

Ref. no. : Ethos/Secretarial/2024-25/16

Dated: May 14, 2024

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra,
Mumbai - 400 051

Scrip Code : 543532

Trading symbol : ETHOSLTD

ISIN : INE04TZ01018

Subject : Report of the Monitoring Agency with respect to utilization of proceeds of the Initial Public Offering of Ethos Limited for the quarter ended March 31, 2024

Dear Sir/Ma'am

Greetings from Ethos.

Pursuant to Regulation 41(4) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018 and Regulation 32 (6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Monitoring Agency Report with respect to utilization of proceeds of the Initial Public Offering of the Company for the quarter ended March 31, 2024 issued by CRISIL Ratings Limited, Monitoring Agency.

We would request you to please take the same in your records and oblige.

Thanking you

Yours truly
For **Ethos Limited**

Anil Kumar
Company Secretary & Compliance Officer
Membership no. F8023

Encl. : as above

— **ETHOS LIMITED** —

Registered Office:
Plot No. 3, Sector III, Parwanoo,
Himachal Pradesh - 173220, India

Corporate Office:
Kamla Centre, S.C.O. 88-89, Sector 8-C,
Chandigarh - 160009, India

Head Office:
Global Gateway Towers A, 1st Floor, MG Road,
Sector 26, Gurugram, Haryana - 122002, India

**Monitoring Agency Report
for
Ethos Limited
for the quarter ended
March 31, 2024**

CRL/MAR/ETHOSLO/2023-24/1108

May 14, 2024

To

Ethos Limited

Plot no. 3, Sector- III, Parwanoo,
Himachal Pradesh - 173220

Dear Sir,

**Monitoring Agency Report for the quarter ended March 31, 2024 - in relation to the Initial Public Offer ("IPO")
of Ethos Limited ("the Company")**

Pursuant to Regulation 41 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**") and Monitoring Agency Agreement dated April 21, 2022, entered with the Company, we enclose herewith 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 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: Ethos 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)

Ratings

1) Issuer Details:

Name of the issuer: Ethos Limited

Names of the promoter: a. Yashovardhan Saboo
b. KDDL Limited and
c. Mahen Distribution Limited

Industry/sector to which it belongs: Retailer - watches/watch accessories

2) Issue Details

Issue Period: Wednesday, May 18, 2022, to Friday, May 20, 2022

Type of issue (public/rights): Initial Public Offer (IPO)

Type of specified securities: Equity Shares

IPO Grading, if any: NA

Issue size: Upto Rs 40,226 lakh
Issue size comprises of fresh issuance - gross proceeds of Rs 37,500 lakh (net proceeds of Rs 33,968.39 lakh*) and an offer for sale of Rs 2,726 lakh

*CRISIL Ratings shall be monitoring the net proceeds (refer note 1)

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, Peer reviewed Independent Chartered Accountant Certificate [^] , Prospectus, Bank Statements, FD receipts, Postal Ballot Notice	Shareholder's approval has been obtained for alteration in object no. 3 for revised locations and extending the time period for utilizing the remaining issue proceeds for object no. 3 and 4.	No Comments

Ratings

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 shareholder approval has been obtained in case of material deviations from expenditures disclosed in the Offer Document?	Yes**	Management undertaking, Peer reviewed Independent Chartered Accountant Certificate^, Postal Ballot Notice, Prospectus	Shareholder's approval has been obtained for alteration in object no. 3 for revised locations and for extending the time period for utilizing the remaining issue proceeds for object no. 3 and 4.	No Comments
Whether the means of finance for the disclosed objects of the issue has changed?	No	Management undertaking, Peer Reviewed Independent Chartered Accountant Certificate^	No Comments	No Comments
Is there any major deviation observed over the earlier monitoring agency reports?	No		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

**As per the management undertaking submitted, the unutilized amounts lying under Object 3 – 'Financing the establishment of new stores and renovation of the certain existing stores' and Object 4 - 'Financing the upgradation of ERP' shall be utilized within 18 months from the date of obtaining shareholder's approval through Notice issued for Postal Ballot dated January 18, 2024. The shareholders have accorded their approval on March 21, 2024. The said proposal was recommended by the Audit Committee and the Board of Directors of the Company vide meetings held on January 18, 2024. The list of revised locations for deploying the unutilized amounts lying under Object 3, formed an integral part of the agenda papers tabled at such meetings.

