

May 11, 2024

Ref. No.: **AIL/SE/10/2024-25**

To,

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400001, MH.

Scrip Code: **543534**

National Stock Exchange of India Limited

Exchange Plaza,
Bandra Kurla Complex, Bandra (E),
Mumbai-400051, MH.

Symbol: **AETHER**

Dear Madam / Sir,

Subject: Monitoring Agency Report

In accordance with Regulation 32(6) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Regulation 41(4) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Monitoring Agency Report for the Fourth Quarter ended on March 31, 2024, issued by M/s. CRISIL Ratings Limited is enclosed herewith.

We request you to kindly take the information on your records.

Thank you.

For Aether Industries Limited



Chittrarth Rajan Parghi

Company Secretary & Compliance Officer

Mem. No.: F12563



Encl.: As attached

Monitoring Agency Report
for
Aether Industries Limited
for the quarter ended March 31, 2024

CRI/MAR/ AEINLI/2023-24/1095

May 10, 2024

To

Aether Industries Limited

Plot No. 8203, GIDC Sachin,

Surat - 394 230, Gujarat, India

Dear Sir,

Monitoring Agency Report for the quarter ended March 31, 2024 - in relation to the Qualified Institutional Placement ("QIP") of Aether Industries Limited ("the Company")

Pursuant to Regulation 173A of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**") and Monitoring Agency Agreement dated June 19, 2023, 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, 2024.

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: Aether Industries Limited

For quarter ended: March 31, 2024

Name of the Monitoring Agency: CRISIL Ratings Limited

(a) Deviation from the objects: Not applicable

(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:	Aether Industries Limited
Names of the promoter:	a. Mr. Ashwin Jayantilal Desai b. Ms. Purnima Ashwin Desai c. Mr. Rohan Ashwin Desai d. Dr. Aman Ashvin Desai e. AJD Family Trust f. PAD Family Trust g. RAD Family Trust h. AAD Family Trust i. AAD Business Trust
Industry/sector to which it belongs:	Speciality Chemicals

2) Issue Details

Issue Period:	June 19, 2023 to June 22, 2023
Type of issue:	Qualified Institutional Placement (QIP)
Type of specified securities:	Equity Shares
QIP Grading, if any:	NA
Issue size:	Rs 7,500 million (Net proceeds of Rs 7,286.14 million*)

**CRISIL Ratings shall be monitoring the net proceeds amount. During the quarter ended September 30, 2023, Net proceeds amount was revised from Rs 7,285.00 million to Rs 7,286.14 million, due to change in GCP amount from Rs 1,705.00 million to Rs 1,706.14 million, as unutilised issue expenses were added to GCP.*

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	Management undertaking, Statutory Auditor Certificate [^] , Final offer document, Bank Statements	No Comments	NA
Whether shareholder approval has been obtained in case of material deviations from expenditures disclosed in the Offer Document?	NA	Management undertaking, Statutory Auditor Certificate ^(a)	No Comments	NA
Whether the means of finance for the disclosed objects of the issue has changed?	No		No Comments	NA
Is there any major deviation observed over the earlier monitoring agency reports?	No		No Comments	NA
Whether all Government/statutory approvals related to the object(s) have been obtained?	Yes		Refer Note 1	NA
Whether all arrangements pertaining to technical assistance/collaboration are in operation?	NA		No Comments	NA
Are there any favorable events improving the viability of these object(s)?	No		No Comments	NA
Are there any unfavorable events affecting the viability of the object(s)?	No		No Comments	NA
Is there any other relevant information that may materially affect the decision making of the investors?	No		No Comments	NA

NA represents Not Applicable

^(a) Certificate dated April 22, 2024 issued by Birju S. Shah & Associates, Chartered Accountants (Firm Registration Number:131554W), Statutory Auditors of the Company.

Note 1: To begin the projects, intimation to GIDC and intimation to GPCB is required and critical for the start of the project. These both are in place. The projects have been started based on the applications done to GIDC and GPCB. These are the required approvals which are essential, and no other critical approvals are required to be obtained during the quarter.

