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DRAFT RED HERRING PROSPECTUS
March 27, 2023
(The Draft Red Herring Prospectus will be updated upon filing with the RoC)
(Please read Section 32 of the Companies Act, 2013)
100% Book Built Offer

SPC Lifesciences
Potential | Performance | Partnerships

SPC LIFE SCIENCES LIMITED

Corporate Identity Number: U24230GJ2005PLC046252

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
284/1, 2 & 3, GIDC Estate, Makarpura, Vadodara – 390 010, Gujarat, India	Hardik Kailash Makwana *Company Secretary and Compliance Officer*	**Email**: cs@spcls.co.in **Telephone**: +91 265 2658894	www.spcls.co.in

PROMOTER OF OUR COMPANY: SNEHAL RAVJIBHAI PATEL

DETAILS OF OFFER TO THE PUBLIC

TYPE OF ISSUE	FRESH ISSUE SIZE	OFFER FOR SALE SIZE	TOTAL OFFER SIZE	ELIGIBILITY AND SHARE RESERVATION AMONG QIB, NII & RIB
Fresh Issue and Offer for Sale	Up to [●] Equity Shares aggregating up to ₹ 3,000.00 million	Up to 8,938,870 Equity Shares aggregating up to ₹ [●] million	Up to [●] Equity Shares aggregating up to ₹ [●] million	The Offer is being made pursuant to Regulation 6(1) of SEBI ICDR Regulations. For further details, see "*Other Regulatory and Statutory Disclosures – Eligibility for the Offer*" on page 411. For details in relation to share reservation among QIBs, NIBs and RIBs see "*Offer Structure*" on page 429.

DETAILS OF OFFER FOR SALE BY THE PROMOTER SELLING SHAREHOLDER

NAME OF THE PROMOTER SELLING SHAREHOLDER	TYPE	NUMBER OF EQUITY SHARES OFFERED/ AMOUNT (IN ₹)	WEIGHTED AVERAGE COST OF ACQUISITION ON A FULLY DILUTED BASIS (IN ₹ PER EQUITY SHARE)*
Snehal Ravjibhai Patel	Promoter Selling Shareholder	Up to 8,938,870 Equity Shares aggregating up to ₹ [●] million	0.72

**As certified by CNK & Associates LLP, Chartered Accountants by way of their certificate dated March 27, 2023.*

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10 each. The Offer Price, Floor Price and Cap Price (determined by our Company and the Promoter Selling Shareholder, in consultation with the BRLMs and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process as stated in "*Basis for Offer Price*" on page 119), should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section entitled "*Risk Factors*" on page 31.

ISSUER'S AND PROMOTER SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission or inclusion of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. The Promoter Selling Shareholder accepts responsibility for and confirms that the statements specifically made or confirmed by the Promoter Selling Shareholder in this Draft Red Herring Prospectus solely to the extent of information specifically pertaining to himself and his portion of the Equity Shares offered by him in the Offer for Sale and assumes responsibility that such statements are true and correct in all material respects and are not misleading in any material respect.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges being BSE and NSE. For the purposes of the Offer, [●] is the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGERS

Name of the Book Running Lead Managers and Logo	Contact Person	Email and Telephone
AMBIT PRIVATE LIMITED AMBIT Acumen at work	Nikhil Bhiwapurkar/ Miraj Sampat	**E-mail:** spc.ipo@ambit.co **Telephone:** + 91 22 6623 3030
HDFC BANK LIMITED HDFC BANK We understand your world	Kunal Thakkar / Dhruv Bhavsar	**E-mail:** spclife.ipo@hdfcbank.com **Telephone:** + 91 22 3395 8233

REGISTRAR TO THE OFFER

Name of the Registrar	Contact Person	Email and Telephone
LINK INTIME INDIA PRIVATE LIMITED	Shanti Gopalkrishnan	**Email:** splifesciences.ipo@linkintime.co.in **Telephone:** +91 810 811 4949

BID/OFFER PERIOD

ANCHOR INVESTOR BIDDING DATE	[●]	BID/OFFER OPENS ON*	[●]	BID/OFFER CLOSES ON**	[●]

** Our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.*

*** Our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

DRAFT RED HERRING PROSPECTUS
March 27, 2023
(The Draft Red Herring Prospectus will be updated upon filing with the RoC)
(Please read Section 32 of the Companies Act, 2013)
100% Book Built Offer

SPC Lifesciences
Potential | Performance | Partnerships

SPC LIFE SCIENCES LIMITED

Our Company was originally incorporated as "SPC Life Sciences Private Limited", as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated June 15, 2005 issued by the Registrar of Companies, Gujarat at Ahmedabad ("**RoC**"). Subsequently, upon the conversion of our Company into a public limited company, pursuant to a resolution passed by our Shareholders on March 2, 2023, the name of our Company was changed to "SPC Life Sciences Limited" and a fresh certificate of incorporation dated March 17, 2023 was issued by the RoC to our Company. For details of changes in name and registered office, see "*History and Certain Corporate Matters*" beginning on page 244.

Corporate Identity Number: U24230GJ2005PLC046252
Registered Office and Corporate Office: 284/1, 2 & 3, GIDC Estate, Makarpura, Vadodara – 390 010, Gujarat, India; **Website:** www.spcls.co.in;
Contact Person: Hardik Kailash Makwana, Company Secretary and Compliance Officer;
Tel: +91 265 2658894; **E-mail:** cs@spcls.co.in

PROMOTER OF OUR COMPANY: SNEHAL RAVJIBHAI PATEL

INITIAL PUBLIC OFFER OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF SPC LIFE SCIENCES LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION ("OFFER") COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 3,000.00 MILLION BY OUR COMPANY (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 8,938,870 EQUITY SHARES BY SNEHAL RAVJIBHAI PATEL (THE "PROMOTER SELLING SHAREHOLDER") AGGREGATING UP TO ₹ [●] MILLION ("OFFER FOR SALE" AND SUCH EQUITY SHARES, THE "OFFERED SHARES"). THE OFFER SHALL CONSTITUTE [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10 EACH. THE PRICE BAND, AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND THE PROMOTER SELLING SHAREHOLDER IN CONSULTATION WITH THE BRLMs AND WILL BE ADVERTISED IN ALL EDITIONS OF [●], AN ENGLISH NATIONAL NEWSPAPER, ALL EDITIONS OF [●], A HINDI NATIONAL NEWSPAPER AND ALL EDITION OF [●], A WIDELY CIRCULATED GUJARATI DAILY NEWSPAPER, GUJARATI BEING THE REGIONAL LANGUAGE OF GUJARAT WHERE OUR REGISTERED AND CORPORATE OFFICE IS LOCATED, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES, IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS").

OUR COMPANY, IN CONSULTATION WITH THE BRLMs, MAY CONSIDER A FURTHER ISSUE OF EQUITY SHARES THROUGH A PREFERENTIAL OFFER OR ANY OTHER METHOD AS MAY BE PERMITTED IN ACCORDANCE WITH APPLICABLE LAW TO ANY PERSON(S), FOR CASH CONSIDERATION AGGREGATING UP TO ₹ 600.00 MILLION, AT ITS DISCRETION, PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC ("PRE-IPO PLACEMENT"). IF THE PRE-IPO PLACEMENT IS COMPLETED, THE AMOUNT RAISED PURSUANT TO THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE FRESH ISSUE, SUBJECT TO COMPLIANCE WITH RULE 19(2)(B) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED (THE "SCRR"). THE PRE-IPO PLACEMENT SHALL NOT EXCEED 20% OF THE SIZE OF THE FRESH ISSUE.

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision of the Price Band, subject to the Bid/Offer Period not exceeding a total of 10 Working Days. In case of force majeure, banking strike or similar circumstances, our Company and the Promoter Selling Shareholder may, in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the website of the BRLMs and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as applicable.

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**"), read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made in accordance with Regulation 6(1) of the SEBI ICDR Regulations, through the Book Building Process wherein not more than 50% of the Offer shall be allocated on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") ("**QIB Portion**"), provided that our Company and the Promoter Selling Shareholder in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("**Anchor Investor Portion**"), out of which one-third shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Offer Price, in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) (the "**Net QIB Portion**"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders out of which (a) one third of such portion shall be reserved for applicants with application size of more than ₹ 200,000 and up to ₹ 1,000,000; and (b) two third of such portion shall be reserved for applicants with application size of more than ₹ 1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of non-institutional investors and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders ("**RIBs**") in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount ("**ASBA**") process providing details of their respective ASBA accounts, and UPI ID (in case of UPI Bidders (as defined hereunder) using the UPI Mechanism), if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or under the UPI Mechanism, as applicable, to participate in the Offer. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see "*Offer Procedure*" on page 432.

RISK IN RELATION TO THE FIRST OFFER

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10 each. The Offer Price, Floor Price and Price Band determined by our Company and the Promoter Selling Shareholder in consultation with BRLMs, and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "*Basis for Offer Price*" on page 119 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section entitled "*Risk Factors*" on page 31.

COMPANY'S AND PROMOTER SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission or inclusion of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. The Promoter Selling Shareholder, accepts responsibility for and confirms that the statements specifically made or confirmed by the Promoter Selling Shareholder in this Draft Red Herring Prospectus solely to the extent of information specifically pertaining to himself and his portion of the Equity Shares offered by him in the Offer for Sale, and assumes responsibility that such statements are true and correct in all material respects and are not misleading in any material respect.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received an 'in-principle' approval from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively. For the purposes of the Offer, the Designated Stock Exchange shall be [●]. A copy of the Red Herring Prospectus and the Prospectus shall be delivered for filing with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents, which will be made available for inspection from the date of the Red Herring Prospectus up to Bid/Offer Closing Date, please see the section entitled "*Material Contracts and Documents for Inspection*" on page 477.

BOOK RUNNING LEAD MANAGERS		REGISTRAR TO THE OFFER
AMBIT Acumen at work	HDFC BANK We understand your world	LINKIntime
Ambit Private Limited Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 Maharashtra, India **Telephone:** + 91 22 6623 3030 **E-mail:** spc.ipo@ambit.co **Investor Grievance E-mail:** customerservicemb@ambit.co **Website:** www.ambit.co **Contact person:** Nikhil Bhiwapurkar / Miraj Sampat **SEBI registration number:** INM000010585	**HDFC Bank Limited** Investment Banking Group, Unit No. 401 & 402, 4th Floor, Tower B, Peninsula Business Park, Lower Parel, Mumbai 400 013 Maharashtra, India **Tel:** +91 22 3395 8233 **E-mail:** spclife.ipo@hdfcbank.com **Investor grievance e-mail:** investor.redressal@hdfcbank.com **Website:** www.hdfcbank.com **Contact person:** Kunal Thakkar / Dhruv Bhavsar **SEBI registration no.:** INM000011252	**Link Intime India Private Limited** C-101, 1st Floor, 247 Park, L.B.S. Marg Vikhroli West, Mumbai 400 083 Maharashtra, India **Telephone:** +91 810 811 4949 **Email:** spclifesciences.ipo@linkintime.co.in **Investor Grievance E-mail:** spclifesciences.ipo@linkintime.co.in **Website:** www.linkintime.co.in **Contact person:** Shanti Gopalkrishnan **SEBI registration number:** INR000004058

BID/OFFER PERIOD	
BID/OFFER OPENS ON*	[●]
BID/OFFER CLOSES ON**	[●]

**Our Company and the Promoter Selling Shareholder in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.*
***Our Company and the Promoter Selling Shareholder in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

TABLE OF CONTENTS

SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification, direction or clarification shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification, direction or clarification as amended, updated, supplemented, re-enacted or modified from time to time, under such provisions.

The words and expressions used in this Draft Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the same meanings ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SEBI Listing Regulations, the SCRA, the Depositories Act or the rules and regulations made in each such Acts or Regulations. Further, the Offer related terms used but not defined in this Draft Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

Notwithstanding the foregoing, terms in the chapters/sections entitled "Statement of Special Tax Benefits", "Industry Overview", "Our Business", "Key Regulations and Policies in India", "Basis for Offer Price", "History and Certain Corporate Matters", "Financial Information", "Outstanding Litigation and Other Material Developments", "Offer Procedure", and "Main Provisions of Articles of Association" beginning on pages 130, 136, 208, 237, 119, 244, 273, 402, 432 and 456 will have the meaning ascribed to such terms in these respective chapters/sections.

