



ORIENTAL RAIL INFRASTRUCTURE LIMITED

(Formerly known as Oriental Veneer Products Limited)

August 14, 2024

BSE Limited

1st floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Fort,
Mumbai – 400 001.

Dear Sir/Madam,

Ref: BSE Scrip code – 531859

Sub.: Monitoring Agency Report for the quarter ended June 30, 2024 in relation to preferential allotment of securities.

Pursuant to Regulation 32(6) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, read with Regulation 162, 164A and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendment thereof, please find enclosed Monitoring Agency Report for the quarter ended June 30, 2024, issued by CARE Ratings Limited, the Monitoring Agency appointed to monitor the utilization of proceeds raised through preferential allotment of securities.

Further, we hereby confirm that there has been no deviation in the utilisation of Issue proceeds from the objects as approved by the shareholders.

Kindly take the above on record and oblige.

Thanking you,

Yours truly,

For **Oriental Rail Infrastructure Limited**

Hardik Chandra
Company Secretary
Encl: a/a

CIN: L35100MH1991PLC060686

Registered Office: Survey No. 49, Village Aghai, Taluka Shahpur, Dist. Thane – 421 601, Maharashtra, India
Corporate Office: 16, Mascarenhas Road, Mazgaon, Mumbai – 400 010, Maharashtra, India

Tel: +91 22 6138 9400 Email: compliance@orientalrail.co.in Website: www.orientalrail.com

Monitoring Agency Report



No. CARE/HO/GEN/2024-25/1064

**The Board of Directors
Oriental Rail Infrastructure Limited**

Survey No. 49, Village Aghai, Taluka Shahpur,
District Thane – 421 601, Maharashtra, India.

August 14, 2024

Dear Sir/Ma'am,

Monitoring Agency Report for the quarter ended June 30, 2024 - in relation to the Preferential Issue of Oriental Rail Infrastructure Limited ("the Company")

We write in our capacity of Monitoring Agency for the Preferential Issue of Equity Shares and Warrants for the amount aggregating to Rs. 212.20 crore and refer to our duties cast under Regulation 162A 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 June 30, 2024, as per aforesaid SEBI Regulations and Monitoring Agency Agreement dated February 15, 2024.

Request you to kindly take the same on records.

Thanking you,

Yours faithfully,

A handwritten signature in black ink, appearing to read "Darshan Shah".

Darshan Shah

Assistant Director

Darshan.shah@careedge.in

Report of the Monitoring Agency

Name of the issuer: Oriental Rail Infrastructure Limited

For quarter ended: June 30, 2024

Name of the Monitoring Agency: CARE Ratings Limited

(a) Deviation from the objects: NIL

(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 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.



Signature:

Name of the Authorized Signatory: Darshan Shah

Designation of Authorized person/Signing Authority: Assistant Director

1) Issuer Details:

Name of the issuer : Oriental Rail Infrastructure Ltd
 Name of the promoter : Saleh N. Mithiborwala, Vali N. Mithiborwala, Karim N. Mithiborwala
 Industry/sector to which it belongs : Manufacturing

2) Issue Details

Issue Period : Not Applicable
 Type of issue (public/rights) : Preferential Issue
 Type of specified securities : Equity Shares and Convertible Warrants
 IPO Grading, if any : Not applicable
 Issue size (in `crore) : Rs. 212.20 crore

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 | Bank Statement, Management Certificate, CA Certificate, EOGM Resolution, No Due Certificate (NDC) and Invoices | The utilization is in line with the objects mentioned in the EOGM resolution | None |
| Whether shareholder approval has been obtained in case of material deviations# from expenditures disclosed in the Offer Document? | No | - | - | |
| Whether the means of finance for the disclosed objects of the issue have changed? | No | - | - | |
| Is there any major deviation observed over the earlier monitoring agency reports? | Not Applicable | - | - | |
| Whether all Government/statutory approvals related to the object(s) have been obtained? | Yes | Listing approval from BSE | - | None |
| Whether all arrangements pertaining to technical assistance/collaboration are in operation? | Not Applicable | - | - | |
| Are there any favorable/unfavorable events affecting the viability of these object(s)? | No | - | - | |

| 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 other relevant information that may materially affect the decision making of the investors? | No | - | - | |

#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 | Repayment of Debt/Borrowings of the Company and/or its subsidiary | Board Resolution* | 50.00 | - | Not Applicable | None | None | None |
| 2 | Working capital requirement of the Company and/or its subsidiary | Board Resolution* | 147.20 | - | Not Applicable | None | None | None |
| 3 | General Corporate Purpose of the Company and/or its subsidiary | Board Resolution* | 15.00 | - | Not Applicable | None | None | None |
| Total | | | 212.20 | | | | | |

*Sourced from Page 14 of the Special Resolution passed at Extraordinary General Meeting held on January 19, 2024.

