

October 27, 2023

The National Stock Exchange of India Limited Department of Corporate Services/Listing
Exchange Plaza, 5th Floor, **BSE Limited**
Plot No. C/1, G Block, Phiroze Jeejeebhoy Towers,
Bandra-Kurla Complex, Bandra (East), Dalal Street, Fort,
Mumbai – 400 051 Mumbai – 400 001

NSE Symbol: APOLLOPIPE

SCRIP Code: 531761

Dear Sir/Madam,

Sub: Nil Statement of Deviation or Variation as per Regulation 32(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended September 30, 2023

Pursuant to Regulation 32 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/162/2019 dated December 24, 2019, we hereby confirm that there is no deviation or variation in use of proceeds raised through Preferential Issue of Convertible warrants.

A statement confirming that there is no deviation or variation in the utilization of these proceeds, issued by CARE Ratings Limited (Monitoring Agency) duly reviewed and approved by Audit Committee in its meeting held on October 26, 2023 (**Annexure -1**) and report submitted to the Stock Exchange (**Annexure-2**) are attached herewith.

Kindly take the same on your record and oblige.

Thanking you.

Yours faithfully,

For Apollo Pipes Limited

Ankit Sharma
Company Secretary & Compliance Officer

Encl: A/a

APOLLO PIPES LIMITED

Regd. Office : 37, Hargobind Enclave, Vikas Marg, Delhi-110092, India

Corporate Office : A-140, Sector 136, Noida (U.P.) - 201301

Manufacturing Unit : Dadri (U.P.), Sikandrabad (U.P.), Ahmedabad (Gujarat), Tumkur (Karnataka), Raipur (Chhattisgarh) India

Toll Free No.: 1800-121-3737

info@apollopipes.com | www.apollopipes.com | CIN : L65999DL1985PLC022723

No. CARE/NRO/RL/2023-24/2043

Annexure-1

Mr. Ajay Jain
Chief Financial Officer
Apollo Pipes Limited
37, Hargobind Enclave
Vikas Marg, Karkardooma
New Delhi - 110092

October 26, 2023

Dear Sir,

Monitoring Agency Report for the quarter ended September 30, 2023 - in relation to the Preferential Issue of Apollo Pipes Limited ("the Company")

We write in our capacity of Monitoring Agency for the Preferential Issue for the amount aggregating to Rs.259.60 crore of the Company and refer to our duties cast under 162A of the Securities & Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018.

In this connection, we are enclosing the Monitoring Agency Report for the quarter ended September 30, 2023, as per aforesaid SEBI ICDR Regulations and Monitoring Agency Agreement dated April 14, 2023.

Request you to kindly take the same on records.

Thanking you,
Yours faithfully,



Akhil Kumar
Associate Director
akhil.kumar@careedge.in

CARE Ratings Limited

Plot no. C-001 A/2 Sector 16B, Berger
Tower, Noida, Gautam Budh Nagar (UP) -
201301

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Hospital Road, Off Eastern Express
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Phone: +91-22-6754 3456
• www.careedge.in

CIN-L67190MH1993PLC071691

Report of the Monitoring Agency (MA)

Name of the issuer: Apollo Pipes Limited
For quarter ended: September 30, 2023
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 have been 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: Akhil Kumar
Designation of Authorized person/Signing Authority: Associate Director

1) Issuer Details:

Name of the issuer : Apollo Pipes Limited
 Name of the promoters : Mr. Sameer Gupta and Mrs Meenakshi Gupta
 Industry/sector to which it belongs : The Company manufactures varieties of cPVC, uPVC, and HDPE pipes & fittings, water storage tanks, PVC taps, fittings and solvents, etc

2) Issue Details

Issue Period : 18 months from date of allotment
 Type of issue : Preferential issue of Warrants
 Type of specified securities : Warrants convertible into equity shares
 IPO Grading, if any : Not applicable
 Issue size (in Rs. crore) : Rs.259.60 crore (Note 1)*

* The offer comprises of 47,20,000 warrants of the company convertible into equal number of equity shares of face value of Rs.10 at an issue price (including warrant subscription price (Rs.137.50 per warrant) and warrant exercise price (Rs.412.5 per warrant) of Rs.550 per equity warrant as determined on the relevant date (for the purpose of calculating the price of equity warrants convertible into equal number of equity shares to be issued) in accordance with the provisions of Chapter V of the SEBI ICDR Regulations aggregating to Rs.259,60,000,00 for cash consideration by way of preferential allotment to Specified investors/Identified investors which also includes promoters and members of promoter group of the company.

Note 1:

Particulars	Remarks
Total equity warrants issued	47,20,000
Warrant issue price (Rs. per warrant)	550^
Warrant subscription price (Rs. per warrant)	137.50
Warrant exercise price (Rs. per warrant)	412.50
Total proceeds received from warrants issued and converted - (in Rs. Crore)	64.90^
Net proceeds available for utilization (in Rs. Crore)	64.90

^ Each warrant is convertible into one (1) equity share and the conversion can be exercised at any time within a period of 18 months from date of allotment of warrants, in one or more tranches, as the case maybe and on such other terms and conditions applicable. Option for conversion of warrants into equity shares will be available upon payment of full price of warrant before such exercise of option.