General terms

Term	Description
"our Company", "the Company" or "the Issuer"	SPC Life Sciences Limited, a company incorporated under the Companies Act, 1956, and having its Registered Office and Corporate Office at 284/1, 2 & 3, GIDC Estate, Makarpura, Vadodara – 390 010, Gujarat, India
"we", "us" or "our"	Unless the context otherwise indicates or implies, refers to our Company

Company related terms

Term	Description
Articles of Association / AoA	Articles of Association of our Company, as amended
Audit Committee	Audit committee of our Board, constituted in accordance with the applicable provisions of the Companies Act and the SEBI Listing Regulations and as described in "*Our Management – Corporate Governance - Audit Committee*" on page 253.
Auditors / Statutory Auditors	The current statutory auditors of our Company, namely, CNK & Associates LLP, Chartered Accountants
Board/Board of Directors	Board of directors of our Company, as constituted from time to time, including a duly constituted committee thereof
Chartered Engineer	Virendra F. Panchal, Vishvakarma Consultancy Services Private Limited
Chief Financial Officer	The chief financial officer of our Company, namely Jimmishkumar Shaileshbhai Gohel
Company Secretary & Compliance Officer	Company Secretary and Compliance Officer of our Company, namely Hardik Kailash Makwana
Corporate Social Responsibility Committee / CSR Committee	The corporate social responsibility committee of our Board, constituted in accordance with the applicable provisions of the Companies Act and as described in "*Our Management – Corporate Governance – Corporate Social Responsibility Committee*" on page 258
Dahej Block – 1	Automated manufacturing block equipped with programmable logic controller located at GIDC Dahej, Gujarat.
Dahej Facility	Manufacturing facility of the Company located at plot no. D-3/27/3, GIDC Estate, Dahej – 3, Bharuch – 392 130, Gujarat, India with a total land area of

Term	Description
	63,021 sq. mts. The Dahej Facility consists of Dahej Block – 1 (with a volumetric reactor capacity of 108.80 KL) as well as common utilities, storage facilities, quality control lab and administrative facilities and proposed expansion at Dahej Phase-2 to add 442.00 KL of additional volumetric reactor capacity.
Dahej Phase –1	Dahej Block – 1 as well as common utilities, storage facilities, quality control lab and administrative facilities recently commissioned in March, 2023
Dahej Phase – 2	The proposed expansion in Dahej Facility to add 442.00 KL of additional volumetric reactor capacity taking Company's total volumetric reactor capacity to 550.80 KL at Dahej Facility. For further details of proposed expansion, see "*Objects of the Offer - Funding of capital expenditure requirements of our Company towards setting up Phase - 2 at our Dahej Facility to expand our product offerings of pharmaceutical intermediates*" on page 106
Director(s)	Director(s) of our Company
Equity Shares	Equity shares of our Company of face value of ₹ 10 each
Executive Directors	Executive directors of our Company. For further details of the Executive Directors, see "*Our Management*" on page 247
Frost & Sullivan/ F&S	Frost & Sullivan (India) Private Limited
F&S Report	Report titled "*Independent Market Report - India Chemicals, Specialty Chemicals, Pharmaceutical*" dated March 26, 2023 prepared by Frost & Sullivan, commissioned and paid for by our Company, a copy of which will be available on the website of our Company from the date of filing of the Red Herring Prospectus until the Bid/Offer Closing Date
Group Companies	Our group companies as disclosed in section "*Our Group Companies*" on page 270
Independent Director(s)	Independent directors appointed on our Board in accordance with the Companies Act and the SEBI Listing Regulations. For details of the Independent Directors, see "*Our Management*" on page 247
IPO Committee	The IPO committee of our Board, as described in "*Our Management – Corporate Governance – IPO Committee*" on page 260
Key Managerial Personnel / KMP	Key managerial personnel of our Company in terms of the section 2(51) of the Companies Act and disclosed in "*Our Management – Key Managerial Personnel*" on page 263
Managing Director	The managing director of our Company, namely Snehal Ravjibhai Patel
Materiality Policy	The materiality policy adopted by our Board on March 20, 2023, for identification of material: (a) outstanding litigation proceedings of our Company, our Promoters and our Directors; (b) outstanding litigation proceedings of our Group Companies; and (c) outstanding dues to material creditors, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in this Draft Red Herring Prospectus, the Red Herring Prospectus and Prospectus
Memorandum of Association / MoA	Memorandum of Association of our Company, as amended from time to time
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Board, constituted in accordance with the applicable provisions of the Companies Act and the SEBI Listing Regulations and as described in "*Our Management – Corporate Governance – Nomination and Remuneration Committee*" on page 256
Non-Executive Director	Non-Executive Director(s) on our Board appointed as per the Companies Act, 2013 and the SEBI Listing Regulations as described in "*Our Management*" on page 247
Promoter	Promoter of our Company, namely, Snehal Ravjibhai Patel. For details, please see the section entitled "*Our Promoter and Promoter Group*" on page 266
Promoter Group	Persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations. For details, please see the section entitled "*Our Promoter and Promoter Group*" on page 266
Registered Office / Registered and Corporate Office	Registered and corporate office of our Company located at 284/1, 2 & 3, GIDC Estate, Makarpura, Vadodara – 390 010, Gujarat, India
Registrar of Companies/RoC	Registrar of Companies, Gujarat at Ahmedabad

Term	Description
Restated Financial Information	The restated financial information of our Company, as at and for six month period ended September 30, 2022 and September 30, 2021 and for the Financial Years ended March 31, 2022, March 31, 2021 and March 31, 2020, comprising (i) the restated statement of assets and liabilities as at September 30, 2022, September 30, 2021, March 31, 2022, March 31, 2021 and March 31, 2020; (ii) the restated statement of profit and loss (including other comprehensive income) for the six month period ended September 30, 2022 and September 30, 2021 and the Financial Years ended March 31, 2022, March 31, 2021 and March 31, 2020; and (iii) the restated statement of cash flows and restated statement of changes in equity for the six month period ended September 30, 2022 and September 30, 2021 and the Financial Years ended March 31, 2022, March 31, 2021 and March 31, 2020 together with the notes and schedules thereon, prepared in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time
Risk Management Committee	The Risk Management Committee of our Board, constituted in accordance with the applicable provisions of the SEBI Listing Regulations as described in the section entitled "*Our Management – Corporate Governance – Risk Management Committee*" on page 259
Selling Shareholder/Promoter Selling Shareholder	Snehal Ravjibhai Patel
Senior Management / SM	Senior management of our Company in terms of the SEBI ICDR Regulations and as disclosed in "*Our Management – Senior Management*" on page 263
Shareholders	Equity shareholders of our Company from time to time
Stakeholders' Relationship Committee	The Stakeholders' Relationship Committee of our Board, constituted in accordance with the applicable provisions of the Companies Act and the SEBI Listing Regulations as described in the section entitled "*Our Management – Corporate Governance – Stakeholders' Relationship Committee*" on page 257
Whole-time Director	Whole-time Director(s) on our Board

Offer related terms

Term	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by SEBI in this behalf
Acknowledgement Slip	The slip or document to be issued by a Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form
Allot/Allotment/Allotted	Unless the context otherwise requires, allotment or transfer, as the case may be of Equity Shares offered pursuant to the Fresh Issue and transfer of the Offered Shares by the Promoter Selling Shareholder pursuant to the Offer for Sale to the successful Bidders
Allotment Advice	Note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Ambit	Ambit Private Limited
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 100 million
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors at the end of the Anchor Investor Bidding Date, in terms of the Red Herring Prospectus. The Anchor Investor Allocation Price shall be determined by our Company and the Promoter Selling Shareholder, in consultation with the BRLMs during the Anchor Investor Bidding Date
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in accordance with the requirements specified under the SEBI ICDR Regulations and Red Herring Prospectus

Term	Description
Anchor Investor Bidding Date	The day, one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted prior to and after which the BRLMs will not accept any Bids from Anchor Investor and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	Final price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price The Anchor Investor Offer Price will be decided by our Company and the Promoter Selling Shareholder, in consultation with the BRLMs
Anchor Investor Pay-In Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid/Offer Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion, which may be allocated by our Company and the Promoter Selling Shareholder, in consultation with the BRLMs to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price
Application Supported by Blocked Amount or ASBA	An application, whether physical or electronic, used by Bidders (other than Anchor Investors) to make a Bid and authorising an SCSB to block the Bid Amount in the ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by UPI Bidders using the UPI Mechanism
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form, which may be blocked by such SCSB or the account of the UPI Bidders blocked upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism, to the extent of the Bid Amount of the ASBA Bidder
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Banker(s) to the Offer	Collectively, Escrow Collection Bank(s), Refund Bank(s), Public Offer Account Bank(s) and the Sponsor Bank(s), as the case may be
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Bidders under the Offer, as described in the section entitled "*Offer Procedure*" on page 432
Bid	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations as per the terms of the Red Herring Prospectus and the Bid Cum Application Form The term "Bidding" shall be construed accordingly
Bid Amount	The highest value of the optional Bids as indicated in the Bid cum Application Form and payable by the Bidder and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIB and mentioned in the Bid cum Application Form and payable by the Bidder or as blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid in the Offer
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/Offer Closing	Except in relation to any Bids received from the Anchor Investors, the date after

Term	Description
Date	which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in all editions of [●], an English national newspaper, all editions of [●], a Hindi national newspaper and all edition of [●], a Gujarati daily newspaper (Gujarati being the regional language of the state where our Registered and Corporate Office is located) each with wide circulation, which shall also be notified in an advertisement in same newspapers in which the Bid/ Offer Opening Date was published. In case of any revision, the extended Bid/ Offer Closing shall also be notified on the websites and terminals of the Members of the Syndicate as required under the SEBI ICDR Regulations and also intimated to the Designated Intermediaries and the Sponsor Bank(s) Our Company in consultation with the BRLMs, may consider closing the Bid/Offer Period for the QIB Category one Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations which shall also be notified by advertisement in the same newspapers where the Bid/ Offer Opening Date was published, in accordance with the SEBI ICDR Regulations
Bid/Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be published in all editions of [●], an English national newspaper, all editions of [●], a Hindi national newspaper and all edition of [●], a Gujarati daily newspaper (Gujarati being the regional language of the state where our Registered and Corporate Office is located) each with wide circulation, and in case of any revisions, the extended Bid/Offer Closing Date shall also be notified on the websites and terminals of the Syndicate Members and also intimated to the Designated Intermediaries and the Sponsor Bank, as required under the SEBI ICDR Regulations
Bid/Offer Period	Except in relation to any Bids received from Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors Our Company and the Promoter Selling Shareholder in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/Offer Opening Date was published, in accordance with SEBI ICDR Regulations
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form, and unless otherwise stated or implied, and includes an ASBA Bidder and an Anchor Investor
Bidding Centers	Centers at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
BRLMs or Book Running Lead Managers	The book running lead managers to the Offer namely, Ambit Private Limited and HDFC Bank Limited
Broker Centres	Broker centres of the Registered Brokers notified by the Stock Exchanges where Bidders can submit the ASBA Forms to a Registered Broker The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges, www.bseindia.com and www.nseindia.com, as updated from time to time
CAN/Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares to be sent to Successful Anchor Investors, who have been allocated the Equity Shares, on/after the Anchor Investor Bidding Date

