

# Monitoring Agency Report



No. CARE/PRO/GEN/2024-25/1014

**The Board of Directors**

**TCC Concept Limited**

5th Floor, VB Capitol Building,  
Range Hill Road, Opp. Hotel Symphony,  
Bhosale Nagar, Shivajinagar,  
Pune-411007

November 14, 2024

Dear Sir/Ma'am,

**Monitoring Agency Report for the quarter ended September 30, 2024 - in relation to the Preferential Issue of TCC Concept Limited ("the Company")**

We write in our capacity of Monitoring Agency for the Preferential Issue of equity shares by way of swap of shares for the amount aggregating to Rs.455.43 crore of the Company 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 September 30, 2024, as per aforesaid SEBI Regulations and Monitoring Agency Agreement dated November 04, 2024.

Request you to kindly take the same on records.

Thanking you,

Yours faithfully,

*Ashish Kashalkar*

**Ashish Kashalkar**

Assistant Director

[Ashish.Kashalkar@careedge.in](mailto:Ashish.Kashalkar@careedge.in)

**Report of the Monitoring Agency**

Name of the issuer: TCC Concept Limited

For quarter ended: September 30, 2024

Name of the Monitoring Agency: CARE Ratings Limited

(a) Deviation from the objects: No deviation

(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: *Ashish Kashalkar*

Name of the Authorized Signatory: Ashish Kashalkar

Designation of Authorized person/Signing Authority: Assistant Director

**1) Issuer Details:**

Name of the issuer	: TCC Concept Limited
Name of the promoter	: Mr. Umesh Kumar Sahay and Mr. Abhishek Narbaria
Industry/sector to which it belongs	: IT and IT related services

**2) Issue Details**

Issue Period	: Not Applicable
Type of issue (public/rights)	: Preferential Issue by Swap of Shares (No cash consideration)
Type of specified securities	: Equity Shares
IPO Grading, if any	: Not Applicable
Issue size (in `crore)	: Rs.455.43 crore (Refer to Note below)

**Note:** The company had initially offered 1,30,97,480 equity shares under the preferential issue, at Rs.352 per share (including share premium of Rs.342 per share) to acquire 15,895 equity shares of NES Data Private Limited (NES; formerly known as Natural Environment Solutions Private Limited) (100% shareholding in NES) aggregating to Rs.461.03 crore on a share swap basis (no cash consideration). However, two shareholders of NES were disqualified by BSE from participating in the preferential issue due to their trading in TCC Concept Limited's shares during the 90-day period prior to the issue, as per SEBI ICDR Regulations. Accordingly, the company received in-principle approval for issue of 1,29,79,648 shares for the acquisition of 15,752 shares of NES (99.25% shareholding in NES) aggregating to Rs.456.88 crore. Subsequently, the company received share transfer forms for acquisition of 15,702 shares of NES (98.78% shareholding in NES) and therefore, the company has issued 1,29,38,448 equity shares at Rs.352 per share, amounting to Rs.455.43 crore on a share swap basis.

**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 (CA) Certificate*, Extra-Ordinary General Meeting Special Resolution, Share Transfer Certificates and Certificate from Non-Executive Director of the company.	Issue is for the acquisition of NES Data Private Limited (NES; formerly known as Natural Environment Solutions Private Limited) via share swap transaction, which is completed. (Refer to Note below)	Nil
Whether shareholder approval has been obtained in case of material deviations# from expenditures disclosed in the Offer Document?	Not Applicable	Not Applicable	Not Applicable	Nil
Whether the means of finance for the disclosed objects of the issue have changed?	Not Applicable	Not Applicable	Not Applicable	Nil
Is there any major deviation observed over the earlier monitoring agency reports?	Not Applicable	Not Applicable	This is the first monitoring agency report.	Nil
Whether all Government/statutory approvals related to the object(s) have been obtained?	Yes	BSE Letters dated August 22, 2024 & September 20, 2024	Statutory approval of BSE has been obtained for issue and listing of shares.	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)?	No	Not Applicable	Not Applicable	Nil
Is there any other relevant information that may materially affect the decision making of the investors?	Yes	Corporate announcements on BSE dated October 22, 2024 and November 11, 2024	On October 22, 2024, the company submitted the statement of deviation to Bombay Stock Exchange (BSE), wherein CARE Ratings had been mentioned as the 'Monitoring Agency' for the issue. However, on November 11, 2024, company had issued Corrigendum to Statement of Deviation or Variation wherein it stated that the appointment of CARE Ratings Limited ('CARE') as Monitoring Agency is effective from November 04, 2024.	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
			<p>Hence, the reference for CARE as Monitoring Agency for the quarter ended September 30, 2024 was inadvertent. Accordingly, CARE shall only monitor the transaction post its effective date of appointment i.e., November 04, 2024.”</p> <p><b>Therefore, the statement of deviation dated October 22, 2024 presented by the company on BSE has not been prepared by CARE Ratings and CARE Ratings has no liability or responsibility towards the same.</b></p>	

