The amount utilised for general corporate purposes does not exceed 25% of the Gross Proceeds (amounting to Rs 625.21 Crore) from the Preferential Issue.

**(ii) Progress in the object(s)-**

(Give Item by Item Description for all the Objects Stated in Offer Document separately in the following format)

Sl. No	Item Head	Source of information / certification s considered by Monitoring Agency for preparation of report	Amount as proposed in the Offer Document in Rs. Crore	Amount raised till March 31, 2025 (Rs. crore)	Amount utilized			Unutilised amount in Rs. crore	Comments of Monitoring Agency	Comments of Board of Directors	
					As at Beginning of the quarter	During the quarter	At the end of the quarter			Reason of idle funds	Proposed Course of Action
1	Repayment of existing debt and redemption of existing non-	Bank Statement, CA Certificate, Management Undertaking.	200.00		-	197.20	197.20		The company has utilised the proceeds towards Re-Payment of Debt to Authum	No Comments Required	-

	convertible debentures issued by the Company								Investment and Infrastructure Limited.		
2	Payment of outstanding dues payable to operational creditors	Bank Statement, CA Certificate, Management Undertaking.	50.00	463.24	-	45.26	45.26	79.85	The company has utilised the amount towards the payment to the Creditors	No Comments Required	-
3	Meeting Working Capital requirements for tiles and marble business	Bank Statement, CA Certificate, Management Undertaking.	50.00		-	46.17	46.17		The company has utilised the amount towards working Capital requirement .		
4	Acquisition of real estate / land and/or corporate	Bank Statement, CA Certificate,	300.00		-	86.27	86.27		Refer Note No. 3		

	entities holding real estate / land, in order to propel the growth of the Borrower and expansion the business operations of the Borrower	Management Undertaking.									
5	General Corporate Purposes	Bank Statement, CA Certificate, Management Undertaking.	25.21		-	8.49	8.49		The company has utilised the Proceeds towards the Objects.		
TOTAL			625.21	463.24	-	383.39	383.39	79.85			

\* The above details are verified by M M Nissim & Co. LLP (FRN: 107122W/W100672) vide its CA certificate dated May 01, 2025.

**Note 1:** The classification of utilised funds against the issue proceeds received is at the discretion of company management and it is not proportionate to the object of the issue.

**Note 2 :** During Q4FY25, Nitco Limited transferred the issue proceeds from its Monitoring account maintained with the RBL account No : 409002346855 to its Current account maintained with the RBL bank account number: 409000811249 to execute some of the transactions in line with the objectives. Nitco Limited has provided bank statements, along with necessary supporting documents and CA Certificate to Monitoring agency, to track the spending.

**Note 3 :** Out of Rs. 86.27 Crore, The Company has given a advance of Rs. 41.38 Crore to Mr Vivek Talwar (promoter) for the Purchase of Land Parcel in Dhokavade & Rs. 41.38 crore to Mrs. Anjali Talwar (spouse of Promoter) for the Purchase of Land Parcel in Bhodani and balance Rs 3.51 Crore for buying shares of corporate entities holding real estate.

**\*Brief description of Object(s):**

S.no	Name of the object(s)	Brief description of the object(s)
1	Repayment of existing debt and redemption of existing non-convertible debentures issued by the Company	The Description of the Objects is not mentioned in the Offer Documents.
2	Payment of outstanding dues payable to operational creditors	The Description of the Objects is not mentioned in the Offer Documents.
3	Meeting Working Capital requirements for tiles and marble business	The Description of the Objects is not mentioned in the Offer Documents.
4	Acquisition of real estate / land and/or corporate entities holding real estate / land, in order to propel the growth of the Borrower and expansion the business operations of the Borrower	The Description of the Objects is not mentioned in the Offer Documents.

5	General Corporate Purposes	The Description of the Objects is not mentioned in the Offer Documents.
---	----------------------------	---

**(iii) Deployment of unutilized Preferential Issue proceeds-**

Sl. no.	Type of instrument where amount invested*	Amount invested (in Crores)	Maturity date	Earnings	Return on Investment (ROI %)	Market Value as at the end of quarter**
1	HDFC Bank – Fixed Deposit	79.76	-	0.22	7.50%	79.98

**Note :** Out of the Total Preferential issue Proceeds held in RBL Bank Limited, Monitoring account, the company initially created a Fixed deposit Receipt amounting to Rs. 180.00 Crore out of this amount FDR worth Rs. 100.24 crore had matured and were utilised towards the objectives. The remaining Rs. 79.76 crore continues to be held in the form of Fixed deposit with HDFC Bank, as detailed above.