Term	Description
Cap Price	The higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. The Cap Price shall not be more than 120% of the Floor Price, provided that the Cap Price shall be at least 105% of the Floor Price
Cash Escrow and Sponsor Bank Agreement	Agreement to be entered into among our Company, the Promoter Selling Shareholder, the Registrar to the Offer, the BRLMs, the Syndicate Member(s), the Banker(s) to the Offer for, *inter alia*, collection of the Bid Amounts, transfer of funds to the Public Offer Accounts, and where applicable remitting refunds, if any, to the Anchor Investors, on the terms and conditions thereof
Client ID	Client identification number of the Bidder's beneficiary account maintained with one of the Depositories in relation to the demat account
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI UPI Circulars, issued by SEBI, as per the list available on the websites of the Stock Exchanges, www.bseindia.com and www.nseindia.com, as updated from time to time
Collecting Registrar and Share Transfer Agents / CRTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and of the SEBI UPI Circulars
Cut-off Price	The Offer Price, finalized by our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, which shall be any price within the Price Band. Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price
Demographic Details	Details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation, PAN, bank account details and UPI ID wherever applicable
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Form used by Bidders (other than Anchor Investors), a list of which is available at the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time
Designated CDP Locations	Such centres of the Collecting Depository Participants where Bidders (other than Anchor Investors) can submit the Bid cum Application Forms. The details of such Designated CDP Locations, along with the names and contact details of the CDPs are available on the respective websites of the Stock Exchanges and updated from time to time
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account to the Public Issue Account or the Refund Account, as the case may be, and/or the instructions are issued to the SCSBs (in case of a UPI bidder, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account or are unblocked, as the case may be, in terms of the Red Herring Prospectus and the Prospectus after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares will be Allotted in the Offer
Designated Intermediaries	Collectively, the members of the Syndicate, sub-syndicate or agents, SCSBs (other than in relation to RIBs using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the relevant Bidders, in relation to the Offer In relation to ASBA Forms submitted by RIBs and Non-Institutional Bidders Bidding with an application size of up to ₹ 500,000 (not using the UPI mechanism) by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs In relation to ASBA Forms submitted by UPI bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders, Designated

Term	Description
	Intermediaries shall mean Syndicate, sub-Syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated RTA Locations	Such centres of the RTAs where Bidders (other than Anchor Investors) can submit the Bid cum Application Forms, and in case of UPI Bidders only ASBA Forms with UPI. The details of such Designated RTA Locations, along with the names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com) and updated from time to time
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	[●]
Draft Red Herring Prospectus / DRHP	This Draft Red Herring Prospectus dated [March 27, 2023], issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars, including of the Offer Price and the size of the Offer, including any addendum and corrigendum thereto
Eligible FPI(s)	FPIs from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares offered thereby
Eligible NRI(s)	A non-resident Indian, resident in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the ASBA Form and the Red Herring Prospectus constitutes an invitation to subscribe for the Equity Shares
Escrow Account	Account(s) opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors will transfer money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank(s)	The bank(s) which are clearing members and registered with SEBI as bankers to an issue under the SEBI BTI Regulations and with whom the Escrow Account(s) will be opened, in this case being [●]
First Bidder	Bidder whose name appears first in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted and which shall not be less than the face value of the Equity Shares
Fresh Issue	The fresh issue of up to [●] Equity Shares by our Company aggregating up to ₹ 3,000.00 million, to be issued by our Company as part of the Offer, in terms of the Red Herring Prospectus and the Prospectus Our Company, in consultation with the BRLMs, may consider a further issue of Equity Shares through a preferential offer or any other method as may be permitted in accordance with applicable law to any person(s), for cash consideration aggregating up to ₹ 600.00 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC ("**Pre-IPO Placement**"). If the pre-IPO Placement is completed, the amount raised pursuant to the pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "**SCRR**"). The pre-IPO placement shall not exceed 20% of the size of the Fresh Issue.
Fugitive Economic Offender	A fugitive economic offender as defined under the Fugitive Economic Offenders Act, 2018

Term	Description
General Information Document/GID	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI / HO / CFD / DIL1 / CIR / P / 2020 / 37 dated March 17, 2020 and the SEBI circular no. SEBI / HO / CFD / DIL2 / CIR / P / 2020 / 50 dated March 30, 2020, as amended by SEBI from time to time and the SEBI UPI Circulars. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLMs
Gross Proceeds	The Offer proceeds from the Fresh Issue, including the proceeds, if any, received pursuant to the Pre-IPO Placement
HDFC Bank	HDFC Bank Limited
Minimum NIB Application Size	Bid amount of more than ₹ 200,000 in the specified lot size
Monitoring Agency	[●]
Monitoring Agency Agreement	Agreement to be entered into between our Company and the Monitoring Agency
Mutual Fund Portion	5% of the Net QIB Portion or [●] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Net Proceeds	Proceeds of the Offer that will be available to our Company, i.e., gross proceeds of the Fresh Issue, less Offer expenses to the extent applicable to the Fresh Issue For further information about use of the Offer Proceeds and the Offer expenses, please see the section entitled "*Objects of the Offer*" on page 102
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors.
Non-Institutional Bidders/NIBs	All Bidders that are not QIBs (including Anchor Investors) and Retail Individual Bidders who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Offer being not more than 15% of the Offer comprising [●] Equity Shares which shall be available for allocation to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price, in the following manner: (a) one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lakh rupees and up to ten lakh rupees; (b) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ten lakh rupees: Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of non-institutional investors
Non-Resident / NR	A person resident outside India, as defined under FEMA and includes a non-resident Indians (NRIs), FPIs and FVCIs
Offer	The initial public offering of up to [●] Equity Shares for cash at a price of ₹ [●] each (including a premium of ₹ [●] per Equity Share), aggregating up to ₹ [●] million, comprising the Fresh Issue and the Offer for Sale. Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR. Upon allotment of Equity Shares issued pursuant to the Pre- IPO Placement and after compliance with requirements prescribed under the Companies Act, our Company shall utilise the proceeds from such Pre-IPO Placement towards the objects of the Offer
Offer Agreement	The agreement dated March 27, 2023, entered into amongst our Company, the Promoter Selling Shareholder and the BRLMs, pursuant to the SEBI ICDR Regulations, based on which certain arrangements are agreed to in relation to the Offer
Offer for Sale	Offer of up to 8,938,870 Equity Shares aggregating up to ₹ [●] million by Snehal

Term	Description
	Ravjibhai Patel to be offered for sale pursuant to the Offer in terms of the Red Herring Prospectus and the Prospectus. For further information, please see the section entitled "*The Offer*" on page 72
Offer Price	The final price at which Equity Shares will be Allotted to the successful Bidders (other than Anchor Investors), as determined in accordance with the Book Building Process and determined by our Company and the Promoter Selling Shareholder, in consultation with the BRLMs in terms of the Red Herring Prospectus on the Pricing Date. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus
Offer Proceeds	The proceeds of the Fresh Issue which shall be available to our Company and the proceeds of the Offer for Sale which shall be available to the Promoter Selling Shareholder. For further information about use of the Offer Proceeds, see "*Objects of the Offer*" beginning on page 102
Offered Shares	Up to 8,938,870 Equity Shares aggregating up to ₹ [●] million by the Promoter Selling Shareholder
Pre-IPO Placement	The further issue of specified securities through a private placement, preferential issue or any other method as may be permitted under applicable law to any person(s), for cash consideration aggregating up to ₹ 600.00 million, which may be undertaken by our Company, in consultation with the Book Running Lead Managers, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The price of the specified securities allotted pursuant to the Pre-IPO Placement shall be determined by our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to compliance with Rule 19(2)(b) of the SCRR. Upon allotment of Equity Shares issued pursuant to the Pre- IPO Placement and after compliance with requirements prescribed under the Companies Act, our Company shall utilise the proceeds from such Pre-IPO Placement towards the objects of the Offer
Price Band	Price Band of the Floor Price and the Cap Price including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price The Price Band and the minimum Bid Lot size for the Offer will be decided by our Company and the Promoter Selling Shareholder, in consultation with the BRLMs and will be advertised, at least two Working Days prior to the Bid/Offer Opening Date, in all editions of [●], an English national newspaper, all editions of [●], a Hindi national newspaper, and all edition of [●], a Gujarati newspaper (Gujarati being the regional language of the state where our Registered and Corporate Office is located), each with wide circulation, along with the relevant financial ratios calculated at the Floor price and at the Cap Price. It shall also be made available to the Stock Exchanges for the purpose of uploading on their websites
Pricing Date	The date on which our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, shall finalize the Offer Price
Promoter's Contribution	Aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company that is eligible to form part of the minimum promoter's contribution, as required under the provisions of the SEBI ICDR Regulations, held by our Promoter, which shall be locked-in for a period of eighteen months from the date of Allotment.
Prospectus	The Prospectus of our Company to be filed with the RoC for this Offer after the Pricing Date, in accordance with Section 26 of the Companies Act, 2013 and the SEBI ICDR Regulations, containing, *inter alia,* the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information including any addenda or corrigenda thereto
Public Offer Account Bank	The bank with which the Public Offer Account(s) shall be opened and maintained for collection of Bid Amounts from Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being [●]
Public Offer Account(s)	'No-lien' and 'non-interest-bearing' bank account(s) opened under Section 40(3) of the Companies Act, 2013 with the Public Offer Account Bank(s) to receive monies

Term	Description
	from the Escrow Account and ASBA Accounts maintained with the SCSBs on the Designated Date
QIB Category/QIB Portion	The portion of the Offer, being not more than 50% of the Offer or [●] Equity Shares to be Allotted to QIBs on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, subject to valid Bids being received at or above the Offer Price)
Qualified Institutional Buyers or QIBs or QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Red Herring Prospectus or RHP	The Red Herring Prospectus of our Company to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be issued and the size of the Offer including any addenda or corrigenda thereto The Red Herring Prospectus shall be filed with the RoC at least three days before the Bid/Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
Refund Account(s)	The account opened with the Refund Bank, from which refunds, if any, of the whole or part of the Bid Amount to the Anchor Investors shall be made
Refund Bank(s)	The Bankers to the Offer with whom the Refund Account(s) will be opened, in this case being [●]
Registered Brokers	Stock brokers registered with SEBI and the Stock Exchanges having nationwide terminals, other than the BRLMs and the Syndicate Members and eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 4, 2012 and the SEBI UPI Circulars, issued by SEBI
Registrar Agreement	The agreement dated March 27, 2023 entered into amongst our Company, the Promoter Selling Shareholder and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar and Share Transfer Agents or RTAs	Registrars to an issue and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI UPI Circulars, issued by SEBI
Registrar to the Offer or Registrar	Link Intime India Private Limited
Retail Individual Bidder(s) / RIBs	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹ 200,000 in any of the Bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs)
Retail Portion	The portion of the Offer being not less than 35% of the Offer consisting of [●] Equity Shares which shall be available for allocation to Retail Individual Bidder(s) in accordance with the SEBI ICDR Regulations which shall not be less than the Minimum Bid Lot, subject to valid Bids being received at or above the Offer Price
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s), as applicable QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date
SEBI UPI Circulars	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no.

Term	Description
	SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI Circular (SEBI/HO/CFD/DIL2/P/CIR/2022/75) dated May 30, 2022 along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022, and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022, and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard
Self-Certified Syndicate Bank(s) or SCSB(s)	The banks registered with SEBI, offering services: (a) in relation to ASBA (other than using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable or such other website as may be prescribed by SEBI from time to time; and (b) in relation to ASBA (using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40, or such other website as may be prescribed and updated by SEBI from time to time In accordance with the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, issued by SEBI, UPI Bidders using UPI Mechanism may apply through the SCSBs and mobile applications (apps) whose name appears on the SEBI website. The said list is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43, as updated from time to time
Share Escrow Agent	[●]
Share Escrow Agreement	The agreement dated [●] entered into amongst the Promoter Selling Shareholder, our Company and a share escrow agent, in connection with the transfer of the respective portion of Offered Shares and credit of such Equity Shares to the demat account of the Allottees
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms from the Bidders, a list of which is which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time
Sponsor Bank(s)	The Bankers to the Offer registered with SEBI which is appointed by the Company to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the UPI Mandate Requests and / or payment instructions of the UPI Bidders using the UPI Mechanism and carry out any other responsibilities in terms of the UPI Circulars, in this case being [●]
Stock Exchanges	Collectively, NSE and BSE
Syndicate Agreement	Agreement dated [●] to be entered into amongst the BRLMs, the Syndicate Members, our Company and the Promoter Selling Shareholder in relation to collection of Bid cum Application Forms by the Syndicate
Syndicate Members	Intermediaries registered with SEBI who are permitted to carry out activities as an underwriter, namely, [●]
Syndicate or Members of the Syndicate	Collectively, the BRLMs and the Syndicate Members
Underwriters	[●]
Underwriting Agreement	The agreement among the Underwriters, our Company and the Promoter Selling Shareholder to be entered into on or after the Pricing Date, but prior to the filing of the Prospectus
UPI	Unified payments interface, which is an instant payment mechanism, developed by NPCI
UPI Bidders	Collectively, individual investors applying as (i) Retail Individual Bidders in the Retail Portion; and (iii) Non- Institutional Bidders with an application size of up to ₹ 500,000 in the Non-Institutional Portion, and Bidding under the UPI Mechanism