*\*The above details are verified by Mehra Goel & Co. vide its CA certificate dated November 11, 2024.*

**Note:** The company had initially offered 1,30,97,480 equity shares under the preferential issue, at Rs.352 per share (including share premium of Rs.342 per share) to acquire 15,895 equity shares of NES (100% shareholding in NES) aggregating to Rs.461.03 crore on a share swap basis (no cash consideration). However, two shareholders of NES were disqualified by BSE from participating in the preferential issue due to their trading in TCC Concept Limited's shares during the 90-day period prior to the issue, as per SEBI ICDR Regulations. Accordingly, the company received in-principle approval for issue of 1,29,79,648 shares for the acquisition of 15,752 shares of NES (99.25% shareholding in NES) aggregating to Rs.456.88 crore. Subsequently, the company received share transfer forms for acquisition of 15,702 shares of NES (98.78% shareholding in NES) and therefore, the company has issued 1,29,38,448 equity shares at Rs.352 per share, amounting to Rs.455.43 crore on a share swap basis.

#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	Acquisition of NES Data Private Limited (NES; formerly known as Natural Environment Solutions Private Limited)	CA certificate*, Board Resolution^, Valuation Report~	456.88	455.43	Reason for cost revision: Share transfer forms received for less number of shares (Refer to Note below)	Nil	Nil	Nil
<b>Total</b>			<b>456.88</b>	<b>455.43</b>				

\*The above details are verified by Mehra Goel & Co. vide its CA certificate dated November 11, 2024.

^Sourced from Special Resolution passed at Extraordinary General Meeting held on August 07, 2024.

~Valuation report by Bhavesh Rathod, Registered Valuer – Securities or Financial Assets dated July 13, 2024.

**Note:** The company had initially offered 1,30,97,480 equity shares under the preferential issue, at Rs.352 per share (including share premium of Rs.342 per share) to acquire 15,895 equity shares of NES (100% shareholding in NES) aggregating to Rs.461.03 crore on a share swap basis (no cash consideration). However, two shareholders of NES were disqualified by BSE from participating in the preferential issue due to their trading in TCC Concept Limited's shares within the 90-day period prior to the issue, as per SEBI ICDR Regulations. Accordingly, the company received in-principle approval for issue of 1,29,79,648 shares for the acquisition of 15,752 shares of NES (99.25% shareholding in NES) aggregating to Rs.456.88 crore. Subsequently, the company received share transfer forms for acquisition of 15,702 shares of NES (98.78% shareholding in NES) and therefore, the company has issued 1,29,38,448 equity shares at Rs.352 per share, amounting to Rs.455.43 crore on a share swap basis.

(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 Offer Document in Rs. Crore	Revised cost in crore	Amount utilised in Rs. Crore			Total unutilised amount against the raised amount in Rs. Crore as on September 30, 2024	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	Acquisition of NES Data Private Limited (NES; formerly known as Natural Environment Solutions Private Limited)	CA certificate*, Board Resolution^, Valuation Report~, CDSL and NSDL confirmation letter, Documents related to Allotment of NES shares and TCC shares, Share Transfer Certificates	456.88	455.43	0.00	455.43	455.43	0.00	The acquisition was completed with issue of shares to shareholders of NES on share swap basis (no cash consideration) as verified from board resolution on allotment of shares and confirmation from CDSL and NSDL. Valuation of share swap transaction is based on valuation report by Bhavesh Rathod, Registered Valuer – Securities or Financial Assets. The same was approved in the board resolution dated August 07, 2024.	Nil	Nil
<b>Total</b>			<b>456.88</b>	<b>455.43</b>	<b>0.00</b>	<b>455.43</b>	<b>455.43</b>	<b>0.00</b>			

\*The above details are verified by Mehra Goel & Co. vide its CA certificate dated November 11, 2024.

^Sourced from Special Resolution passed at Extraordinary General Meeting held on August 07, 2024.

~Valuation report by Bhavesh Rathod, Chartered Accountants, Registered Valuer – Securities or Financial Assets dated July 13, 2024.

(iii) Deployment of unutilized public issue proceeds: **Nil; The acquisition of NES is completed.**

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
Not Applicable						

*The above details are verified by Mehra Goel & Co. vide its CA certificate dated November 11, 2024.*

(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
Acquisition of NES Data Private Limited (NES; formerly known as Natural Environment Solutions Private Limited)	Within 15 days of in-principal approval from BSE, which was received on August 22, 2024	August 23, 2024	No delay	Nil	Nil

*The above details are verified by Mehra Goel & Co. vide its CA certificate dated November 11, 2024.*

**5) Details of utilization of proceeds stated as General Corporate Purpose (GCP) amount in the offer document - Not Applicable**

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
Not Applicable					Nil

*The above details are verified by Mehra Goel & Co. vide its CA certificate dated November 11, 2024.*



**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.