(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 raised till June 30, 2024 (Rs. crore) | Amount utilised in Rs. Crore | | | Unutilised amount in Rs. crore | Amount unutilised as against the raised as on June 30, 2024 (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 | Repayment of Debt/Borrowings of the Company and/or its subsidiary | Board Resolution*, Bank Statement, Invoices, NDC, CA Certificate** | 50.00 | 148.82 | 0.00 | 3.78 | 3.78 | 46.22 | 44.04 | Utilized towards repayment of debt of the subsidiary | None | None |
| 2 | Working capital requirement of the Company and/or its subsidiary | Board Resolution, Bank Statement, Invoices, CA Certificate** | 147.20 | | 58.04 | 42.19 | 100.23 | 46.97 | | Utilized towards subsidiary's working capital requirements | None | None |
| 3 | General Corporate Purpose of the Company and/or its subsidiary | Board Resolution, Bank Statements, Invoices, CA Certificate** | 15.00 | | 0.60 | 0.17 | 0.77 | 14.23 | | Utilized towards issue related expenses | None | None |
| Total | | | 212.20 | 148.82 | 58.64 | 46.14 | 104.78 | 107.42 | 44.04 | | | |

*Sourced from Page 14 of the Special Resolution passed at Extraordinary General Meeting held on January 19, 2024.

**The above details are verified by Anil Bansal & Associates vide its CA certificate dated August 13, 2024.

(iii) Deployment of unutilized public issue proceeds:

| Sr. No. | Type of instrument and name of the entity invested in | Amount invested | Maturity date | Earning | Return on Investment (%) | Market Value as at the end of quarter |
|---------|---|--------------------------|---------------|---------|--------------------------|---------------------------------------|
| 1 | Fixed Deposit with Bank of Baroda | 6.00 | 13-08-2024 | 0.14 | 6.00 | 6.00 |
| 2 | Fixed Deposit with Bank of Baroda | 6.00 | 11-09-2024 | 0.16 | 6.00 | 6.00 |
| 3 | Fixed Deposit with Bank of Baroda | 6.00 | 10-09-2024 | 0.16 | 6.00 | 6.00 |
| 4 | Fixed Deposit with Bank of Baroda | 6.00 | 28-07-2024 | 0.13 | 6.00 | 6.00 |
| 5 | Fixed Deposit with Bank of Baroda | 6.00 | 01-09-2024 | 0.12 | 6.00 | 6.00 |
| 6 | Fixed Deposit with Bank of Baroda | 6.00 | 31-08-2024 | 0.12 | 6.00 | 6.00 |
| 7 | Fixed Deposit with Bank of Baroda | 2.00 | 19-07-2024 | 0.03 | 5.00 | 2.00 |
| 8 | Fixed Deposit with Bank of Baroda | 2.00 | 04-09-2024 | 0.03 | 6.00 | 2.00 |
| 9 | Fixed Deposit with Bank of Baroda | 2.00 | 29-07-2024 | 0.01 | 4.50 | 2.00 |
| | Total Fixed Deposits*(Sum of 1-9) | 42.00 | | | | |
| | Bank Balance in ORIL BoB Dedicated Bank Account** | 0.31 | | | | |
| | Bank Balance in OFPL BoB Account** | 1.85 | | | | |
| | Total Funds | 44.16[^] | | | | |

The above details are verified by Anil Bansal & Associates vide its CA certificate dated August 13, 2024.

*Fixed Deposits receipt verified

** Bank balance verified by the bank statement of Oriental Rail Infrastructure Ltd. and Oriental Foundry Pvt. Ltd.

[^]The difference in the unutilized amount of Table number 3(ii) and Table number 3 (iii) is due to the interest portion earned of Rs.0.12 crores during Q1-FY25.

(iv) Delay in implementation of the object(s) – NIL

| 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 |
| | | | | | |

Schedule of Implementation and Deployment of Funds as per the Corrigendum to Extra-Ordinary General Meeting reads as follows:

“The present preferential issue is for equity shares and convertible warrants. However, it may be noted that seventy-five percent of issue proceeds shall be received by the Company in 18 months period from the date of allotment of warrants in terms of Chapter V of the SEBI (ICDR) Regulation, and as estimated by our management, the entire proceeds received from the issue would be utilized for the all the above mentioned objects in the given timeline, in phases, as per the company’s business requirements and availability of issue proceeds.

Accordingly, the time for utilization of the proceeds would be 9 to 12 months from the receipt of the said amounts.”

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 | Issue Expenses | 0.17 | Bank Statement, Invoices, CA Certificate | | None |
| | Total | 0.17 | | | |

The above details are verified by Anil Bansal & Associates vide its CA certificate dated August 13, 2024.

[^] Section from the Shareholders Resolution related to GCP:

"Up to 25% (twenty five percent) of the Issue Proceeds will be utilized for general corporate purposes, which includes but are not restricted to drive our business growth, including, amongst other things, payment towards purchase of raw materials, payment of commission and/or fees to consultants, employee related expenses, insurance, repairs and maintenance and payment of statutory taxes and duties, issue expenses, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as "General Corporate Purposes")."

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.