



February 14, 2024

To, The Secretary, BSE Limited P. J. Towers, Dalal Street, Mumbai- 400 001 Scrip Code – 543714	To, The Secretary National Stock Exchange of India Limited Exchange Plaza, C-1, Block- G, Bandra Kurla Complex, Bandra(E) Mumbai – 400 051 Symbol – LANDMARK
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Dear Sir/Madam,

Subject: **Monitoring Agency Report for the quarter ended September 30, 2023**

Pursuant to Regulation 32(6) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Regulation 41(4) of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, please find attached Monitoring Agency Report for the quarter ended on September 30, 2023, issued by CRISIL Ratings Limited, Monitoring Agency, appointed to monitor the utilization of proceeds of the Public Issue (IPO) of the Company.

This is for your information and records.

Thanking you.

Yours faithfully,

For Landmark Cars Limited

Mr. Amol Arvind Raje
Company Secretary and Compliance Officer
(A19459)

Encl: a/a

Landmark Cars Limited.
(formerly known as Landmark Cars Private Limited)
CIN : IL50100GJ2006PLC058553 | GSTIN : 24AABCL1862B1Z2

Registered Office : Landmark House, Opp. AEC, Near Gurudwara, S.G. Highway, Thaltej, Ahmedabad -380059 | Tel : +91-7966185555
Email: info@landmarkcars.in | Website : www.grouplandmark.in

**Monitoring Agency report
for Landmark Cars Limited
for the quarter ended
September 30, 2023**

Ratings



CRL/MAR/LADKCR/2023-24/1080

February 13, 2024

To

Landmark Cars Limited

Landmark House, Opp. AEC,

S.G. Highway, Thaltej, Near Gurudwara,

Ahmedabad-380059, Gujarat

Dear Sir,

Monitoring Agency Report for the quarter ended September 30, 2023 - in relation to the Initial Public Offer ("IPO") of Landmark Cars Limited ("the Company")

Pursuant to Regulation 41 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") and Monitoring Agency Agreement entered with the Company, we enclose the Monitoring Agency Report, issued by CRISIL Ratings Limited, as per Schedule XI of the SEBI ICDR Regulations towards utilization of IPO proceeds for the quarter ended September 30, 2023.

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: Landmark Cars Limited

For quarter ended: September 30, 2023

Name of the Monitoring Agency: CRISIL Ratings Limited ("CRL")

(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)

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1) Issuer Details:

Name of the issuer:	Landmark Cars Limited
Names of the promoter:	Sanjay Karsandas Thakker Udayan Karsandas Thakker Richa Udayan Thakker
Industry/sector to which it belongs:	Auto-Dealer

2) Issue Details

Issue Period:	Tuesday, December 13, 2022 till Thursday, December 15, 2022
Type of issue (public/rights):	Initial Public Offer (IPO)
Type of specified securities:	Equity Shares
IPO Grading, if any:	NA
Issue size:	Rs 5,520.00 million Issue size comprises of fresh issuance/gross proceeds of Rs. 1,500.00 million (net proceeds of Rs 1,391.07 million*) and an offer for sale of Rs 4,020.00 million

*CRISIL Ratings shall be monitoring the net proceeds amount

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?	NA	Management undertaking, Statutory Auditor Certificate [^] , Final Offer Document	No comments	No comments
Whether shareholder approval has been obtained in case of material deviations from expenditures disclosed in the Offer Document?	NA	Management undertaking, Statutory Auditor Certificate [^]	No comments	No comments
Whether the means of finance for the disclosed objects of the issue has changed?	No		No comments	No comments

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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, Statutory Auditor Certificate^	No comments	No comments
Whether all Government/statutory approvals related to the object(s) have been obtained?	NA		No comments	No comments
Whether all arrangements pertaining to technical assistance/collaboration are in operation?	NA		No comments	No comments
Are there any favorable events improving the viability of these object(s)?	No		No comments	No comments
Are there any unfavorable events affecting the viability of the object(s)?	No		No comments	No comments
Is there any other relevant information that may materially affect the decision making of the investors?	No		No comments	No comments

NA represents Not Applicable

^Certificate dated February 09, 2024, issued by M/s Deloitte Haskins & Sells, Chartered Accountants (Firm Registration Number: 117365W), Statutory Auditors of the Company.