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 million)	Revised Cost (Rs in million)	Comment of the MA	Comments of the Board of Directors		
						Reason of Cost revision	Proposed financing option	Particulars of firm arrangements made
1	Funding capital expenditure for the expansion at Manufacturing Facility 3	Management undertaking, Statutory Auditor Certificate ^(a) , Placement Document	1,830.00	NA	No revision	NA	NA	NA
2	Funding capital expenditure for setting up of Manufacturing Facility 5		3,300.00	NA	No revision	NA	NA	NA
3	Funding working capital requirements of the Company;		450.00	NA	No revision	NA	NA	NA
4	General Corporate Purposes ^(b)		1,705.00	1,706.14	Refer note 2	NA	NA	NA
	Total	-	7,285.00	7,286.14	-	-	-	-

^(a) Certificate dated April 22, 2024 issued by Birju S. Shah & Associates, Chartered Accountants (Firm Registration Number:131554W), Statutory Auditors of the Company.

^(b)The amount utilised for general corporate purposes does not exceed 25% (amounting to Rs 1,875.00 million) of the Gross Proceeds from the Fresh Issue.

Note 2: During the quarter ended September 30, 2023, The estimated QIP expenses at the time of filing of placement document was Rs 215.00 million whereas after meeting all the QIP expenses, the same has come to Rs 212.80 million, remaining Rs 1.06 million is payable towards QIP expenses in FY 25 and will be maintained in the monitoring account. Hence, the surplus of Rs 1.14 million from issue expenses is added to the GCP, accordingly cost of GCP is revised from Rs 1,705.00 million as mentioned in the placement document to Rs 1,706.14 million. Also, the Company will take reimbursement of Rs 14.41 million from monitoring account in the subsequent period as the same were spent by the Company towards QIP expenses from their Cash Credit Accounts.

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 million)	Amount utilized (Rs in million)			Total unutilized amount (Rs in million)	Comments of the Monitoring Agency	Comments of the Board of Directors	
				As at beginning of the quarter	During the quarter	At the end of the quarter			Reasons for idle funds	Proposed course of action
1	Funding capital expenditure for the expansion at Manufacturing Facility 3	Management undertaking, Statutory Auditor Certificate ^(a) , Placement Document, Bank Statements	1,830.00	45.25	248.10	293.35	1,536.65	No comment	NA	NA
2	Funding capital expenditure for setting up of Manufacturing Facility 5		3,300.00	30.46	103.66 ^(b)	134.12	3,165.88	No comment	NA	NA
3	Funding working capital requirements of the Company		450.00	449.68	0.32	450.00	0.00	No comment	NA	NA
4	General Corporate Purposes		1,706.14	978.92	20.87	999.79	706.35	No comment	NA	NA
Total			7,286.14	1,504.32	372.94	1,877.26	5,408.88	-	-	-

^(a) Certificate dated April 22, 2024 issued by Birju S. Shah & Associates, Chartered Accountants (Firm Registration Number:131554W), Statutory Auditors of the Company.

^(b) The Board of Directors of the Company vide resolution dated 31 October 2023 had approved the acquisition of Land at, "Plot No. 184 & Plot No. 185, of 26,873 sq. mtrs., located at Vill. Nana Borsara, Tal. Mangrol, Dist. Surat" located nearby to Company's Site - 5 at Plot No. 14+15, Panoli GIDC, Bharuch District, Gujarat to install common utilities (like Steam plant, Effluent treatment Plant, Warehousing of Raw Material) there to support the main plants which will be installed in the Plot 14 + 15, GIDC, Panoli.

Referring to the relevant extracts from the prospectus of the Company narrated below:

"We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, business and strategy, competition, negotiation with vendors, variation in cost estimates on account of factors, incremental pre-operative expenses and other external factors such as changes in the business environment and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws.", hence this land acquisition is in line with the offer document.