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	Chartered Accountant certificate*, Bank statements	Nil for the quarter under review	
Whether shareholder approval has been obtained in case of material deviations# from expenditures disclosed in the Offer Document?	No material deviation	Chartered Accountant certificate*, Bank statement	Not applicable	
Whether the means of finance for the disclosed objects of the issue have changed?	Not applicable	Not applicable	Not applicable	
Is there any major deviation observed over the earlier monitoring agency reports?	Not applicable	Not applicable	Not applicable	
Whether all Government/statutory approvals related to the object(s) have been obtained?	Not applicable	Not applicable	Not applicable	
Whether all arrangements pertaining to technical assistance/collaboration are in operation?	Not applicable	Not applicable	Not applicable	
Are there any favorable/ unfavorable events affecting the viability of these object(s)?	No	No	Not Applicable	
Is there any other relevant information that may materially affect the decision making of the investors?	No	No	Not Applicable	

* Chartered Accountant certificate from Vaps & Company. (statutory auditor) dated October 11, 2023

#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 utilized by more than 10% of the amount projected in the offer documents.

Note: The comments of the Board of Directors are awaited pending the Board meeting.



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	Capital expenditure	Chartered Accountant certificate*, Bank statements, Board Resolution copy	159.35	Not applicable				
2	Working capital requirement	Chartered Accountant certificate*, Bank statements, Board Resolution copy	100.00	Not applicable				
3	Issue related expenses	Chartered Accountant certificate*, Bank statements, Board Resolution copy	0.25	Not applicable				
Total			259.60					

Chartered Accountant certificates from Vaps & Company. (statutory auditor) dated October 11, 2023

Note: The comments of the Board of Directors are awaited pending the Board meeting.



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 in Rs. Crore	Amount utilised in Rs. Crore			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	Capital Expenditure	Chartered Accountant certificate*, Board resolution copy, Bank statements	159.35	64.90	0.00	0.00	0.00	-	Not applicable		
2	Working capital requirement	Chartered Accountant certificate*, Board resolution copy, Bank statements	100.00		64.77	0.00	64.77	-	Nil for the quarter under review		
3	Issue related expenses	Chartered Accountant certificate*, Board resolution copy, Bank statements	0.25		0.13	0.00	0.13	-	Nil for the quarter under review		
Total			259.60	64.90	64.90	0.00	64.90	Nil			

*Chartered Accountant certificates from Vaps & Company (statutory auditor) dated October 11, 2023

@Out of the total issue of Rs.259.60 crore, the company is yet to receive Rs.194.70 crore.

Note: The comments of the Board of Directors are awaited pending the Board meeting.



(ii) Deployment of un-utilized proceeds:

Sr. No.	Name of the Mutual Fund/Bank account	Type of account	Amount in Rs. crore	Source of information / certifications considered by Monitoring Agency for preparation of report
1	Not applicable	Not applicable	Not applicable	Not applicable
Total				

Sr. No.	Type of instrument and name of the entity invested in	Amount invested (Rs. Crore)	Maturity date	Earning	Return on Investment (%)	Market Value as at the end of quarter*	Remarks
1	Not applicable						

(iii) Delay in implementation of the object(s): Not applicable

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	Not applicable				--
Total					

* Chartered Accountant certificates from Vaps & Company (statutory auditor) dated October 11, 2023
 Note: The comments of the Board of Directors are awaited pending the Board meeting.



General information about company	
Scrip Code*	531761
NSE Symbol	APOLLOPIPE
MSEI Symbol	NOTLISTED
ISIN	INE126J01016
Name of the listed entity	Apollo Pipes Limited

Statement(1)	
Mode of Fund Raising	Preferential Issues
Description of mode of fund raising (Applicable in case of others is selected)	
Date of Raising Funds	10-05-2023
Amount Raised (in Rs. Crores)	259.6
Report filed for Quarter ended	30-09-2023
Monitoring Agency	Applicable
Monitoring Agency Name, if applicable	Care Ratings Limited
Is there a Deviation / Variation in use of funds raised	No
If yes, whether the same is pursuant to change in terms of a contract or objects, which was approved by the shareholders	
If Yes, Date of shareholder Approval	
Explanation for the Deviation / Variation	
Comments of the Audit Committee after review	NA
Comments of the auditors, if any	NA

Sr.	Original Object	Modified Object, if any	Original Allocation	Modified allocation, if any	Funds Utilised	Amount of Deviation/Variation for the quarter according to applicable object	Remarks if any
1	Capital Expenditure	Not applicable	159.35	0	0	0	Textual Information(1)
2	Working capital Requirements	Not applicable	100	0	64.77	0	Textual Information(2)
3	Issue related expenses	Not applicable	0.25	0	0.13	0	Textual Information(3)

Signatory Details

Name of signatory	Mr. Ankit Sharma
Designation of person	Company Secretary and Compliance Officer
Place	Noida
Date	27-10-2023