Ratings

^Certificate dated April 30, 2024, issued by M/s Sultaniya Umesh & Company (Firms' Registration No. 326973E), 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/certifications considered by MA for preparation of report	Original cost (as per the Offer Document) (Rs in lakh)	Revised Cost (Rs in lakh)	Comments of the MA	Comments of the Board of Directors		
						Reason of Cost revision	Proposed financing option	Particulars of firm arrangements made
1	Repayment or pre-payment, in full or in part, of all or certain borrowings availed by the Company	Independent Chartered Accountant Certificate^, Management undertaking, Prospectus	2,989.09	NA	No Revision	No Comments		
2	Funding working capital requirements of the Company	Independent Chartered Accountant Certificate^, Management undertaking, Prospectus, Bank Statements	23,496.22	NA	No Revision	No Comments		
3	Financing the establishment of new stores and renovation of certain existing stores		3,327.28	NA	No Revision	No Comments		
4	Financing the upgradation of enterprise resource planning software		198.01	NA	No Revision	No Comments		
5	General Corporate Purposes (GCP)#		3,609.87	3,958.35	Refer note	No Comments		

Ratings

^Certificate dated April 30, 2024, issued by M/s Sultaniya Umesh & Company (Firms' Registration No. 326973E), Peer reviewed independent chartered accountant.

#The amount utilised for general corporate purposes does not exceed 25% (Rs 9,375 lakh) of the Gross Proceeds from the fresh Issue.

Note 1: The actual cost incurred by the Company towards offer related expenses is lower against the estimated cost disclosed in the final offer document. Hence, the surplus proceeds available from offer expenses is added to GCP during the quarter ended September 30, 2022, and March 31, 2023, in following manner:

Particulars	Amount (Rs in lakh)
Net proceeds as per prospectus	33,620.47
Add: Surplus from offer expenses added to GCP during the quarter ended September 30, 2022	347.92
Revised Net Proceeds as at the quarter ended September 30, 2022	33,968.39
Add: Surplus from offer expenses added to GCP during the quarter ended March 31, 2023	0.56
Revised Net Proceeds	33,968.95
Revised GCP	3,958.35

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	At the end of the quarter			Reasons for idle funds	Proposed course of action
1	Repayment or pre-payment, in full or in part, of all or certain borrowings availed by the Company	Independent Chartered Accountant Certificate^, Management undertaking,	2,989.09	2,989.09	-	2,989.09	-	Entire amount was utilized during the quarter ended December 31, 2022	No Comments	
2	Funding working capital requirements of the Company	Prospectus, Bank Statements	23,496.22	22,976.71	519.51	23,496.22	-	Proceeds were utilized for vendor payments.	No Comments	

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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	At the end of the quarter			Reasons for idle funds	Proposed course of action
3	Financing the establishment of new stores and renovation of certain existing stores	Independent Chartered Accountant Certificate^, Management Undertaking, Prospectus, Bank Statements	3,327.28	680.53	23.21	703.74	2,623.54	Proceeds were utilized for establishment of a new store as per the prospectus.	No Comments	
4	Financing the Upgradation of enterprise resource planning software		198.01	61.33	97.38	158.71	39.30	Proceeds were utilized for licensing new ERP, setting up development operations and purchasing tools for development operations.	No Comments	
5	GCP		3,958.35*	3,751.20	207.15	3,958.35	-	Proceeds were utilized for capital expenditure incurred by the Company for financing the establishment of two new stores situated in Kochi and Bangalore.	No Comments	
Total**			33,968.95	30,458.86	847.25	31,306.11	2,662.84			

^Certificate dated April 30, 2024, issued by M/s Sultaniya Umesh & Company (Firms' Registration No. 326973E), Peer reviewed independent chartered accountant.

Ratings

*Refer '4(i) – Cost of the object' note for GCP of the report above.

** All the figures are rounded off to the second decimal.

#Brief description of objects:

Object of the Issue	Description of objects as per the offer document filed by the issuer
Repayment or pre-payment, in full or in part, of all or certain borrowings availed by the Company	The Company has entered into various financing arrangements from time to time, with various lenders and includes inter alia term loans and working capital facilities. Repayment/ pre-payment of these borrowings will help reduce issuer's outstanding indebtedness and debt servicing costs as a cash outflow on account of debt payment would be reduced and enable utilisation of issuer's accruals for further investment in its business growth and expansion.
Funding working capital requirements of the Company	Issuer is engaged in the business of operating a chain of luxury watch boutiques. As a part of business, Issuer is required to buy watches, pay lease rent for the stores Issuer is operating in. With the expansion of business in both product segment and geographical segment (increase in new store), requires more inventory for the stores. All these factors may result in increase in the quantum of working capital requirements.
Financing the establishment of new stores and renovation of certain existing stores *	Issuer currently operates 50 stores in 17 different cities in India and plans to add 13 new stores to its portfolio and renovation of 6 existing stores.
Financing the upgradation of enterprise resource planning software	Issuer intends to upgrade ERP software in its stores.
GCP	The general corporate purposes for which the issuer proposes to utilise Net Proceeds include investments in subsidiary of the Company, other capital expenditure requirements including for refurbishment, working capital requirements, meeting exigencies and expenses incurred by issuer in the ordinary course of business, as may be applicable.