Term	Description
	through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 500,000 shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI ID	Identity document created on UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidders by way of a notification on the UPI application and by way of a SMS directing the UPI Bidders to such UPI application) to the UPI Bidders initiated by the Sponsor Bank to authorise blocking of funds in the relevant ASBA Account through the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment In accordance with the SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time
UPI Mechanism	The bidding mechanism that may be used by a UPI Bidder in accordance with the UPI Circulars to make an ASBA Bid in the Offer
UPI PIN	Password to authenticate UPI transaction
Working Day	All days on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Offer Period, the term Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI, including the SEBI UPI Circulars

Conventional and general terms or abbreviations

Term	Description
₹/Rs./Rupees/INR	Indian Rupees
EBITDA	Earnings before interest, tax, depreciation and amortisation without considering the impact of changes to accounting for right to use assets under Ind AS 116, non-recurring income and non-recurring expenses.
AGM	Annual general meeting of shareholders under the Companies Act
AIF(s)	Alternative Investment Fund(s) as defined in and registered with SEBI under the SEBI AIF Regulations
AS/Accounting Standards	Accounting Standards issued by the ICAI
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Category I AIFs	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
Category I FPIs	FPIs registered as "Category I foreign portfolio investors" under the SEBI FPI Regulations

Term	Description
Category II AIFs	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations
Category II FPIs	FPIs registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations
Category III AIF	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Companies Act / Companies Act, 2013	Companies Act, 2013, as amended, together with the rules thereunder
Companies Act, 1956	Erstwhile Companies Act, 1956 and the rules thereunder
Consolidated FDI Policy	The consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time
COVID-19	The novel coronavirus disease, which is an infectious disease caused by a newly discovered coronavirus strain that was discovered in 2019 resulting in a public health emergency of international concern and a pandemic as declared by the World Health Organization on January 30, 2020 and pandemic on March 11, 2020
Demat	Dematerialised
Depositories	NSDL and CDSL
Depositories Act	Depositories Act, 1996, as amended
DIN	Director Identification Number
DP ID	Depository Participant’s Identification
DP/ Depository Participant	A depository participant as defined under the Depositories Act
DPIIT	Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
EBIT	Earnings before interest and tax,
EGM	Extraordinary General Meeting
EPF Act	Employees’ Provident Fund and Miscellaneous Provisions Act, 1952, as amended
EPS	Earnings Per Share
FCNR	Foreign Currency Non-Resident
FDI	Foreign Direct Investment
FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT through notification dated October 15, 2020 effective from October 15, 2020
FEMA	Foreign Exchange Management Act, 1999, as amended and the rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019 issued by the Ministry of Finance, Government of India
Financial Year/Fiscal/fiscal/ /FY	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
FLC	Foreign letter of credit
FPI(s)	Foreign portfolio investor(s) as defined under the SEBI FPI Regulations
Fraudulent Borrower	Fraudulent Borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations.
Fugitive Economic Offender	Fugitive Economic Offender as defined under Regulation 2(1)(p) of the SEBI ICDR Regulations
FVCI(s)	Foreign venture capital investor(s) as defined and registered under the SEBI FVCI Regulations
GAAR	General anti-avoidance rules
GDP	Gross Domestic Product
GIDC	Gujarat Industrial Development Corporation
GoI/Government	Government of India
GST	Goods and Services Tax
HUF	Hindu Undivided Family
ICAI	The Institute of Chartered Accountants of India

Term	Description
IFRS	International Financial Reporting Standards as adopted by the International Accounting Standards Board
Income Tax Act, IT Act	The Income-tax Act, 1961, as amended
Ind AS	Indian Accounting Standards
Ind AS 24	Indian Accounting Standard 24 on Related Party Disclosure issued by the MCA
India	Republic of India
Indian GAAP	Generally Accepted Accounting Principles in India
IPO	Initial public offering
IRDAI	Insurance Regulatory and Development Authority of India
IST	Indian Standard Time
LC	Letter of credit
MCA	Ministry of Corporate Affairs
Mutual Fund(s)	Mutual funds registered under the SEBI (Mutual Funds) Regulations, 1996
N.A./ NA	Not Applicable
NACH	National Automated Clearing House
NAV / Net Asset Value per Equity Share	Total equity / weighted average number of equity shares outstanding as at the end of year/period shares including effect of compulsorily convertible non-cumulative preference shares.
NEFT	National Electronic Fund Transfer
Net worth	Aggregate value of equity share capital and other equity created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, derived from the Restated Summary Statement, but does not include reserves created out of revaluation of assets and write- back of depreciation
Non-Resident	A person resident outside India, as defined under FEMA and includes a Non-Resident Indian and FPIs
NR	Non-resident
NRE Account	Non-Resident External Account
NRI	An individual resident outside India who is a citizen of India or is an 'Overseas Citizen of India' cardholder within the meaning of section 7(A) of the Citizenship Act, 1955, as amended
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB/ Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
OCI	Other Comprehensive Income
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
RBI	The Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
Return on Equity / ROE	Profit after tax for the period / year divided by average total equity. Average total equity is calculated as average of opening and closing balance of total equity for the period / year.
RoNW	Return on net worth
RTGS	Real Time Gross Settlement
SBLC	Standby letter of credit
SCRA	Securities Contracts (Regulation) Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended

Term	Description
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Merchant Banker Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as amended
State Government	Government of a State of India
STT	Securities Transaction Tax
Systemically Important NBFCs	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
TAN	Tax deduction and collection account number
US-FDA	U.S. Food & Drug Administration
U.S. Securities Act	United States Securities Act of 1933, as amended
U.S./USA/United States	United States of America
UK	United Kingdom
US GAAP	Generally Accepted Accounting Principles in the United States of America
USD/US$	United States Dollars
VAT	Value Added Tax
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be
Wilful Defaulter	Wilful Defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations.
Year/ Calendar year	Unless the context otherwise requires, shall mean the twelve-month period ending December 31

Technical, industry and business related terms/ abbreviations

Term	Description
ADL	Analytical Development Laboratory
APAC	Asia Pacific
API	Active Pharmaceutical Ingredient
BB	Bromo Benzene
BCP	Bromochloropropane
CAPA	Corrective Action and Preventive Action
cGMP	Current Good Manufacturing Practice
CHEMSPEC	Chemspec Europe
CNS	Central Nervous System
COPD	Chronic Obstructive Pulmonary Disease
CPHI	Convention on Pharmaceutical Ingredients
CPI	Consumer Price Index
CRZ	Coastal Regulation Zone
CVDs	Cardiovascular Diseases
CVS	Cardiovascular
CWC	Chemical Weapons Convention
CZMA	Coastal Zone Management Authority

Term	Description
DBT	Direct Benefit Transfer
DEDPM	Diethyl Dipropyl Malonate
DI	Drug Intermediates
DMF	Drug Master File
DMPC	3-Di Methy Ethyl Amino Propyl Chloride Hydrochloride
DSA	Drug Security Authority
EBR	Ethyl Bromide
EHS	Environment, Health and Safety
EIR	Establishment Inspection Report
ERP Software	Emergency, Preparedness and Response Software
GIDC	Gujrat Industrial Development Corporation
GLP	Good Laboratory Practices
HBCD	Hexabromocyclododecane
HPP	High Performance Pigments
IMF	International Monetary Fund
IP2BiB	Isopropyl 2-bromoisobutyrate
KF	Karl Fischer
KSM	Key Starting Materials
MAOIs	Monoamine oxidase inhibitors
MBH	Methyl -2- bromohexanoate
NBBR	N-butyl Bromide
NPB/ NPBR	N-Propyl Bromide
OHC	Occupational Health Centre
PBBs	polybrominated biphenyls
PBDEs	polybrominated diphenyl ethers
PLC	Programmable Logic Controller
PLI	Production Linked Incentive
R&D	Research and Development
RBC	Red Blood Cells
SARI	Serotonin Receptor Antagonists and Reuptake Inhibitors
SNRI	Serotonin and Norepinephrine Reuptake Inhibitors
SSRI	Selective Serotonin Reuptake Inhibitors
TBBPA	Tetrabromobisphenol A
US FDA	U.S. Food & Drug Administration

Financial and operational Key Performance Indicators

KPI	Remarks/ Definitions/ Assumptions
Revenue from Operations (₹ million)	Revenue from Operations means the revenue from operations as appearing in the Restated Financial Information
Gross Profit (₹ million)	Gross Profit is calculated as revenue from operations less cost of materials consumed, changes in inventories of finished goods and work-in-progress.
Gross Margin %	Gross Margin refers to the percentage margin derived by dividing Gross Profit by Revenue from Operations.
EBITDA (₹ million)	EBITDA is calculated as restated profit / (loss) for the period / year (excluding Other Income), plus finance costs, total taxes, and depreciation and amortization expense.
EBITDA Margin %	EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.
Profit After Tax (₹ million)	PAT is restated Profit/ (Loss) or the period/ year as appearing in the Restated Financial Information.
PAT Margin %	PAT Margin refers to the percentage margin derived by dividing Profit after Tax by Total Income.
Net cash from operating activities (₹ million)	Net cash from operating activities is Profit before Tax after giving adjustments of Non-Operating incomes and expenses and Change in Operating Assets and Liabilities.

KPI	Remarks/ Definitions/ Assumptions
Net Worth (₹ million)	Net Worth is sum of Equity Share capital and other Equity.
Total Debt (₹ million)	Total Debt is sum of Short term and Long term Borrowings.
ROCE %	Return on Capital Employed (ROCE) is calculated as earnings before interest and taxes divided by Capital Employed. -Earnings before interest and tax is calculated as restated profit / (loss) for the period /year plus total tax expense / (credit) plus finance costs. -Capital Employed is calculated as total equity plus total borrowings (including lease liabilities).
ROE %	Return on Equity (ROE) refers to restated profit for the year/period attributable to equity shareholders of our Company divided by Closing Equity for the year/period.
Export Revenue (₹ million) and Export % of Revenue	This metric enables us to track the progress of our revenues in the export markets
Domestic Revenue (₹ million) and and Domestic % of Revenue	This metric enables us to track the progress of our revenues in the domestic markets
Sales Realization per Kg	Sales Realization per Kg is calculated as Revenue from sale of products divided by total quantity sold (other than by-products). This metric enables us to track the share of higher value products as a part of our overall product revenue (other than By products) divided by total quantity of Finished products sold during the year/ period.

CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain Conventions

All references in this Draft Red Herring Prospectus to "India" are to the Republic of India and its territories and possessions and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable. All references to the "US", "USA" or "United States" are to the United States of America, together with its territories and possessions.

Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in Indian Standard Time ("**IST**").

Unless stated otherwise, all references to page numbers in this Draft Red Herring Prospectus are to the page numbers of this Draft Red Herring Prospectus.

Financial Data

Unless the context requires otherwise or as otherwise stated, the financial information in this Draft Red Herring Prospectus is derived from our Restated Financial Information, as of and for the six month period ended September 30, 2022, September 30, 2021, Financial Years ended March 31, 2022, March 31, 2021 and March 31, 2020 and, comprising (i) the restated statement of assets and liabilities as at the six month period ended September 30, 2022, September 30, 2021, March 31, 2022, March 31, 2021 and March 31, 2020; (ii) the restated statement of profit and loss for the six month period ended September 30, 2022, September 30, 2021, Financial Years ended March 31, 2022, March 31, 2021 and March 31, 2020; and (iii) the restated statement of cash flows and restated statement of changes in equity for the six month period ended September 30, 2022, September 30, 2021, Financial Years ended March 31, 2022, March 31, 2021 and March 31, 2020 and the notes and schedules thereon, prepared in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time.

Our Company's financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the 12 month period ended on March 31 of that year.

The financial information for the six months period ended September 30, 2022 and September 30, 2021 may not be indicative of the financial results for the full year and are not comparable with the financial information for the financial years ended March 31, 2022, March 31, 2021, and March 31, 2020.

Unless the context otherwise indicates, any percentage amounts, as set forth in the sections entitled "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 31, 208 and 365 respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of the Restated Financial Information.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all the percentage figures have been rounded off to two decimal places including percentage figures in the sections entitled "*Risk Factors*", "*Industry Overview*" and "*Our Business*" on pages 31, 136 and 208 respectively.

