

# Rustomjee®

Date: May 15, 2024

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

Dear Sir/ Madam,

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

**Ref: Public Issue proceeds utilization Report**

Please find attached the monitoring agency report for the quarter ended March 31, 2024 as received from monitoring agency on utilisation of proceeds of a public issue.

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

The Company has fully utilized the net proceeds and the balance of Monitoring Agency Account is NIL.

This is also being uploaded on the Company's website at [www.rustomjee.com](http://www.rustomjee.com).

Kindly take the same on records.

Thanking You.  
Yours faithfully,

**For Keystone Realtors Limited**

**Bimal K Nanda**  
**Company Secretary & Compliance Officer**  
**Membership No A11578**

**Encl.: As above**

**KEYSTONE REALTORS LIMITED**

# Monitoring Agency Report



**No. CARE/HO/RL/2024-25/1277**

**The Board of Directors**

**Keystone Realtors Limited**

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

05/15/2024

Dear Sir/Ma'am,

**Monitoring Agency Report for the quarter ended 03/31/2024 - in relation to the Initial Public Offering of Keystone Realtors Limited ("the Company")**

We write in our capacity of Monitoring Agency for the Fresh Issue for the amount aggregating to Rs. 560.00 crore of the Company and refer to our duties cast under 41 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 03/31/2024 as per aforesaid SEBI Regulations and Monitoring Agency Agreement dated 11/04/2022 and extension letter dated 04/19/2024.

Request you to kindly take the same on records.

Thanking you,  
Yours faithfully,

*Ashish Kashalkar*

**Ashish Kashalkar**

Assistant Director

[Ashish.Kashalkar@careedge.in](mailto:Ashish.Kashalkar@careedge.in)

**Report of the Monitoring Agency (MA)**

Name of the issuer: Keystone Realtors Limited

For quarter ended: 03/31/2024

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 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: *Ashish Kashalkar*

Name of the Authorized Signatory: Ashish Kashalkar

Designation of Authorized person/Signing Authority: Assistant Director

## 1) Issuer Details:

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

## 2) Issue Details

Issue Period : 11/14/2022 to 11/16/2022  
 Type of issue (public/rights) : Public - Fresh issue  
 Type of specified securities : Equity shares  
 IPO Grading, if any : Not Applicable  
 Issue size (in ` crore) : Rs. 560.00 crore (Note 1)

Note 1:  
 The company had offered 1,03,51,201 Equity Shares under the fresh issue, at Rs. 541 per share (including share premium of Rs. 531 per share) aggregating to ₹560.00 crore.

Particulars	Remarks
Total shares issued and subscribed as part of IPO	10351201
Total subscriptions towards IPO (in Rs.)	560.00
Details of expenses incurred related to issue (in Rs.)	33.18*
Net Proceeds of IPO (Rs.)	526.82

*\*As per the prospectus, the estimated issue related expenses were Rs. 35.54 crores, however the actual issue expenses incurred were Rs. 33.18 crores. Therefore, the surplus amount of Rs. 2.36 crores were transferred to the company's monitoring account.*

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

Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Whether all utilization is as per the disclosures in the Offer Document?	Yes	Chartered Accountant certificate, Bank statement	All the proceeds from IPO have been utilized appropriately for the objectives mentioned in the offer document.	Yes
Whether shareholder approval has been obtained in case of material deviations# from expenditures disclosed in the Offer Document?	Not Applicable	Not Applicable	No Material Deviation	Not Applicable
Whether the means of finance for the disclosed objects of the issue have changed?	No	Not Applicable	Not Applicable	Not Applicable
Is there any major deviation observed over the earlier monitoring agency reports?	No	Chartered Accountant certificate, Bank statement	The previous report issued is not to be considered as the final report due to the transfer of surplus issue-related expenses of Rs. 2.36 crores to the monitoring account, resulting in increase in net proceeds which is utilized under GCP.	No
Whether all Government/statutory approvals related to the object(s) have been obtained?	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Whether all arrangements pertaining to technical assistance/collaboration are in operation?	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Are there any favorable/unfavorable events affecting the viability of these object(s)?	No	Not Applicable	No	No
Is there any other relevant information that may materially affect the decision making of the investors?	No	Not Applicable	No	No

*The above details are verified by M/s. MAKK & Co. (formerly R. Jaitlia & Co.) vide its CA certificate dated May 03, 2024*

#Where material deviation may be defined to mean:

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

**Note:** CARE Ratings Limited issued a final monitoring report dated January 30, 2024, indicating full utilization of the net proceeds. However, after payment of all issue-related expenses, there was a surplus amount of Rs. 2.36 crores, which was transferred to the company's monitoring account. This surplus was used for GCP in accordance with the prospectus. Consequently, this report should be considered the final monitoring report, not the previous report.

