

15th May, 2025

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001
Scrip Code – 506655
Scrip Code NCDs - 974058

National Stock Exchange of India Limited
Exchange Plaza, C - 1, Block - G,
Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051
Scrip Symbol - SUDARSCHEM

Dear Sir / Madam,

Sub : Monitoring Agency Report on the utilisation of proceeds raised through issuance of equity shares by way of Qualified Institutions Placement Issue of the Company

Pursuant to Regulation 32(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Regulation 173A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, please find enclosed the Monitoring Agency Report issued by CRISIL Ratings Limited (Monitoring Agency), in respect to utilization of the proceeds raised through issuance of equity shares by way of Qualified Institutions Placement Issue of the Company for the quarter ended 31st March, 2025.

This is for your information and records.

Thanking You,
Yours Faithfully,
For SUDARSHAN CHEMICAL INDUSTRIES LIMITED

MANDAR VELANKAR
GENERAL COUNSEL AND COMPANY SECRETARY

Monitoring Agency Report
for
Sudarshan Chemical Industries Limited
for the quarter ended
March 31, 2025

CRI/MAR/EMULIM/2024-25/1363

May 15, 2025

To

Sudarshan Chemical Industries Limited

7th Floor, Eleven West Panchshil,

Survey No. 25,, Near PAN Card Club Road,

Baner, Pune, Maharashtra, 411069

Dear Sir,

Monitoring Agency Report for the quarter ended March 31, 2025 - in relation to the Qualified Institutional Placement ("QIP") of Sudarshan Chemical Industries Limited ("the Company")

Pursuant to Regulation 173A of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and Monitoring Agency Agreement dated January 23, 2025, enclosed herewith the Monitoring Agency Report, issued by Crisil Ratings Limited, Monitoring Agency, as per Schedule XI of the SEBI ICDR Regulations towards utilization of proceeds of QIP for the quarter ended March 31, 2025.

Request you to kindly take the same on records.

Thanking you,

For and on behalf of Crisil Ratings Limited



Sushant Sarode

Director, Ratings (LCG)

Report of the Monitoring Agency (MA)

Name of the issuer: Sudarshan Chemical Industries Limited

For quarter ended: March 31, 2025

Name of the Monitoring Agency: Crisil Ratings Limited

(a) Deviation from the objects: No

(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 we do not perceive any conflict of interest in such relationship/interest while monitoring and reporting the utilization of the issue proceeds by the issuer.

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: Sushant Sarode

Designation of Authorized person/Signing Authority: Director, Ratings (LCG)

1) Issuer Details:

Name of the issuer:	Sudarshan Chemical Industries Limited
Names of the promoter:	Pradeep Ramwilas Rathi Rajesh Balkrishna Rathi
Industry/sector to which it belongs:	Dyes and Pigments

2) Issue Details

Issue Period:	January 23, 2025, to January 28, 2025
Type of issue (public/rights):	Qualified Institutional Placement
Type of specified securities:	Equity Shares
QIP Grading, if any:	NA
Issue size:	This gross issue* of 74,76,635 Equity Shares at a price of Rs.1,070/-per share aggregating to Rs 80,000.00 Lakh (Net Proceeds of Rs 78,565.26 Lakh)

* Crisil Ratings shall be monitoring the gross proceeds amount as per placement document dated 28th January 2025 ("Offer Document").

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	Offer document, Bank Statement, Management Undertaking, Peer Reviewed Independent Chartered Accountant Certificate^	No Comment	No Comment
Whether shareholder approval has been obtained in case of material deviations# from expenditures disclosed in the offer document?	NA	Management Undertaking, Peer Reviewed Independent Chartered Accountant Certificate^	No Comment	No Comment
Whether the means of Finance for the disclosed objects of the issue has changed?	No		No Comment	No Comment

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?	NA	Management Undertaking, Peer Reviewed Independent Chartered Accountant Certificate^	No Comment	No Comment
Whether all Government/statutory approvals related to the object(s) have been obtained?	Yes		Overseas Direct Investments are carried out as per provisions /rules framed as per FEMA	No Comment
Whether all arrangements pertaining to technical assistance/collaboration are in operation?	NA		No Comment	No Comment
Are there any favourable events improving the viability of these object(s)?	NA		No Comment	No Comment
Are there any unfavourable events affecting the viability of these object(s)?	NA		No Comment	No Comment
Is there any other relevant information that may materially affect the decision making of the investors?	NA		No Comment	No Comment
# 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.				