There are significant differences between Ind AS and US GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or US GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our Company's financial data. For details in connection with risks involving differences between Ind AS, US GAAP and IFRS, please see the section entitled "*Risk Factors 66- Significant differences exist between Ind-AS and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the financial statements prepared and presented in accordance with Ind-AS contained in this Draft Red Herring Prospectus"* on page 64. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring

Prospectus should accordingly be limited. Further, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources. In this Draft Red Herring Prospectus, (i) the sum or percentage change of certain numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row; any such discrepancies are due to rounding off.

Non-GAAP Measures

Certain measures like EBITDA, EBITDA Margin, Net Asset Value per Equity Share, Pre-tax Operating Profit, Restated Net Tangible Assets, Restated Monetary Assets and Monetary Assets as a % of Net Tangible Assets presented in this Draft Red Herring Prospectus are supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, these non-GAAP measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, these non-GAAP measures, are not standardised terms, hence a direct comparison of these Non-GAAP measures between companies may not be possible. Other companies may calculate these Non-GAAP measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance.

Currency and Units of Presentation

All references to:

- "Rupees" or "₹" or "INR" or "Rs." are to Indian Rupee, the official currency of the Republic of India; and

- "USD" or "US$" or "$" are to United States Dollar, the official currency of the United States of America.

Our Company has presented all numerical information in this Draft Red Herring Prospectus in "million" units or in whole numbers where the numbers have been too small to represent in millions. One million represents 1,000,000 and one billion represents 1,000,000,000 and one trillion represents 1,000,000,000,000. One lakh represents 100,000 and one crore represents 10,000,000.

Figures sourced from third-party industry sources may be expressed in denominations other than millions or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Draft Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

Exchange Rates

This Draft Red Herring Prospectus contains conversion of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupee and the USD (in Rupees per USD):

Currency	As on September 30, 2022 (₹)	As on March 31, 2022 (₹)	As on March 31, 2021 (₹)	As on March 31, 2020 (₹)
1 USD	81.55	75.81	73.50	75.38

Source: www.fbil.org.in
Note: If the RBI reference rate is not available on a particular date due to a public holiday, exchange rates of the previous working day have been disclosed

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus, including in "*Risk Factors*", "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 31, 136, 208 and 365, respectively, has been obtained or derived from the report titled "*Independent Market Report - India Chemicals, Specialty Chemicals, Pharmaceutical*" dated March 26, 2023 that has been prepared by Frost & Sullivan, commissioned and paid for by our Company and has been exclusively prepared for the purpose of the Offer ("**F&S Report**") which will be available on the website of the Company from the date of the Red Herring Prospectus till the Bid/Offer Closing Date, and publicly available information as well as other industry publications and sources. Frost & Sullivan has, pursuant to their consent letter dated March 27, 2023 ("**Letter**") accorded its no objection and consent to use the F&S Report in connection with the Offer. Further, F&S has, pursuant to the Letter also confirmed that it is an independent agency which has no relationship with our Company, our Promoter, any of our Directors or Key Managerial Personnel or Senior Management or the Book Running Lead Managers. Frost & Sullivan was appointed by our Company pursuant to the engagement letter dated November 7, 2022.

Although the industry and market data used in this Draft Red Herring Prospectus is reliable, the data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. The excerpts of the industry report are disclosed in the Offer Documents and there are no parts, information, data (which may be relevant for the proposed Offer), left out or changed in any manner. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "*Risk Factors*" on page 31. Accordingly, investment decisions should not be based solely on such information.

The sections "*Offer Document Summary*", "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Conditions and Results of Operations*" of this Draft Red Herring Prospectus contain data and statistics from the F&S Report which has been commissioned and paid for by our Company for an agreed fee and will be available on the website of our Company from the date of the Red Herring Prospectus till the Bid/Offer Closing Date, which is subject to the following disclaimer:

"Independent Market Report – India Chemicals, Specialty Chemicals, Pharmaceutical" has been prepared for the proposed initial public offering of equity shares by ***SPC Life Sciences Limited*** *(the "Company").*

This study has been undertaken through extensive primary and secondary research, which involves discussing the status of the industry with leading market participants and experts, and compiling inputs from publicly available sources, including official publications and research reports. Estimates provided by Frost & Sullivan (India) Private Limited ("Frost & Sullivan") and its assumptions are based on varying levels of quantitative and qualitative analyses, including industry journals, company reports and information in the public domain.

Frost & Sullivan has prepared this study in an independent and objective manner, and it has taken all reasonable care to ensure its accuracy and completeness. We believe that this study presents a true and fair view of the industry within the limitations of, among others, secondary statistics and primary research, and it does not purport to be exhaustive. The results that can be or are derived from these findings are based on certain assumptions and parameters/conditions. As such, a blanket, generic use of the derived results or the methodology is not encouraged.

Forecasts, estimates, predictions, and other forward-looking statements contained in this report are inherently uncertain because of changes in factors underlying their assumptions, or events or combinations of events that cannot be reasonably foreseen. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements.

In making any decision regarding the transaction, the recipient should conduct its own investigation and analysis of all facts and information contained in the prospectus of which this report is a part and the recipient must rely on its own examination and the terms of the transaction, as and when discussed. The recipients should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction."

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in *"Risk Factors – 22. Certain sections of this Draft Red Herring Prospectus* *contain information from the F&S Report which we commissioned and purchased and any reliance on such information for making an investment decision in the Offer is subject to inherent risks"* on page 46. Accordingly, no investment decision should be made solely on the basis of such information.

In accordance with the SEBI ICDR Regulations, the section "*Basis for Offer Price*" on page 119 includes information relating to our listed industry peer. Such information has been derived from publicly available sources.

The extent to which the market and industry data used in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". All statements contained in this Draft Red Herring Prospectus that are not statements of historical fact constitute "forward-looking statements". All statements regarding our expected financial condition and results of operations, business, plans and prospects are "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "likely to", "may", "can", "could", "should", "seek to", "shall", "objective", "plan", "project", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our Company's strategies, objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward looking statements. All forward-looking statements whether made by us or any third parties in this Draft Red Herring Prospectus are based on our current plans, estimates, presumptions and expectations and are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement, including but not limited to, regulatory changes pertaining to the industry in which our Company has businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, our exposure to market risks, general economic and political conditions which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in its industry. Important factors that could cause actual results to differ materially from our Company's expectations include, but are not limited to, the following:

- Strict quality requirements, regular inspections and audits by our customers, and any failure to comply with quality standards may lead to cancellation of existing and future orders
- Risks consequent to our operations involving the manufacture, usage and storage of various hazardous substances.
- Dependence on the success of our relationships with our customers. We derive a significant part of our revenue from our major customers and we do not have long term contracts with these customers. If one or more of such customers choose not to source their requirements from us, our business, financial condition and results of operations may be adversely affected.
- Dependence on a few products such as intermediates for Pentoxifylline and Amiodarone HCL. If our products lose favour with the customers or APIs produced using our products lose market share or favour with end users or if we are unable to protect our intellectual property in respect of these products or processes, our business, financial condition and results of operations may be adversely affected.
- Our reliance on certain therapeutic areas for a significant portion of our sales could have an adverse effect on our business.
- Non-compliance with and changes in, safety, health, environmental and labour laws and other applicable regulations.
- Dependence on our manufacturing facilities, and certain risks in our manufacturing process. Any slowdown or shutdown in our manufacturing operations or strikes, work stoppages or increased wage demands by our employees that could interfere with our operations could have an adverse effect on our business, financial condition and results of operations.
- We do not have long-term agreements with suppliers for our raw materials and an increase in the cost of, or a shortfall in the availability or quality of such raw materials could have an adverse effect on our business, financial condition and results of operations.
- We have recently commissioned our new manufacturing facility at Dahej Phase – 1. Under-utilization of our manufacturing capacities would have an adverse effect on our business, future prospects and future financial performance.
- We are dependent on our R&D activities for our future success. If we do not successfully develop new products or continue our product portfolio expansion in a timely and cost-effective manner, our business, financial condition, cash flows and results of operations may be adversely affected.

Certain information in "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations* on pages 136, 208 and 365 respectively of this Draft Red Herring Prospectus has been obtained from the F&S Report.

For further discussion of factors that could cause the actual results to differ from the expectations, please see the sections entitled "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 31, 208 and 365, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated and are not a guarantee of future performance.

Forward-looking statements reflect current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

These statements are based on our management's belief and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward looking statements are based on are reasonable, any of these assumptions could prove to be inaccurate and the forward looking statements based on these assumptions could be incorrect. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance. Neither our Company, our Directors, the BRLMs, the Promoter Selling Shareholder, nor any Syndicate member nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company shall ensure that investors in India are informed of material developments from the date of the Red Herring Prospectus in relation to the statements and undertakings made by them in this Draft Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges for this Offer. The Promoter Selling Shareholder shall ensure that investors are informed of material developments in relation to statements and undertakings specifically made or confirmed by him in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus until the grant of listing and trading permission by the Stock Exchanges. Only statements and undertakings which are specifically confirmed or undertaken by the Promoter Selling Shareholder about or in relation to himself as a Promoter Selling Shareholder and his respective portion of the Offered Shares, in this Draft Red Herring Prospectus shall be deemed to be statements and undertakings made by such Promoter Selling Shareholder.

SECTION II – SUMMARY OF THE OFFER DOCUMENT

The following is a general summary of certain disclosures and the terms of the Offer and is neither exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including in the sections entitled "Risk Factors", "The Offer", "Capital Structure", "Objects of the Offer", "Our Promoter and Promoter Group", "Industry Overview", "Our Business", "Outstanding Litigation and Other Material Developments", "Offer Procedure" and "Main Provisions of Articles of Association" on pages 31, 72, 90, 102, 266, 136, 208, 402, 432 and 456*, respectively.*

Summary of the primary business of the Company

We are one of India's leading manufacturers of advanced intermediates for certain key active pharmaceutical ingredients ("**APIs**"), including Pentoxifylline, Amiodarone HCL, Cilostazol, Trazodone, Tramadol and Paroxetine (*Source: F&S Report*). We are a research and development ("**R&D**") driven chemical manufacturing company focused on chemistries involving long chain multi-stage reactions. The advanced pharmaceutical intermediates ("**Pharma Intermediates**") which are manufactured by us are used in certain growing therapeutic areas including cardiovascular, vasodilator (anti-platelet), anti-psychotic and anti-depressants, with significant market share both in India and globally for some of the products. (*Source: F&S Report*).

Summary of industry

The Indian chemicals market is valued at USD 115 Bn in year FY2022 (~3-4% share in the global chemical industry) with the commodity chemicals accounting for approximately ~50%. It is expected to reach ~USD 203 Bn by FY2027, with an anticipated growth of ~12% CAGR. FDI inflows in Indian chemicals sector (excluding fertilisers) reached USD $20.75 Bn between April 2000-September 2022. Specialty chemicals industry forms ~40% of the domestic chemical market, which is expected to grow at a CAGR of around 11-12%. Pharmaceutical API segment constitutes ~17% within the Indian chemicals market, contributing significantly to the growth of Indian specialty chemicals industry (*Source: F&S Report*)

Name of Promoter

The Promoter of our Company is Snehal Ravjibhai Patel.

For details, please see the section entitled "*Our Promoter and Promoter Group*" on page 266.

Offer size

Offer of Equity Shares	Up to [●] Equity Shares, aggregating up to ₹ [●] million
of which	
- Fresh Issue(1)	Up to [●] Equity Shares, aggregating up to ₹ 3,000.00 million
- Offer for Sale(2)	Up to 8,938,870 Equity Shares, aggregating up to ₹ [●] million by the Promoter Selling Shareholder

(1) The Offer has been authorized by a resolution of our Board of Directors dated March 20, 2023, and a special resolution of our Shareholders dated March 21, 2023.

(2) The Equity Shares being offered by the Promoter Selling Shareholder has been held for a period of at least one year immediately preceding the date of filing of this Draft Red Herring Prospectus with SEBI and are eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations. The Promoter Selling Shareholder has confirmed and authorized the Offer for Sale vide his consent letter dated March 27, 2023. For further information, please see the section entitled "Other Regulatory and Statutory Disclosures" on page 411.