**(iv) Delay in implementation of the object(s)-**

Object(s) Name	Completion Date	Delay (No. of days/ months)	Comments of Board of Directors
----------------	-----------------	-----------------------------	--------------------------------



	As per Offer Document	Actual *		Reason of delay	Proposed Course of Action
Repayment of existing debt and redemption of existing non-convertible debentures issued by the Company	Within 6 Months from Receipt of Funds	Ongoing	Nil	No Comments	No Comments
Payment of outstanding dues payable to operational creditors	Within 6 Months from Receipt of Funds	Ongoing	Nil	No Comments	No Comments
Meeting Working Capital requirements for tiles and marble business	Within 6 Months from Receipt of Funds	Ongoing	Nil	No Comments	No Comments

Acquisition of real estate / land and/or corporate entities holding real estate / land, in order to propel the growth of the Borrower and expansion the business operations of the Borrower	Within 6 Months from Receipt of Funds	Ongoing	Nil	No Comments	No Comments
General Corporate Purposes	Within 6 Months from Receipt of Funds	Ongoing	Nil	No Comments	No Comments

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

S.No	Item Head	Amount in Rs. Crore	Source of Information/Certifications Considered by the Monitoring agency for preparation of report	Comments of Monitoring Agency	Comments of the Board of Directors
1	Salaries Payment & Vendors Payments	8.49	Bank Statement, CA Certificate*	The Gross proceeds have been utilised in accordance with the objects of the issue.	None

\* The above details are verified by M M Nissim & Co. LLP (FRN: 107122W/W100672) vide its CA certificate dated May 01, 2025.



## DISCLAIMERS:

- This Report is prepared by Infomerics Valuation and Rating Limited (hereinafter referred to as "Monitoring Agency" / "MA" / "IVR"). 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.
- 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/independent chartered accountant appointed by the Issuer believed by it to be accurate and reliable.
- 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.
- 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, lawyers, chartered engineers or other experts, and relies on in its reports
- 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.
- The MA report is intended for the jurisdiction of India only. This report does not constitute an offer of services. Without limiting the generality of the foregoing, nothing in the report is to be construed as MA providing or intending to provide any services in jurisdictions outside India, where it does not have the necessary licenses and/or registration to carry out its business activities referred to above.
- Access or use of this report does not create a client relationship between MA and the user.
- MA is not aware that any user intends to rely on the report or of the manner in which a user intends to use the report. In preparing this report, MA has not taken into consideration the objectives or particular needs of any particular user.
- It is made abundantly clear that the report is not intended to and does not constitute an investment advice. The report is not an offer to sell or an offer to purchase or subscribe for

any investment in any securities, instruments, facilities or solicitation of any kind to enter into any deal or transaction with the entity to which the report pertains.

➤ The report comprises professional opinion of MA as of the date they are expressed, based on the information received from the issuer and other sources considered reliable by MA. Any opinions expressed here are in good faith, are subject to change without notice, and are only current as of the stated date of their issue. The report does not constitute statements of fact or recommendations to purchase, hold or sell any securities/instruments or to make any investment decisions.

➤ Neither MA nor its affiliates, third-party providers, as well as their directors, officers, shareholders, employees or agents guarantee the accuracy, completeness or adequacy of the report, and shall not have any liability for any errors, omissions or interruptions therein, regardless of the cause, or for the results obtained from the use of any part of the report. MA and each aforesaid party disclaims any and all express or implied warranties, including but not limited to any warranties of merchantability, suitability or fitness for a particular purpose or use or use. In no event shall MA or any aforesaid party be liable to any user for any direct, indirect, incidental, exemplary, compensatory, punitive, special or consequential damages, costs, expenses, legal fees or losses (including, without limitation, lost income or lost profits and opportunity costs) in connection with any use of any part of the report even if advised of the possibility of such damages.

➤ MA has established policies and procedures to maintain the confidentiality of certain non-public information received in connection with the preparation of this report. MA has in place a code of conduct and policies for managing conflict of interest.

➤ Unless required under any applicable law, this report should not be reproduced or redistributed to any other person or in any form without prior written consent from MA.

➤ By accepting a copy of this Report, the recipient accepts the terms of this Disclaimer, which forms an integral part of this Report.