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	Pre-payment, in full or in part, of borrowings availed by the Subsidiaries	Management undertaking, Statutory Auditor Certificate [^] , Final Offer Document, MA Bank Statement [@]	1,200.00	-	No revision	No comments		
2	General Corporate Purposes (GCP)		191.07	191.01	Refer Note	No comments		
	Total		1,391.07	1,391.01				

Note: While original cost determination at the time of submitting offer document, management has had allocated the expenses of IPO based on the proportion of IPO amount expected to be received to by the Company and selling shareholders respectively. However, based on the revised determination, the total estimated cost is allocated based on the number of equity shares issued and hence, the cost is revised to that extent during the quarter ended June 30, 2023.

*However, during the quarter ended December 31, 2023, after setting off all the envisaged issue related expenses, the Company noted that the actual issue expenses are less than estimated issue expenses as mentioned in the offer document, hence surplus of Rs. 9.13 million has been transferred on December 29, 2023, from the Company's public offer account No. 922020052579858 to the Company's Monitoring Agency account no. 922020052295194. **As the surplus is available for utilization by the Company after the quarter ended September 30, 2023, the same has not been adjusted while deriving the revised cost as above.***

[@]Monitoring Agency account opened and maintained by the Company with Axis Bank towards IPO net proceeds.

[^]Certificate dated February 09, 2024, issued by M/s Deloitte Haskins & Sells, Chartered Accountants (Firm Registration Number: 117365W), Statutory Auditors of the Company.

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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	Pre-payment, in full or in part, of borrowings availed by the Subsidiaries	Management undertaking, Statutory Auditor Certificate [^] , Final Offer Document, Bank Statements	1,200.00	1,200.00	-	1,200.00	-	No Comments	No comments	
2	General Corporate Purposes (GCP)#		191.07	191.01	-	191.01	-	Refer Note	No comments	
	Total		1,391.07	1,391.01	-	1,391.01	-			

Note: For the quarter ended June 30, 2023, Statutory Auditor certificate and management undertaking shared by the Company, confirmed that, while original cost determination at the time of submitting offer document, management had allocated the expenses of IPO based on the proportion of IPO amount expected to be received by the Company and selling shareholders respectively. However, based on the revised determination, the total estimated cost is allocated based on the number of equity shares issued and hence, the cost of issue expenses is increased by Rs. 0.06 million and parked in public offer account. Accordingly, CRL concluded that Company has fully utilised the net proceeds which were transferred to Monitoring agency account of the Company and issued the final MA report.

However, during the quarter ended December 31, 2023, after setting off all the envisaged issue related expenses, the Company noted that the actual issue expenses are less than estimated issue expenses as mentioned in the offer document, hence surplus of Rs. 9.13 million has been transferred on December 29, 2023, from the Company's public offer account No. 922020052579858 to the Company's Monitoring Agency account no. 922020052295194. **As the surplus is available for utilization by the Company after the quarter ended September 30, 2023, the same has not been adjusted while deriving the revised cost as above.** Further, the transferred amount has been utilised by the Company during the quarter ended December 31, 2023.

And this has been brought to the attention of CRL in the month of January 2024, hence, CRL is taking an exception to issue the report for the quarter ended December 31, 2023, to update on the utilisation status of the aforementioned surplus proceeds later received in MA account. Further, to maintain the continuity of disclosure requirement as per SEBI regulations, CRL is

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also issuing the report for the quarter ended September 30, 2023, although the issue proceeds under the MA account as of quarter ended September 30, 2023, stand nil.

CRL hereby disclaims any responsibility and liability arising out on account of any delay or default on the part of the issuer Company in providing any data and/or information in connection with the utilization of the Issue Proceeds on which CRL would have relied in providing the MA reports.