Our Company, in consultation with the BRLMs may, undertake a Pre-IPO Placement aggregating upto ₹ 600.00 million. The price of the specified securities allotted pursuant to the Pre-IPO Placement shall be determined by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to compliance with Rule 19(2)(b) of the SCRR. Upon allotment of Equity Shares issued pursuant to the Pre-IPO Placement and after compliance with requirements prescribed under the Companies Act, our Company may utilise the proceeds from such Pre-IPO Placement towards the objects of the Offer.

For further details, please see the section entitled "*The Offer*" and "*Offer Structure*" on pages 72 and 429 respectively.

Objects of the Offer

The objects for which the Net Proceeds from the Fresh Issue shall be utilized are as follows:

Particulars	Estimated amount (₹ million)[2]
Repayment / Prepayment of certain outstanding borrowings availed by our Company	550.00
Funding of capital expenditure requirements of our Company towards setting up Phase – 2 at our Dahej Facility to expand our product offerings of pharmaceutical intermediates	1,223.23
Funding our working capital requirements	400.00
General corporate purposes[1]	[●]
Net Proceeds[1]	[●]

[1] *To be finalized upon determination of the Offer Price and will be updated in the Prospectus prior to filing with the RoC. The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.*

[2] *Our Company, in consultation with the BRLMs may, undertake a Pre-IPO Placement. The price of the specified securities allotted pursuant to the Pre-IPO Placement shall be determined by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to compliance with Rule 19(2)(b) of the SCRR. Upon allotment of Equity Shares issued pursuant to the Pre-IPO Placement and after compliance with requirements prescribed under the Companies Act, our Company shall utilise the proceeds from such Pre-IPO Placement towards the objects of the Offer.*

For further details, see "*Objects of the Offer*" on page 102.

Aggregate pre-Offer shareholding of our Promoter, Promoter Group and the Promoter Selling Shareholder as a percentage of the paid-up Equity Share capital of our Company

The aggregate pre-Offer shareholding of our Promoter and Promoter Group as on the date of this Draft Red Herring Prospectus is as follows:

Name of Shareholder	Pre-Offer Equity Share capital		Post-Offer Equity Share capital	
	No. of Equity Shares	% of total shareholding	No. of Equity Shares	% of total shareholding
Promoter				
Snehal Ravjibhai Patel	43,880,464	98.18	[●]	[●]
Total holding of the Promoter (A)	**43,880,464**	**98.18**	**[●]**	**[●]**
Promoter Group				
Ravjibhai Dudabhai Dudhat	366,944	0.82	[●]	[●]
Sangitaben Dudhat	366,944	0.82	[●]	[●]
Mili Snehal Patel	77,000	0.17	[●]	[●]
Total holding of the Promoter Group (other than Promoter) (B)	**810,888**	**1.81**	**[●]**	**[●]**
Total holding of Promoter and Promoter Group (A + B)	**44,691,352**	**99.99**	**[●]**	**[●]**

The aggregate pre-Offer shareholding of the Promoter Selling Shareholder as on the date of this Draft Red Herring Prospectus is as follows:

Name of Selling Shareholder	Pre-Offer Equity Share capital		Post-Offer Equity Share capital	
	No. of Equity Shares	% of total shareholding	No. of Equity Shares	% of total shareholding
Snehal Ravjibhai Patel	43,880,464	98.18	[●]	[●]

Summary of Restated Financial Information

A summary of the select financial information of our Company, as per the Restated Financial Information is as follows:

(in ₹ million, except otherwise stated)

Particulars	Six months ended September 30, 2022	Six months ended September 30, 2021	Fiscal		
			2022	2021	2020
Equity Share capital	111.74	111.74	111.74	111.74	27.93
Net worth	788.21	591.62	686.96	493.18	326.30
Revenue from operations	879.12	698.41	1,456.41	1,329.49	1,209.26
Profit after tax for the year/period	101.13	98.70	192.33	166.70	103.83
Earnings per equity share (basic and diluted)					
- Basic (in ₹/share)	2.26*	2.21*	4.30	3.73	2.32
- Diluted (in ₹/share)	2.26*	2.21*	4.30	3.73	2.32
Net asset value per Equity Share (in ₹/share)	70.54	52.95	61.48	44.14	116.81
Total Borrowings (including non-current and current borrowings)	606.19	314.46	419.35	250.31	253.26

**Not annualized.*

Note:

1. *Net asset value per Equity Share = Net worth / weighted average number of equity shares outstanding as at the end of year/period.*
2. *Earnings per Share (basic) =Net Profit after tax, as restated, attributable to owners of the Company divided by restated Weighted average number of equity shares outstanding at the end of the year.*
3. *Earnings per Share (diluted) =Net Profit after tax, as restated, attributable to owners of the Company divided by restated weighted average number of equity shares outstanding during the year.*
4. *Net worth represents aggregate value of equity share capital, instruments entirely equity in nature and other equity and are based on Restated Financial Information.*

For further details, see "*Restated Financial Information*" beginning on page 273.

Qualifications of the Statutory Auditors which have not been given effect to in the Restated Financial Information

Our Statutory Auditors have not made any qualifications that have not been given effect to in the Restated Financial Information.

Summary of outstanding litigation

A summary of outstanding litigation proceedings as on the date of this Draft Red Herring Prospectus as disclosed in the section titled "*Outstanding Litigation and Other Material Developments*" on page 402 in terms of the SEBI ICDR Regulations is provided below:

Name of entity	Number of criminal proceedings	Number of tax proceedings	Number of statutory or regulatory proceedings	Number of disciplinary actions by the SEBI or the Stock Exchanges against our Promoter in the last five years	Number of material civil proceedings*	Aggregate amount involved in ₹ million^
Company						
Against our Company	Nil	3	Nil	Nil	Nil	2.37
By our Company	Nil	Nil	Nil	Nil	Nil	Nil
Directors						
Against our Directors	Nil	2	Nil	Nil	Nil	2.06
By our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Promoter						

Against our Promoter	Nil	2**	Nil	Nil	Nil	2.06**
By our Promoter	Nil	Nil	Nil	Nil	Nil	Nil
Group Companies						
Outstanding litigation that has a material impact on our Company	Nil	Nil	Nil	Nil	Nil	Nil

**Determined in accordance with the Materiality Policy*
***Inclusive of the tax proceedings against the Director (who is also the Promoter of our Company)*
^To the extent quantifiable

As on date of this Draft Red Herring Prospectus, there are no outstanding litigations involving the Group Companies, which may have a material impact on our Company.

For further details of the outstanding litigation proceedings involving the Company, Directors, Promoter, please see the section entitled "*Outstanding Litigation and Other Material Developments*" beginning on page 402.

Risk factors

Specific attention of the investors is invited to "*Risk Factors*" on page 31 to have an informed view before making an investment decision.

Summary of contingent liabilities of our Company

As of September 30, 2022, our contingent liabilities as per Ind AS 37 and the Restated Financial Information were as follows:

(in ₹ million)

Particulars	As at September 30, 2022
Disputed income tax liability	2.37
Total	**2.37**

For details, please see the section entitled "*Restated Financial Information – Note 35 – Contingent Liabilities*" on page 323.

Summary of related party transactions

A summary of related party transactions entered into by our Company with related parties are as follows:

(in ₹ million)

Related parties with whom transactions have taken place	Nature of transaction	As at and for the six months ended September 30, 2022	As at and for the six months ended September 30, 2021	Fiscal 2022	Fiscal 2021	Fiscal 2020
Snehal Ravjibhai Patel	Remuneration to KMP	17.91	15.90	32.40	27.15	34.77
	Purchase of land	-	-	-	-	55.00
Ravjibhai Dudabhai Dudhat	Remuneration to KMP	0.60	0.60	1.20	1.20	1.20
Mili Snehal Patel	Remuneration to KMP	1.85	1.25	2.50	1.10	Nil
	Remuneration to relative of KMP	-	-	-	0.68	0.81
Hardik Kailash Makwana	Salary to Company Secretary	0.61	0.04	0.38	Nil	Nil

SPC Pharmaceuticals Private Limited	Reimbursement of expenses	Nil	Nil	Nil	0.06	Nil
Genesis Organics Private Limited	Rent	0.45	0.45	0.90	0.90	0.90
Snehal Patel Foundation	Donation	Nil	Nil	Nil	0.10	Nil
Snehal Patel Foundation	Office expense	Nil	Nil	Nil	0.05	Nil
Snehal Patel Foundation	Consultancy and professional fees	Nil	Nil	0.49	Nil	Nil

For details of the related party transactions and as reported in the Restated Financial Information, please see the section entitled *"Restated Financial Information – Note 39 - Related Party Disclosures"* beginning on page 335.

Financing arrangements

There have been no financing arrangements whereby our Promoter, members of the Promoter Group, our Directors and their relatives (as defined in Companies Act 2013) have financed the purchase by any other person of securities of our Company other than in the normal course of business of such entity, during a period of six months immediately preceding the date of this Draft Red Herring Prospectus.

Details of price at which Equity Shares were acquired in the last three years preceding the date of this Draft Red Herring Prospectus by our Promoter, members of the Promoter Group, the Promoter Selling Shareholder and Shareholders entitled with right to nominate directors or any other rights

The price at which Equity Shares were acquired by our Promoter, members of the Promoter Group, the Promoter Selling Shareholder and Shareholders entitled with right to nominate directors or any other rights, as applicable, in the last three years is set forth below:

S. No.	Name of the acquirer/shareholder	Date of acquisition of Equity Shares	Number of Equity Shares acquired	Acquisition price per Equity Share*^
Promoter (also the Selling Shareholder)				
1.	Snehal Ravjibhai Patel	March 19, 2021	8,227,587	N.A.
		November 16, 2022	32,910,348	N.A
Promoter Group				
1.	Ravjibhai Dudabhai Dudhat	March 19, 2021	68,802	N.A
		November 16, 2022	275,208	N.A
2.	Sangitaben Ravjibhai Dudhat	March 19, 2021	68,802	N.A
		November 16, 2022	275,208	N.A
3.	Mili Snehal Patel	March 19, 2021	15,000	N.A
		November 16, 2022	60,000	N.A
Shareholders entitled with right to nominate directors or any other rights				
Nil				

** As per certificate dated March 27, 2023 issued by CNK & Associates LLP, Chartered Accountants.*
^ Pursuant to allotment under bonus issue of Equity Shares.

Weighted average price at which the Equity Shares were acquired by our Promoter (who is also the Selling Shareholder) in the one year preceding the date of this Draft Red Herring Prospectus

The weighted average price at which the Equity Shares were acquired by our Promoter (who is also the Selling Shareholder) in the one year preceding the date of this Draft Red Herring Prospectus is as follows:

S. No.	Name of the Promoter (also the Selling Shareholder)	Number of Equity Shares acquired in the one year preceding the date of the Draft Red Herring Prospectus	No. of Equity Shares held as of the date of the Draft Red Herring Prospectus	Weighted average price per Equity Share (in ₹)*
1.	Snehal Ravjibhai Patel	32,910,348	43,880,464	N.A.**

** As per certificate dated March 27, 2023 issued by CNK & Associates LLP, Chartered Accountants.*
*** The Promoter Selling Shareholder has not acquired any shares in the last one year from the date of filing this Draft Red Herring Prospectus other than those allotted pursuant to bonus issue.*

Average cost of acquisition of Equity Shares to our Promoter (who is also the Selling Shareholder)

The average cost of acquisition per Equity Share of our Promoter (who is also the Selling Shareholder), on a fully diluted basis as at the date of this Draft Red Herring Prospectus is:

Name	Number of Equity Shares held	Average cost of acquisition per Equity Share on a fully diluted basis (in ₹)*
Promoter (also the Selling Shareholder)		
Snehal Ravjibhai Patel	43,880,464	0.72

** As per certificate dated March 27, 2023 issued by CNK & Associates LLP, Chartered Accountants.*

Details of pre-IPO Placement

Our Company, in consultation with the Book Running Lead Managers may, undertake a further issue of specified securities through a private placement, preferential issue or any other method as may be permitted under applicable law to any person(s), for cash consideration aggregating up to ₹ 600.00 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC ("**Pre-IPO Placement**"). The price of the specified securities allotted pursuant to the Pre-IPO Placement shall be determined by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to compliance with Rule 19(2)(b) of the SCRR. Upon allotment of Equity Shares issued pursuant to the Pre-IPO Placement and after compliance with requirements prescribed under the Companies Act, our Company may utilise the proceeds from such Pre-IPO Placement towards the objects of the Offer.