* For change in description of objects, refer note to '3 – Details of the arrangement made to ensure the monitoring of issue proceeds'.

iii. Deployment of unutilised IPO proceeds[^]:

S. No.	Type of investment and name of the entity invested in	Amount invested (Rs in lakh)	Maturity Date	Return on Investment (%)	Earnings (Rs in lakh)	Market Value as at the end of quarter (Rs in lakh)*
1	FD- SBI - 42839150847	1,000.00	29-Apr-24	5.00%	0.27	1,000.27
2	FD- SBI - 42839404678	1,000.00	30-May-24	5.75%	0.31	1,000.31
3	FD- SBI - 42750341727	201.00	15-Apr-24	5.00%	0.85	210.85
4	FD-SBI - 42750342765	201.00	15-Apr-24	5.00%	0.85	210.85
5	FD-SBI - 42750343928	201.00	15-Apr-24	5.00%	0.85	210.85
6	Balance lying in SBI Monitoring Agency account	59.84	N.A.	N.A.	N.A.	59.84
	Total	2,662.84			3.13	2,692.97

*The market value of Fixed deposits includes the interest accrued.

[^]On the basis of the management undertaking and Certificate dated April 30, 2024, issued by M/s Sultaniya Umesh & Company (Firms' Registration No. 326973E), Peer reviewed independent chartered accountant.

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
Financing the establishment of new stores and renovation of certain existing stores	March 31, 2024	September 20, 2025	Refer Note 1	No Comments	
Financing the upgradation of enterprise resource planning software	March 31, 2024	September 20, 2025	Refer Note 2	No Comments	

*These are continuing objects; hence revised estimate of the completion date has been provided.

[^]On the basis of the management undertaking and Certificate dated April 30, 2024, issued by M/s Sultaniya Umesh & Company (Firms' Registration No. 326973E), Peer reviewed independent chartered accountant, it has been submitted that:

Note 1 - Deployment of funds for an amount of Rs 2,623.54 lakh on cumulative basis were not foreseen owing to the fact that malls did not commence the operations and the opening of such stores were inordinately delayed which was a reason not attributable to Company. The unutilised amount of Rs 2,623.54 lakh will be utilised within 18 months from the date of obtaining shareholder's approval through Notice issued for Postal Ballot dated January 18, 2024. The shareholders have accorded their approval on March 21, 2024.

Note 2 - It is foreseen that Rs 39.30 lakh on cumulative basis remains unutilised towards ERP upgradation project as it is expected that project will be completed in FY 24-25. The unutilised amount of Rs 39.30 lakh to be utilised within 18 months from the date of obtaining

shareholder's approval through Notice issued for Postal Ballot dated January 18, 2024. The shareholders have accorded their approval on March 21, 2024.

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

S. No.	Item head	Amount utilized during the reported quarter (Rs in lakh)	Comments
1	Capital Expenditure	207.15	The Board of Directors of the Company vide resolution dated May 13, 2024, ratified and approved the utilization of Rs 207.15 lakh for the quarter ended March 31, 2024 towards Capital expenditure incurred for new store at following locations: <ul style="list-style-type: none"> - Bangalore for Décor, Civil Work, Furniture, UPS, Lights, CCTV, HVAC, Chairs - Kochi for Civil Work, Furniture, Lights, CCTV, HVAC, Alarm System, Carpet, Fabric for Furniture.

[^] On the basis of the management undertaking and Certificate dated April 30, 2024, issued by M/s Sultaniya Umesh & Company (Firms' Registration No. 326973E), Peer reviewed independent chartered accountant.

[§]The general corporate purposes for which Company proposes to utilise Net Proceeds include investments in subsidiary of Company, other capital expenditure requirements including for refurbishment, working capital requirements, meeting exigencies and expenses incurred by Company in the ordinary course of business, as may be applicable. The quantum of utilisation of funds towards each of the above purposes will be determined by Board of Directors of the Company, based on the amount actually available under this head and the business requirements of Company, from time to time. In addition to above, Company may utilise the net proceeds towards other purposes relating to its business which are considered expedient and as approved periodically by Board of Director of the Company, subject to compliance with necessary provisions of the Companies Act and in accordance with the stated objectives and business of the Company. Company's management shall have flexibility in utilising any surplus amount.

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 auditor or from peer reviewed CA firms appointed by the Issuer believed by it to be accurate and reliable.*
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