#### 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	Repayment/ prepayment, in full or part, of certain borrowings availed by our Company and/or certain of our Subsidiaries	Chartered Accountant certificate, Prospectus	341.60	341.60	Not Applicable	Not Applicable	Not Applicable	Not Applicable
2	Funding acquisition of future real estate projects and general corporate purposes (GCP)	Chartered Accountant certificate, Prospectus	182.86	185.22 <sup>^</sup>	Surplus issue expenses of Rs. 2.36 crores transferred to monitoring account.	Surplus issue expenses of Rs. 2.36 crores transferred to monitoring account.	Not Applicable	Not Applicable
<b>Total</b>			<b>524.46</b>	<b>526.82</b>				

The above details are verified by M/s. MAKK & Co. (formerly R. Jaitlia & Co.) vide its CA certificate dated May 03, 2024

<sup>^</sup>Post payment of all issue-related expenses, there was a surplus amount of Rs. 2.36 crores, which was transferred to the company's monitoring account. This amount was used for GCP, in accordance with the prospectus.

##### (ii) Progress in the objects –

Sr. No	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Amount as proposed in the Offer Document in Rs. Crore	Amount utilised in Rs. Crore			Unutilised amount in Rs. crore	Comments of the Monitoring Agency	Comments of the Board of Directors	
				As at beginning of the quarter in Rs. Crore	During the quarter in Rs. Crore	At the end of the quarter in Rs. Crore			Reasons for idle funds	Proposed course of action
1	Repayment/ prepayment, in full or part, of certain borrowings availed by our Company and/or certain of our Subsidiaries	Chartered Accountant certificate, Prospectus	341.60	341.60	Nil	341.60	Nil	The funds received from issue proceeds were utilized towards repayment of some debt as per the objects of the issue.	Nil	Nil
2	Funding acquisition of future real estate projects and general corporate purposes	Chartered Accountant certificate, Prospectus	185.22	189.49 <sup>^</sup>	2.36*	191.85 <sup>^</sup>	Nil	Increase in net proceeds is due to transfer of surplus issue related expenses of Rs. 2.36 crores to monitoring account. The proceeds are fully utilized as on March 31, 2024.	Nil	Nil
<b>Total</b>			<b>526.82</b>	<b>531.09</b>	<b>2.36</b>	<b>533.45</b>	-			

The above details are verified by M/s. MAKK & Co. (formerly R. Jaitlia & Co.) vide its CA certificate dated May 03, 2024

\*Utilized for GCP as per prospectus.

<sup>^</sup>Additional funding over and above the net proceeds was done through interest earned on fixed deposits of Rs. 6.63 crores.

(iii) Deployment of unutilized public issue proceeds: There are no unutilized net proceeds as on 03/31/2024.

Sr. No.	Type of instrument and name of the entity invested in	Amount invested	Maturity date	Earning	Return on Investment (%)	Market Value as at the end of quarter
-	-	-	-	-	-	-

The above details are verified by M/s. MAKK & Co. (formerly R. Jaitlia & Co.) vide its CA certificate dated May 03, 2024

(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
Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

The above details are verified by M/s. MAKK & Co. (formerly R. Jaitlia & Co.) vide its CA certificate dated May 03, 2024

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

Sr. No	Item Head^	Amount in Rs. Crore	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of Monitoring Agency	Comments of the Board of Directors
1	Payment to JV partner for loan processing	2.07	Chartered Accountant certificate, Bank statement	Utilized appropriately as per prospectus.	Nil
2	Working capital	0.29	Chartered Accountant certificate, Bank statement		
	<b>Total</b>	<b>2.36</b>			

The above details are verified by M/s. MAKK & Co. (formerly R. Jaitlia & Co.) vide its CA certificate dated May 03, 2024

**^The extract of General Corporate Purpose mentioned in prospectus:** As per point no 2 of the section "Details of the Objects of the Offer" on page no. 126 in the prospectus, it is mentioned that The general corporate purposes for which our Company proposes to utilise the Net Proceeds include, but not limited to: (i) strategic initiatives; (ii) funding growth opportunities; (iii) strengthening marketing capabilities and brand building exercises; (iv) meeting ongoing general corporate exigencies and contingencies; (v) capital expenditure; (vi) meeting working capital requirements; (vii) expenses of our Company; and (viii) any other purpose, as may be approved by the Board or a duly constituted committee thereof, subject to compliance with applicable law, including provisions of the Companies Act.

The quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount available under this head and our business requirements, from time to time. Our management, in accordance with the policies of our Board, shall have flexibility in utilising surplus amounts, if any.

**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.