Issue of Equity Shares for consideration other than cash in the last one year

Except as disclosed in "*Capital Structure – Notes to the Capital Structure – Issue of Equity Shares for consideration other than cash or out of revaluation reserves"* on page 92, our Company has not issued any Equity Share for consideration other than cash in the last one year from the date of this Draft Red Herring Prospectus.

Split / consolidation of Equity Shares in the last one year

Our Company has not undertaken a split or consolidation of the Equity Shares in the last one year preceding the date of this Draft Red Herring Prospectus.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

We have not sought any exemption from complying with any provisions of securities law from SEBI, in respect of the Offer.

SECTION III: RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below before making an investment in the Equity Shares.

We have described the risks and uncertainties that we consider material, but these risks and uncertainties may not be the only risks relevant to us, the Equity Shares, or the industry in which we currently operate or propose to operate. Unless specified or quantified in the relevant risk factor below, we are not in a position to quantify the financial or other implication of any of the risks mentioned in this section. If any or a combination of the following risks actually occur, or if any of the risks that are currently not known or deemed to be not relevant or material now actually occur or become material in the future, our business, cash flows, prospects, financial condition and results of operations could suffer, the trading price of the Equity Shares could decline, and you may lose all or part of your investment. For more details on our business and operations, see "Our Business", "Industry Overview", "Key Regulations and Policies in India" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 208, 136, 237 and 365, respectively, as well as other financial information included elsewhere in this Draft Red Herring Prospectus. In making an investment decision, you must rely on your own examination of us and the terms of the Offer, including the merits and risks involved, and you should consult your tax, financial and legal advisors about the particular consequences of investing in the Offer. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment which may differ in certain respects from that of other countries.

This Draft Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including but not limited to the considerations described below. For details, see "Forward-Looking Statements" on page 23.

Unless otherwise indicated, industry and market data used in this section has been derived from the F&S Report prepared and released by Frost & Sullivan and commissioned and paid for by us in connection with the Offer. Unless otherwise indicated, all financial, operational, industry and other related information derived from the F&S Report and included herein with respect to any particular year, refers to such information for the relevant year. Also see, "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation" on page 19.

Our fiscal year ends on March 31 of each year, and references to a particular fiscal period are to the twelve months ended March 31 of that year. Unless otherwise specified or as the context requires, financial information for the six months ended September 30, 2022 and September 30, 2021 and for Fiscal 2022, Fiscal 2021 and Fiscal 2020 is derived from our Restated Financial Information, which are included in this Draft Red Herring Prospectus.

Unless otherwise stated, references to "the Company", "our Company", "we", "us", and "our" are to SPC Life Sciences Limited.

To the extent the COVID-19 pandemic adversely affects our business and financial results, it may also have the effect of heightening many of the other risks described in this section, such as those relating to the Indian economy, interest rates and inflation and operational risks relating to the Company.

Risks relating to our business

1. ***We are subject to strict quality requirements, regular inspections and audits by our customers, and any failure to comply with quality standards may lead to cancellation of existing and future orders and could negatively impact our business, financial condition, results of operations and prospects it may impact the reputation as well.***

We develop, manufacture and market a diverse range of advanced pharmaceutical intermediates which have applications in the pharmaceutical industry as key starting materials for APIs. We operate in a heavily regulated industry, both in relation to our operations as well as the operations of our customers, including regulatory oversight jurisdictions in which the customers of the Company operate. Our customers maintain strict qualification and/or certification procedures. Our products go through various quality checks internally at various stages including random sampling checks. Many of our key customers have audited and approved our facilities and manufacturing processes in the past and may undertake similar audits periodically in the future. The success of such audits plays a critical role in customer retention, and any issues that arise in the course of these audit may lead to loss of the particular customer and also impact relationship with existing customers. For example, in Fiscal 2023, one of our customers rejected and returned our products since it did not meet the prescribed impurity specifications.

Further, if we are unable to comply with the requirements of our customers, our facilities and products may be the subject of a warning letter or sanctions or any other action from regulatory authorities, which could result in the withholding of product approval and the temporary shut-down of our facilities. While we have not had any such instance during the last three fiscals and the six months ended September 30, 2022, we cannot assure you that our Company will not incur such significant expenditure in the upgrade of our facilities or rectification of any short-comings in our facilities or processes, which may adversely impact our results and operations.

We also face the risk of loss resulting from, and the adverse publicity associated with, manufacturing or quality control problems. Such adverse publicity may harm the brand image of our products and those of our customers. Further, our customers to whom we supply our intermediates must comply with the regulations and standards of the US-FDA and/or other regulatory authorities, as may be applicable. Failure to comply with these regulatory requirements, or the receipt by these customers of warning or deficiency letters from regulators could adversely affect the demand for our products. Further, while we have not faced such challenges in the past, we may be subject to claims for damages or returns of products in the event of any shortfall in quality of our products. Additionally, if our products or other products containing our intermediates cause, or are perceived to cause, severe side effects, the sale of such products may decrease or may be banned, which may have an adverse effect on our revenues and profitability, and we may be liable to suitably indemnify our customers for the same. While we have not had any such instance during the last three fiscals and the six months ended September 30, 2022, we cannot assure you that such incidents will not occur in future.

The management systems of our Ankleshwar Facility have been certified by the Bureau Veritas Certification Holding SAS UK Branch to be compliant with ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018 for manufacturing and dispatching of pharmaceutical intermediates and active pharmaceutical ingredients. While we have put in place quality control procedures, we cannot assure that our products will always be able to satisfy our prescribed quality standards. Our quality control procedures may fail to test for all possible conditions of use or identify all defects in the manufacturing of our products. While we have not faced such challenges in past, we may not be able to comply with the quality standards prescribed by relevant regulatory authorities which may affect our customer relationships, which may adversely affect our business, financial condition, results of operations and prospects.

2. We are subject to certain risks consequent to our operations involving the manufacture, usage and storage of various hazardous substances.

Our manufacturing processes involve storage and transportation of various hazardous substances such as Thionyl Chloride, Sodium Azide, Bromine, Sodium Methoxide, Phosphorus Penta Chloride, Aluminium Chloride, Phosphorus Oxy Chloride, Nitic Acid, Sulphuric Acid amongst others, and we are required to obtain approvals from various authorities for storing, disposing, discharging and releasing hazardous substances. We are subject to operating risks associated with handling of such hazardous materials such as possibility for leakages and ruptures from containers, explosions, and the discharge or release of toxic or hazardous substances, which in turn may cause personal injury, property damage and environmental contamination. For example, due to an accident at Plant A of our Ankleshwar Facility in Fiscal 2020, we were required to shut down operations at Plant A for a period of a month, pending regulatory investigation and repairs. While we have not had any other instance during the last three fiscals and the six months ended September 30, 2022 where our Company was affected, we cannot assure you that we will not experience operating risks associated with handling of such hazardous materials in the future. In the event of occurrence of any such accidents, our business operations may be interrupted. Any of these occurrences may result in the shutdown of one or more of our manufacturing facilities and expose us to civil and / or criminal liability which could have an adverse effect on our business, financial condition and results of operations. Moreover, certain environmental laws impose strict liability for accidents and damages resulting from hazardous substances and any failure to comply with such laws may lead to closure, penalties, fines and imprisonment.

3. We depend on the success of our relationships with our customers. We derive a significant part of our revenue from our major customers and we do not have long term contracts with these customers. If one or

more of such customers choose not to source their requirements from us, our business, financial condition and results of operations may be adversely affected.

Our customer base currently comprises of multinational and domestic companies. Of our revenue from operations in the six months ended September 30, 2022 and Fiscal 2022, our largest customer contributed approximately 32.07% and 16.33%, respectively. The contribution of our top five customers in the six months ended September 30, 2022 and Fiscal 2022 to our revenue from operations were 82.00% and 61.78%, respectively. For details, please refer to "*Our Business - Revenues earned by the Company from its top five customers*" on page 224 of this Draft Red Herring Prospectus.

Given the nature of our business, there can be no assurance that we would be able to attract new customers or reduce our dependence on any of our top customers. We expect that we will continue to be reliant on our major customers for the foreseeable future. Accordingly, any failure to retain these customers or to remain suppliers to these customers and/or negotiate and execute contracts on terms that are commercially viable, with these select customers, could adversely affect our business, financial condition and results of operations. In addition, any defaults or delays in payments by a major customer or the insolvency or financial distress by a major customer may have an adverse effect on business, financial condition and results of operations. While there have been no past instances during the last three fiscals and the six months ended September 30, 2022 of any defaults or delays in payments by a major customer or the insolvency or financial distress by a major customer, we cannot assure you that we will not experience such risks in future.

For other customers, we rely on purchase orders to govern the volume and other terms of our sales of products. Many of the purchase orders we receive from our customers specify a price per unit and delivery schedule. However, such orders may be amended or cancelled prior to finalisation, and should such an amendment or cancellation take place, it may adversely impact our production schedules and inventories.

Cancellation by customers or delay or reduction in their orders or instances where anticipated orders fail to materialize can result in mismatch between our inventories of raw materials and of manufactured products, thereby increasing our costs relating to maintaining our inventory and reduction of our margins, which may adversely affect our profitability and liquidity. Further, we may not find any customers or purchasers for the surplus or excess capacity, in which case we would be forced to incur a loss. Further, our inability to find customers for surplus products may result in excessive inventories which may become obsolete and may be required to be written off in the future.

Additionally, our customers have high and stringent standards for product quality and quantity as well as delivery schedules. Any failure to meet our customers' expectations could result in the cancellation or non-renewal of contracts or purchase orders. While there have been no instances during the last three fiscals and the six months ended September 30, 2022 of failure by us to meet industry standards in relation to product quality or delivery schedules, we cannot assure you that any such event will not occur in future. There are also several factors, other than our performance that could cause the loss of a customer, which include those customers who may demand price reductions, set-off any payment obligations, require indemnification for themselves or their affiliates, or replace their existing products with alternative products, any of which may have an adverse effect on our business, financial condition, results of operations and prospects.

4. ***We derive a significant part of our revenue from a few products such as intermediates for Pentoxifylline and Amiodarone HCL. If our products lose favour with the customers or APIs produced using our products lose market share or favour with end users or if we are unable to protect our intellectual property in respect of these products or processes, our business, financial condition and results of operations may be adversely affected.***

We derive a significant part of our revenue from a few products such as Pharma Intermediates for Pentoxifylline and Amiodarone HCL. The table below depicts contribution to total sale of products of Pharma Intermediates for APIs including Pentoxifylline and Amiodarone HCL in Fiscal 2020, 2021 and 2022 and September 30, 2022 and September 30, 2021:

Intermediates for following APIs	Six months ended September 30, 2022		Six months ended September 30, 2021		Fiscal 2022		Fiscal 2021		Fiscal 2020	
	₹ million	% of total sale of products	₹ million	% of total sale of products	₹ million	% of total sale of products	₹ million	% of total sale of products	₹ million	% of total sale of products
Pentoxifylline	494.29	56.27%	295.67	42.44%	661.03	45.53%	661.81	50.02%	608.98	51.12%
Amiodarone HCL	261.68	29.79%	130.14	18.68%	341.29	23.51%	189.83	14.35%	187.02	15.70%
Cilastazol	41.05	4.67%	21.45	3.08%	47.16	3.25%	23.86	1.80%	4.75	0.40%
Trazodone, Nefazodone, Etoperidone	28.97	3.30%	147.49	21.17%	217.18	14.96%	303.91	22.97%	266.50	22.37%
Imipramine	23.19	2.64%	17.29	2.48%	30.96	2.13%	15.90	1.20%	12.82	1.08%
Quetiapine Cetrizine	1.94	0.22%	7.12	1.02%	9.06	0.62%	14.57	1.10%	18.91	1.59%
Paroxetine	-	0.00%	30.44	4.37%	62.82	4.33%	55.08	4.16%	-	0.00%
Tramadol	-	0.00%	25.19	3.62%	40.37	2.78%	0.00	0.00%	38.60	3.24%
Aripiprazole	0.95	0.11%	4.29	0.62%	6.04	0.42%	3.17	0.24%	1.03	0.09%
Others*	26.38	3.00%	17.57	2.52%	35.88	2.47%	54.87	4.15%	55.78	4.43%
Total Sales	**878.45**	**100.00 %**	**696.63**	**100.00 %**	**1,451.80**	**100.00 %**	**1,323.00**	**100.00 %**	**1,194.38**	**100.00 %**

** Others includes Antihistamines, Cetrizine Hydrochloride, Diltiazem, Gemfibrozil.*

Further, we are one of the major manufacturers of all the key intermediates of Trazodone. We were the second largest supplier of 1,2,4- Triazolo[4,3-A] Pyridin-3(2H)-One, one of the key intermediates of Trazodone, in Fiscal 2022, with an 11% global market share. We were also the second largest supplier of 1-(3-Chlorophenyl)-4-(3-Chloropropyl) Piperazine Hydrochloride, one of the key intermediates of Trazodone, in Fiscal 2022, with a 11% global market share. *(Source: F&S Report)*. To the extent that the demand for any of the above products reduce, our results of operations and future profitability will be adversely impacted. For details, please refer to "*Our Business – Strong and diversified portfolio of Pharma Intermediates and KSMs catering to growing therapeutic areas*" on page 211 of this Draft Red Herring Prospectus.