#The amount utilized for general corporate purposes does not exceed 25% of the Gross Proceeds from the Fresh Issue.

^Certificate dated February 09, 2024, issued by M/s Deloitte Haskins & Sells, Chartered Accountants (Firm Registration Number: 117365W), Statutory Auditors of the Company.

#Brief description of objects:

Object of the Issue	Description of objects as per the offer document filed by the issuer
Pre-payment, in full or in part, of borrowings availed by the Subsidiaries	<p>Utilization of a portion of the Net Proceeds aggregating to ₹1,200.00 million for full or partial prepayment of all or a portion of the principal amount on certain loans availed by the Subsidiaries namely Landmark Automobiles Private Limited, Benchmark Motors Private Limited, Landmark Commercial Vehicles Private Limited, Landmark Lifestyle Cars Private Limited, Watermark Cars Private Limited, and Automark Motors Private Limited.</p> <p>The selection of borrowings proposed to be prepaid or repaid amongst the company's borrowing arrangements availed will be based on various factors, including:</p> <ul style="list-style-type: none">• cost of the borrowing, including applicable interest rates,• any conditions attached to the borrowings restricting our ability to prepay/ repay the borrowings and time taken to fulfil, or obtain• waivers for fulfilment of such conditions,• receipt of consents for prepayment from the respective lenders,• terms and conditions of such consents and waivers,• levy of any prepayment penalties and the quantum thereof,• provisions of any laws, rules and regulations governing such borrowings, and• other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan.

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General Corporate Purposes (GCP)	<p>The general corporate purposes for which Company proposes to utilise Net Proceeds include inter alia:</p> <ul style="list-style-type: none"> • brand building and marketing efforts, • acquisition of fixed assets • meeting expenses incurred towards any strategic initiatives, partnerships, tie-ups, joint ventures or acquisitions, investment in its Subsidiaries, • long-term or short-term working capital requirements, • meeting of exigencies which the company may face in the course of any business and • any other purpose as permitted by applicable laws and as approved by the Board of directors of the company or a duly appointed committee thereof. <p>The quantum of utilization of funds towards each of the above purposes will be determined by Board of Company, based on the amount available under this head and the business requirements of the Company, from time to time. Company's management, in accordance with the policies of the Board, shall have flexibility in utilizing surplus amounts, if any. In the event that Company is unable to utilize the entire amount that is currently estimated for use out of Net Proceeds in a Fiscal, Company will utilize such unutilized amount in the next Fiscal.</p>
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iii. Deployment of unutilised IPO proceeds[^]:

Sr. No:	Type of instrument and name of the entity invested in	Amount invested (Rs in crore)	Maturity date	Earnings (Rs in crore)	Return on investment (%)	Market Value as at end of quarter (Rs in crore)
Not Applicable						

[^]On the basis of management undertaking and Certificate dated February 09, 2024, issued by M/s Deloitte Haskins & Sells, Chartered Accountants (Firm Registration Number: 117365W), Statutory Auditors of the Company.

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
Not Applicable					

[^]On the basis of management undertaking and Certificate dated February 09, 2024, issued by M/s Deloitte Haskins & Sells, Chartered Accountants (Firm Registration Number: 117365W), Statutory Auditors of the Company.

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

Not applicable on the basis of management undertaking and Certificate dated February 09, 2024, issued by M/s Deloitte Haskins & Sells, Chartered Accountants (Firm Registration Number: 117365W), Statutory Auditors of the Company.

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 appointed (or from peer reviewed CA firms) 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.
- f) 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 CRL 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.
- g) Access or use of this report does not create a client relationship between CRL and the user.
- h) CRL 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.
- i) 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 should not be a basis for any investment decision within the meaning of any law or regulation (including the laws and regulations applicable in the US).
- j) The report comprises professional opinion of CRL as of the date they are expressed, based on the information received from the issuer and other sources considered reliable by CRL. 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.
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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.

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