NA represents Not Applicable

[^] On the basis of Certificate dated May 13, 2025, issued by P V Deo & Associates LLP, Chartered Accountants (Firm Registration Number: W100637), Peer Reviewed Independent Chartered Accountant

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

i. Cost of the object(s):

Sr. No.	Item Head	Source of information/certification considered by MA for preparation of report	Original cost (as per the Offer Document) (Rs in Lakh)	Revised Cost (Rs in Lakh)	Comment of the MA	Comments of the Board of Directors		
						Reason of Cost revision	Proposed financing option	Particulars of firm arrangements made
1	Investment in our Material Subsidiary, Sudarshan Europe B.V. for part funding the proposed acquisition of global pigment business operations of the Heubach Group, through Sudarshan Europe B.V or its subsidiaries ("Proposed Acquisition"), including all associated costs in relation to the Proposed Acquisition	Management undertaking, Peer-reviewed Independent Chartered Accountant Certificate ^, Placement Document	32,500.00	NA	No revision	No Comment	No Comment	No Comment
2	Repayment / pre-payment, in part or in full, of certain outstanding borrowings availed by our Company		28,500.00	NA	No revision	No Comment	No Comment	No Comment
3	General Corporate Purposes (GCP)		17,565.26	NA	No revision	No Comment	No Comment	No Comment
	Sub-Total	-	78,565.26	-	-			
4	Issue Expense		1,434.74	NA	No revision	No Comment	No Comment	No Comment
	Total		80,000.00					

^ On the basis of Certificate dated May 13, 2025, issued by P V Deo & Associates LLP, Chartered Accountants (Firm Registration Number: W100637), Peer Reviewed Independent Chartered Accountant

#The amount utilised for general corporate purposes does not exceed 25% of the Issue Proceeds (amounting to Rs 20,000 Lakh) from the Fresh Issue.

ii. Progress in the object(s):

Sr. No.	Item Head [#]	Source of information/certifications considered by Monitoring Agency for preparation of report	Amount as proposed in the Offer Document (Rs in Lakh)	Amount utilized (Rs in Lakh)			Total unutilized amount (Rs in Lakh)	Comments of the Monitoring Agency	Comments of the Board of Directors	
				As at beginning of the quarter	During the quarter (Refer Note 3)	At the end of the quarter			Reasons for idle funds	Proposed course of action
1	Investment in our Material Subsidiary, Sudarshan Europe B.V. for part funding the proposed acquisition of global pigment business operations of the Heubach Group, through Sudarshan Europe B.V or its subsidiaries ("Proposed Acquisition"), including all associated costs in relation to the Proposed Acquisition	Management undertaking, Peer-reviewed Independent Chartered Accountant Certificate ^, Placement Document, Bank Statements	32,500.00	Nil	32,500.00	32,500.00	Nil	Refer Note 1	No Comment	No Comment
2	Repayment / pre-payment, in part or in full, of certain outstanding borrowings availed by our Company		28,500.00	Nil	28,500.00	28,500.00	Nil	Refer Note 2	No Comment	No Comment
3	General Corporate Purposes (GCP)		17,565.26	Nil	17,500.00	17,500.00	65.26	No comments	No Comment	No Comment
	Sub Total		78,565.26	Nil	78,500.00	78,500.00	65.26	-	-	-
4	Issue Expense		1,434.74	Nil	1,213.12	1,213.12	221.62	No comments	No Comment	No Comment
	Total		80,000.00	Nil	79,713.12	79,713.12	286.87	-	-	-

^ On the basis of Certificate dated May 13, 2025, issued by P V Deo & Associates LLP, Chartered Accountants (Firm Registration Number: W100637), Peer Reviewed Independent Chartered Accountant

Note 1: The company has invested Rs 32,500 Lakh from the Object Investment in Material Subsidiary Sudarshan Europe B.V. as Non-Convertible Redeemable Preference Shares towards part funding for the acquisition of assets and business operations of (a) Heubach Colorants Germany GmbH, (b) Heubach GmbH (c) Dr. Hans Heubach GmbH, and (d) Heubach Group GmbH and participations held by Heubach Holding Switzerland AG, in downstream group companies in various countries from insolvency administrator in the aforesaid countries; & 100% shareholding of Heubach Holdings S.a.r.l., a Luxemburg based Heubach Group company having investments in shareholding in companies based in India and USA.

Note 2: The repayment of borrowings is as per the Placement Document with respect to the lender and the purpose of the facility availed.

