

PEL/2025-26/11

May 06, 2025

The Secretary
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot no. C/IG Block
Bandra-Kurla Complex Bandra (E)
MUMBAI - 400 051

Scrip Code: PELATRO

Dear Sir/Madam,

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

Pursuant to Regulation 32(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Regulation 41(4) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, please find enclosed the Monitoring Agency Report for the quarter ended December 31, 2024, issued by Care Ratings Limited, in respect to utilization of proceeds from Initial Public Offering (IPO).

The above is being made available on the Company's website at www.pelatro.com as well.

Please note, being SME Listed Company, we are voluntarily complying with the above said Regulations.

This is for your information and records.

Thanking you.

Yours sincerely,

For Pelatro Limited

KHUSHBOO SHARMA
Digitally signed by
KHUSHBOO SHARMA
Date: 2025.05.06
14:55:17 +05'30'

Khushboo Sharma
Company Secretary and Compliance Officer

Encl: as above

No. CARE/HO/GEN/2025-26/1009

**The Board of Directors
Pelatro Limited**

No. 403, 7th A Main,
1st Block HRBR Layout,
Bengaluru – 560 043.

May 06, 2025

Dear Sir/Ma'am,

Monitoring Agency Report for the quarter ended March 31, 2025 - in relation to the IPO of Pelatro Limited ("the Company")

We write in our capacity of Monitoring Agency for the IPO for the amount aggregating to Rs. 55.98 crore of the Company and refer to our duties cast under regulation 262 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 September 05, 2024.

Request you to kindly take the same on records.

Thanking you,

Yours faithfully,



Darshan Shah

Assistant Director

Darshan.shah@careedge.in

Report of the Monitoring Agency

Name of the issuer: Pelatro Limited

For quarter ended: March 31, 2025

Name of the Monitoring Agency: CARE Ratings Limited

(a) Deviation from the objects: NIL

(b) Range of Deviation: NIL

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 : Pelatro Limited
Name of the promoter : Subash Menon, Sudeesh Yezhuvath, Kiran Menon, and Varun Menon
Industry/sector to which it belongs : Media – Web based media and service

2) Issue Details

Issue Period : September 16, 2024, to September 19, 2024
Type of issue (public/rights) : Initial Public Offer (IPO)
Type of specified securities : Equity Shares
IPO Grading, if any : Not Applicable
Issue size (in crore) : Rs. 55.98 crores

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 | CA Certificate*, Prospectus, Bank Statement, Invoices | Utilization of gross proceeds is in line with the objects of the offer. | NIL |
| Whether shareholder approval has been obtained in case of material deviations# from expenditures disclosed in the Offer Document? | No | Not applicable | Not applicable | NIL |
| Whether the means of finance for the disclosed objects of the issue have changed? | No | Not applicable | Not applicable | NIL |
| Is there any major deviation observed over the earlier monitoring agency reports? | No | Not applicable | Not applicable | NIL |
| Whether all Government/statutory approvals related to the object(s) have been obtained? | Not Applicable | Prospectus, CA Certificate*, Management Confirmation | Not applicable | NIL |
| Whether all arrangements pertaining to technical assistance/collaboration are in operation? | Not Applicable | Not applicable | Not applicable | NIL |
| Are there any favorable/unfavorable events affecting the viability of these object(s)? | Not Ascertainable | CA Certificate*, Prospectus, Bank Statement, Invoices | Under 'Funding capital expenditure of the company', scheduled deployment till March 31, 2025, as per the Prospectus, is Rs. 10.12 crore. The company has incurred Rs. 1.06 crore till March 31, 2025. | 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 |
|--|-------|--|--|------------------------------------|
| | | | Under 'General corporate purpose', scheduled deployment till March 31, 2025, as per the Prospectus, is Rs. 13.86 crore. The company has incurred Rs. 13.33 crore till March 31, 2025. Such delay may affect viability. | |
| Is there any other relevant information that may materially affect the decision making of the investors? | No | Not applicable | Not applicable | NIL |

* The above details are verified by P. Chandrasekar LLP Chartered Accountants vide their certificate dated April 26, 2025

#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.

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 | Funding capital expenditure of the company | CA Certificate^ and Prospectus* | 10.12 | Not applicable | Not applicable | NIL | NIL | NIL |
| 2 | Investment in subsidiary | CA Certificate^ and Prospectus* | 10.00 | Not applicable | Not applicable | NIL | NIL | NIL |
| 3 | Funding working capital needs of the company | CA Certificate^ and Prospectus* | 15.00 | Not applicable | Not applicable | NIL | NIL | NIL |
| 4 | General Corporate Purposes | CA Certificate^ and Prospectus* | 13.86 | Not applicable | Not applicable | NIL | NIL | NIL |
| 5 | Issue Expenses | CA Certificate^ and Prospectus* | 7.00 | Not applicable | Not applicable | NIL | NIL | NIL |
| Total | | | 55.98 | | | | | |