Note: 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
Funding capital expenditure for the expansion at Manufacturing Facility 3	To continue investing in expanding the manufacturing capacities to meet increasing demands for products, along with the necessity to launch new products for various applications, the company approved to acquire industrial land on a lease hold basis, for a period of 99 years, for an expansion project - Plot Nos. 8202/2/A and 8202/2/B at Road No. 8, GIDC Industrial Estate, Sachin, Surat - 394230. For the completion of the expansion project, they require to make investment in inter alia construction of factory building, equipment, plant and machinery and furniture and fixtures.
Funding capital expenditure for setting up of Manufacturing Facility 5	To continue investing in expanding the manufacturing capacities to meet increasing demands for products, along with the necessity to launch new products for various applications, the company approved to acquire land for one more manufacturing facility at Plot No. 14 + 15, GIDC Industrial Estate, Panoli - 394115, Bharuch, Gujarat. For the completion of the manufacturing facility, they require to make investment in inter alia construction of factory building, equipment, plant and machinery and furniture and fixtures.
Funding working capital requirements of the Company;	In light of plans for setting up of new manufacturing facilities and in order to support the incremental business requirements, the Company requires additional working capital for funding its working capital requirements.
General Corporate Purposes	<p>The general corporate purposes for which the Company proposes to utilise Net Proceeds include, without limitation:</p> <ul style="list-style-type: none"> • Funding growth opportunities, • Business development initiatives, • Meeting expenses incurred in the ordinary course of business and towards any exigencies, • or 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. <p>The quantum of utilisation of funds towards each of the above purposes will be determined by the 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.</p>

iii. Deployment of unutilised proceeds:

On the basis of management undertaking and Certificate dated April 22, 2024 issued by Birju S. Shah & Associates, Chartered Accountants (Firm Registration Number:131554W), Statutory Auditors of the Company:

S. No.	Type of instrument where the amount is invested	Amount invested (Rs in million)	Maturity date	Earnings ^(e) (Rs in million)	Return on Investment (%)	Market value as at the end of quarter ^(a) (Rs in million)
1	FD no. 058413008749 (ICICI Bank Ltd)	350.00	June 25, 2024	25.87	7.20	375.87
2	FD no. 058413008746 (ICICI Bank Ltd)	4,990.00	July 19, 2024	404.67	7.40	5,394.67
3	ICICI Bank Monitoring Account No. 000405142891 ^(b)	8.92	-	-	-	8.92
4	ICICI Bank CC Account No. 058451000046 ^{(c) & (d)}	104.05	-	-	-	104.05
	Total	5,452.97	-	430.54	-	5,883.51

Notes:

^(a)Maturity value considered

^(b) Funds maintained in Monitoring Account of the Company is to be used in future towards the objects mentioned in the placement document. Moreover, Rs 14.41 million were spent by the Company towards QIP expenses from their Cash Credit Accounts, before QIP proceeds were received. Hence, the Company will take reimbursement of Rs 14.41 million from the Monitoring account in FY 24 and Rs 1.06 million will be payable by the Company towards QIP expenses from the Monitoring account in FY 25.

^(c)Funds withdrawn from Monitoring Account and transferred to CC account of the Company for utilisation towards working capital and GCP, and unutilised are available for use towards objects in the subsequent months.

^(d)Includes amount of Rs 103.85 million withdrawn from Monitoring Account of the Company for Capex at Site 3 and Site 5, and unutilised are available for use in FY 25.

^(e)Rs 28.61 million is credited to the ICICI Bank Monitoring Account (No. 000405142891) towards interest on the FDs.

^(f)All figures in the above table are rounded off to nearest two decimal places.

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

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
Refer note below					

Note: On the basis of management undertaking and Certificate dated April 22, 2024 issued by Birju S. Shah & Associates, Chartered Accountants (Firm Registration Number:131554W), Statutory Auditors of the Company

As per the relevant extracts of the offer document filed by the Company, "In the event that the estimated utilization of the Net Proceeds in a scheduled fiscal year is not completely met, due to the reasons stated above, the same shall be utilised in the next fiscal year, as may be determined by our Company, in accordance with applicable laws". Hence, there is no delay in the implementation.

Also, the balance net proceeds which remain unutilised for each of the objects of the issue during this fiscal will be utilised in next fiscal.

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

S. No.	Item heads	Amount ^(b) (Rs in million)	Remarks
1	Expenses in the Ordinary Course of Business	20.87	The Board of Directors of the Company vide resolution dated 09 May, 2024 has approved the quantum of utilisation of GCP

^(a)On the basis of management undertaking and Certificate dated April 22, 2024 issued by Birju S. Shah & Associates, Chartered Accountants (Firm Registration Number:131554W), Statutory Auditors of the Company

^(b)All figures are rounded off to nearest two decimal places

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.*
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