Note 3: The issue proceeds were transferred from the monitoring agency account of the company to various internal accounts of the company for operational ease for end utilisation towards the objects. The transferred amount to the internal accounts of the company is fully utilised as at the quarter end.

Note 4: All figures in the above table are rounded off to nearest two decimal places

#Brief description of objects:

Object of the Issue	Description of objects as per the offer document filed by the issuer
Investment in our Material Subsidiary, Sudarshan Europe B.V. for part funding the proposed acquisition of global pigment business operations of the Heubach Group through Sudarshan Europe B.V or its subsidiaries, including all associated costs in relation to the Proposed Acquisition	The proposed transaction comprises of acquisition by Sudarshan Europe B.V of (i) assets and business operations of (a) Heubach Colorants Germany GmbH, (b) Heubach GmbH (c) Dr. Hans Heubach GmbH, and (d) Heubach Group GmbH and participations held by Heubach Holding Switzerland AG, in downstream group companies in various countries from insolvency administrator in the aforesaid countries; (ii) 100% shareholding of Heubach Holdings S.a.r.l., a Luxemburg based Heubach Group company having investments in shareholding in companies based in India and USA. Heubach Group is engaged in manufacturing of speciality chemicals consisting of organic pigments, inorganic pigments, dyes, dispersions and anti-corrosion pigments. Post Heubach Acquisition, The company/group will have a comprehensive pigment portfolio of and a presence in markets including Europe and the Americas.
Repayment / pre-payment, in part or in full, of certain outstanding borrowings availed by our Company	The selection of borrowings proposed to be repaid/pre-paid amongst the borrowing arrangements availed is based on various factors including (i) cost of borrowing, including applicable interest rates, (ii) any conditions attached to the borrowings restricting our ability to prepay the borrowings and time taken to fulfil or obtain waiver for such requirements, (iii) terms and conditions of consents or waivers, (iv) levy of prepayment penalties and quantum thereof and (v) other commercial considerations including, among others, the amount of the loans outstanding and the remaining tenor of the loan

General Corporate Purposes (GCP)	As per placement document filed by the Company, General corporate purposes may include, but are not restricted to, i. funding growth opportunities, ii. business development initiatives, iii. redemption of outstanding non-convertible debentures, iv. working capital requirement of the Company and its Subsidiaries including future subsidiaries v. consideration for Open Offer vi. capital expenditure on integration of target company with the Company including consulting fees The quantum and timing 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 the Company, from time to time, subject to compliance with applicable law
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iii. Deployment of unutilised proceeds:

On the basis of Management undertaking & Certificate dated May 13, 2025, issued by P V Deo & Associates LLP, Chartered Accountants (Firm Registration Number: W100637), Peer Reviewed Independent Chartered Accountant

S. No.	Type of instrument where amount is invested	Amount invested (Rs in Lakh) (Refer Note 5)	Maturity date	Earnings (Rs in Lakh)	Return on Investment (%)	Market value as at the end of quarter (Rs in Lakh)
1	Balance in Monitoring Account with Standard Chartered Bank	65.26	NA	NA	NA	65.26
2	Balance in Escrow Account with Standard Chartered Bank	221.62	NA	NA	NA	221.62
	Total	286.87	NA	NA	NA	286.87

Note 5: The outstanding balance of Rs. 65.26 Lakh in the monitoring account pertains to GCP, whereas the balance of Rs 221.62 Lakh held in the escrow account is the balance earmarked towards issue expenses, these will be utilised in the subsequent quarters.

Note 6: All figures in the above table are rounded off to nearest two decimal places

iv. Delay in implementation of the object(s):

On the basis of Management undertaking & Certificate dated May 13, 2025, issued by P V Deo & Associates LLP, Chartered Accountants (Firm Registration Number: W100637), Peer Reviewed Independent Chartered Accountant

Object(s)	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*					

*Deployment of net proceeds is within the Proposed schedule of implementation for fiscal 2025 as given in the prospectus dated 28th January 2025

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

On the basis of Management undertaking & Certificate dated May 13, 2025, issued by P V Deo & Associates LLP, Chartered Accountants (Firm Registration Number: W100637), Peer Reviewed Independent Chartered Accountant

S. No.	Item heads	Amount (Rs in Lakh)
1	Investment in Non-Convertible Redeemable Preference Shares of Sudarshan Europe B.V.	17,500.00

Disclaimers:

- a) *This Report is prepared by Crisil Ratings Limited (hereinafter referred to as "Monitoring Agency" / "MA" / "CRL"). 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.*
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