* Sourced from page 87 of the Prospectus

^The above details are verified by P. Chandrasekar LLP Chartered Accountants vide their certificate dated April 26, 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 | 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 | At the end of the quarter in Rs. Crore | | | Reasons for idle funds | Proposed course of action |
| 1 | Funding capital expenditure of the company | CA Certificate^, Prospectus*, Invoices, and Bank Statements | 10.12 | 0.69 | 0.37 | 1.06 | 9.06 | There is utilization towards acquiring computers, servers and network peripherals during this quarter. | NIL | NIL |
| 2 | Investment in subsidiary | CA Certificate^, Prospectus*, Share Certificate, and Bank Statements | 10.00 | 1.71 | 8.30 | 10.01 | (0.01) | There is utilization towards investment made in equity shares of Pelatro Pte Limited (a wholly owned subsidiary based out of Singapore) during this quarter. The company has utilised Rs. 0.01 crore in excess of the amount as proposed in the Prospectus. | NIL | NIL |
| 3 | Funding working capital needs of the company | CA Certificate^, Prospectus*, Email confirmation, Challans, Invoices and Bank Statements | 15.00 | 13.57 | 1.44 | 15.01 | (0.01) | There is utilization towards payroll expenses during this quarter. The company has utilised Rs. 0.01 crore in excess of the amount as proposed in the Prospectus. | NIL | NIL |
| 4 | General corporate purpose | CA Certificate^, Prospectus*, and Bank Statements | 13.86 | 3.06 | 10.27 | 13.33 | 0.53 | There is utilization towards payroll and TDS payments during this quarter. | NIL | NIL |
| 5 | Issue Expenses | CA Certificate^, Prospectus*, Bank Statements, and Invoices | 7.00 | 6.82 | 0.00 | 6.82 | 0.18 | There is no utilization during the current quarter. | NIL | NIL |
| Total | | | 55.98 | 25.85 | 20.38 | 46.23 | 9.75 | | | |

* Sourced from page 87 of the prospectus

^ The above details are verified by P. Chandrasekar LLP Chartered Accountants vide their certificate dated April 26, 2025

(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. | Kotak Mahindra Bank Sweep FD Account | 5.00 | May 04, 2025 | 0.17 | 7.00% | 5.00 |
| 2. | Kotak Mahindra Bank Sweep FD Account | 5.00 | April 03, 2025 | 0.17 | 7.00% | 5.00 |
| 3. | Kotak Mahindra Bank Sweep FD Account | 0.04 | April 03, 2025 | - | - | 0.04 |
| 4. | Kotak Mahindra Bank Monitoring Account | 0.10 | - | - | - | 0.10 |
| | Total | 10.14⁵ | | | | 9.75 |

The above details are verified by P. Chandrasekar LLP Chartered Accountants vide their certificate dated April 26, 2025

\$ The difference of Rs. 0.39 crore, between deployed unutilized proceeds Rs. 10.14 crore and amount unutilized as per progress in cost of objects i.e. Rs. 9.75 crore is owing to interest income earned on FDs credited to Monitoring Account

* Where the market value is not feasible, book value of the same is considered.

(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 |
| Funding capital expenditure of the company | March 31, 2025 | Ongoing | Ongoing delay ¹ | NIL | NIL |
| Investment in subsidiary | March 31, 2025 | February 25, 2025 | No Delay | NIL | NIL |
| Funding working capital needs of the company | March 31, 2025 | October 30, 2024 | No Delay ² | NIL | NIL |
| | March 31, 2026 | Ongoing | NA ² | | |
| General corporate purpose | March 31, 2025 | Ongoing | Ongoing delay ³ | NIL | NIL |
| Issue Expenses | No timeline mentioned | No timeline mentioned | No timeline mentioned | NIL | NIL |

- Under 'Funding capital expenditure of the company', scheduled deployment till March 31, 2025, as per the Prospectus, is Rs. 10.12 crore. The company has incurred Rs. 1.06 crore till March 31, 2025.
- Under "Funding working capital needs of the company", scheduled deployment till March 31, 2025 (first milestone), as per the Prospectus, is Rs. 5.00 crore. The company has incurred Rs. 15.01 crore till March 31, 2025.
- Under 'General corporate purpose', scheduled deployment till March 31, 2025, as per the Prospectus, is Rs. 13.86 crore. The company has incurred Rs. 13.33 crore till March 31, 2025.

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 | Payroll expenses and TDS payments | 10.27 | Salary working, TDS challan, and PF Challan | Utilization of gross proceeds is towards payroll expenditure and tax payments. | NIL |
| | Total | 10.27 | | | |

The above details are verified by P. Chandrasekar LLP Chartered Accountants vide their certificate dated April 26, 2025

[^] Section from the Prospectus related to GCP: "Our Company proposes to deploy the balance proceeds, aggregating to ₹ 1,386.44 lakhs, towards general corporate purposes as approved by our management from time to time, subject to such utilisation not exceeding 25% of the gross proceeds, in compliance with the SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilise net proceeds include, business development initiatives, meeting any expense including salaries, rent, administration costs, insurance premiums, repairs and maintenance, payment of taxes and duties, and similar other expenses incurred in the ordinary course of our business or towards any exigencies."

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.