For details of our revenues from these key products, please refer to "*Our Business – Break-up of revenue from Pharma Intermediates – basis end-use API*" on page 223 of this Draft Red Herring Prospectus.

The acceptability of our products is dependent on a number of factors, including:

a) Profitability of the manufacturer of the drug;
b) Newer therapies to treat diseases which are currently addressed by drugs produced using our products;
c) Efficacy of drugs or APIs produced using our products;
d) Existence / time of intellectual property protection on APIs produced using our products; and
e) Absence of adverse publicity regarding drugs or manufacturing facilities or entities who use our products.

Should our key products not continue to enjoy favour with customers or drugs or APIs produced using our products lose market share or favour with end users, our future profitability and results of operations would be materially impacted. We cannot assure you that we would be able to produce any alternate products or to diverse our sources of revenue to include other products in the future or that any other products produced by us would provide similar margins as currently derived by us from our existing portfolio. If we fail to diverse our revenues from our existing product portfolio, we may continue to be dependent on the results of the APIs and drugs produced using our products. Further, since our intermediates are used in the production of the API, our revenues may be adversely impacted in case there is any reduction in production of such API.

5. Our reliance on certain therapeutic areas for a significant portion of our sales could have an adverse effect on our business.

Generally, our products cater to various therapeutic areas such as cardiovascular (hemorheological), cardiovascular (anti-arrhythmic), vasodilator (anti-platelet), anti-psychotic and anti-depressants and analgesic (pain) in the pharmaceuticals industry. Consequently, our revenues are dependent on the therapeutic areas and end user APIs and drugs that use our products as an input. The table set forth below provides therapeutic area wise split of our gross revenue from operations and as a percentage of gross revenue from operations in the six months ended September 30, 2022 and September 30, 2021 and Fiscals 2022, Fiscal 2021 and Fiscal 2020.

Therapeutic Segment	**APIs**	**Six months ended September 30, 2022**		**Six months ended September 30, 2021**		**Fiscal 2022**		**Fiscal 2021**		**Fiscal 2020**	
		₹ million	**% of total sale of products**	**₹ million**	**% of total sale of products**	**₹ million**	**% of total sale of products**	**₹ million**	**% of total sale of products**	**₹ million**	**% of total sale of products**
Cardiovascular (Anti-arrhythmic)	Amiodarone HCL	261.68	29.79%	130.14	18.68%	341.29	23.51%	189.83	14.35%	187.02	15.70%
Cardiovascular (Hemorrheologic)	Pentoxifylline	494.29	56.27%	295.67	42.44%	661.03	45.53%	661.81	50.02%	608.98	51.12%
CNS (Anti-depressant, Anti-psychotic, Anti-histaminic)	Trazodone, Paroxetine, Aripiprazole, Imipramine, Quetiapine Cetrizine, Tramadol	55.04	6.27%	206.62	29.66%	326.06	22.46%	392.63	29.68%	299.25	25.12%
Vasolidator (Antiplatelet)	Cilastazol	41.05	4.67%	21.45	3.08%	47.16	3.25%	23.86	1.80%	4.75	0.40%
Analgesic	Tramadol	-	0.00%	25.19	3.62%	40.37	2.78%	0.00	0.00%	38.60	3.24%
Others*		23.02	2.62%	17.57	2.52%	35.88	2.47%	54.87	4.15%	52.78	4.42%
Total		**878.45**	**100.00%**	**696.63**	**100.00%**	**1,451.80**	**100.00%**	**1,323.00**	**100.00%**	**1,191.38**	**100.00%**

** Others includes Cardiovascular Anti-hypertensive (includes API Diltiazem) and Antihyperlipidemic (includes API Gemfibrozil).*

Factors affecting any of these therapeutic areas in general, or any of our customers or the APIs and drugs made using our products in particular, could have a cascading adverse effect on our business, financial condition and results of operations. Such factors include, but are not limited to, the following:

a) our customers' failure to successfully market their products or to compete effectively;
b) change in any registration requirements or non-renewal of registrations or imposition of a regulatory ban, or trade sanctions imposed across the country or any such restrictions on the business or product or customer's final product;
c) loss of market share, which may lead our customers to reduce or discontinue the purchase of our products;
d) economic conditions of the markets in which our customers operate;
e) regulatory issues faced by these industries in India and internationally;
f) downturns or industry cycles that impact demand; and
g) changes in technology or consumer tastes and requirements that alter demands for our products.

For any of the above reasons or for any other reason whatsoever, in the event sales to our customers were to substantially decrease, our business, financial condition and results of operations could be adversely affected.

6. Non-compliance with and changes in, safety, health, environmental and labour laws and other applicable regulations, may adversely affect our business, financial condition and results of operations.

We are subject to laws and government regulations, including in relation to safety, health, environmental protection and labour. Please refer to "*Key Regulations and Policies in India*" on page 237 of this Draft Red Herring Prospectus for such laws. These laws and regulations impose controls on air and water discharge, noise levels, storage handling, processing, transport or disposal of hazardous substances including employee exposure to hazardous substances and other aspects of our manufacturing operations. Further, our products, including the process of manufacturing and storage of such products, are subject to numerous laws and regulations in relation to quality, safety and health. Any of the foregoing could subject us to legal proceedings, which could lower our profits in the event we were found liable and could also adversely affect our reputation. Additionally, the government or the relevant regulatory bodies may require us to shut down our manufacturing plants, which in turn could lead to product shortages that delay or prevent us from fulfilling our obligations to customers.

Our operations, particularly at our manufacturing plants, are subject to stringent scrutiny, inspection and audit from third party environmental agencies, including governmental authorities to ensure our compliance with applicable laws and regulations. While we have not received any notice stemming from any scrutiny, inspection, audit or otherwise from any regulatory authorities, we cannot assure you that no notices will be issued by any regulatory authority in the future. Moreover, these notices may also culminate in legal proceedings in the future, for which, we cannot assure you that fines, penalties or damages will not be imposed on us pursuant to such notices.

Furthermore, if the authorities deem that our responses do not sufficiently address the concerns raised in these notices, there is also a possibility that the environmental authorities may cancel, suspend or withdraw the approvals, permits or consents granted to us or may order the closure of the manufacturing unit until the concerns are sufficiently addressed or remedied. In the event that such environmental notices result in litigations, fines or the cancellation of our licenses, it could adversely affect our business, financial condition and results of operations.

We are also required to obtain permits from governmental authorities for certain aspects of our operations. These laws, regulations and permits often require us to purchase and install expensive pollution control equipment or to make operational changes to limit impacts or potential impacts on the environment and/or health of our employees. Further, our compliance with these laws and regulations and our obtaining the necessary governmental permits are often a prerequisite for customer orders. Please refer to "*Government and other approvals*" on page 406 of this Draft Red Herring Prospectus for such laws.

With the expansion of our operations there can be no assurance that such non-compliances will not arise, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such non-compliances, in a timely manner or at all. We are also subject to the laws and regulations governing employees, including in relation to minimum wage and maximum working hours, overtime, working conditions, hiring and termination of employees, contract labour and work permits. We have incurred and expect to continue incurring costs for compliance with such laws and regulations. We have also made and expect to continue making capital expenditures on an on-going basis to comply with all applicable environmental, health and safety and labour laws and regulations. These laws and regulations have, however, become increasingly stringent and it is possible that they will become significantly more stringent in the future. We cannot assure you that we will not be found to be in non-compliance with, or remain in compliance with all applicable environmental, health and safety and labour laws and regulations or the terms and conditions of any consents or permits in the future or that such compliance will not result in a curtailment of production or a material increase in the costs of production. Please refer to "*Key Regulations and Policies in India*" on page 237 of this Draft Red Herring Prospectus for such laws.

7. ***Our business is dependent and will continue to depend on our manufacturing facilities, and we are subject to certain risks in our manufacturing process. Any slowdown or shutdown in our manufacturing operations or strikes, work stoppages or increased wage demands by our employees that could interfere with our operations could have an adverse effect on our business, financial condition and results of operations.***

We conduct our operations through two manufacturing facilities located at GIDC Ankleshwar, Gujarat and newly commissioned Dahej Phase-1 facility in March, 2023 located at GIDC Dahej, Gujarat. Further, we also conduct R&D activities at our R&D Facility located at GIDC, Makarpura, Vadodara, Gujarat. Our business is dependent upon our ability to manage our manufacturing facilities, including productivity of our workforce, which are subject to various operating risks, including those beyond our control, such as the breakdown, failure of equipment or industrial accidents, severe weather conditions and natural disasters. Any significant malfunction or breakdown of our machinery, our equipment, our reactors, our automation systems, our IT systems or any other part of our manufacturing processes or systems (together, our "**Manufacturing Assets**") may entail significant repair and maintenance costs and cause delays in our operations. Barring the accident at Plant A of our Ankleshwar Facility in Fiscal 2020, due to which we were required to shut down operations for a period of a month, pending investigation and repairs, we have not had any other instances during the last three fiscals and the six months ended September 30, 2022 where our Company's operations were affected. However, we cannot assure you that we shall not experience any malfunction or breakdown of our Manufacturing Assets in the future. If we are unable to repair Manufacturing Assets in a timely manner or at all, our operations may need to be suspended until we procure the appropriate Manufacturing Assets to replace them. Further, while we received insurance pay out amount of ₹ 8.97 million in Fiscal 2021 in relation to the accident which occurred in Fiscal 2020, there can be no assurance that in future, if we suffer similar accidents or if we are subject to shutdowns due to malfunctions, that we would be able to recover insurance costs covering all losses. Any uninsured losses in the future would adversely impact our results of operations and profitability. Additionally, any regulatory notices received indicating shortfall in quality or inadequacies of quality control measures or in our products could require us to make unplanned shutdowns to our manufacturing facilities in the future, resulting in losses and operational difficulties. In addition, we may be required to carry out planned shutdowns of our facilities for maintenance, statutory inspections, customer audits and testing, or may shut down certain facilities for capacity expansion and equipment upgrades.

As of February 28, 2023, we had 175 full-time employees and 128 contract labourers. Success of our operations depend on availability of labour and good relationships with our labour force. As of the date of this Draft Red Herring Prospectus, our employees are not members of any organised labour unions. Strikes and lockouts as a result of disputes with our labour force may adversely affect our operations. While we have not had instance of strikes, lockouts or labour disputes in the past, we cannot assure you that we shall not experience any strikes or lockouts on account of labour disputes in the future. Such events could disrupt our operations and may have a material adverse effect on our business, financial condition and results of operations. In addition, we also may face protests from local citizens at our existing facilities or while setting up new facilities, which may delay or halt our operations.

Further, we may be subject to manufacturing disruptions due to contraventions by us of any of the conditions of our regulatory approvals, which may require our manufacturing facilities to cease, or limit, production until the disputes concerning such approvals are resolved.

Although we have not experienced any significant disruptions at our manufacturing facilities in the past, we cannot assure you that there will not be any disruptions in our operations in the future. Our inability to effectively respond to such events and rectify any disruption, in a timely manner and at an acceptable cost, could lead to the slowdown or shutdown of our operations or the under-utilization of our manufacturing facilities, which in turn may have an adverse effect on our business, financial condition and results of operations.

8. ***We do not have long-term agreements with suppliers for our raw materials and an increase in the cost of, or a shortfall in the availability or quality of such raw materials could have an adverse effect on our business, financial condition and results of operations.***

We source a significant amount of the raw materials that we use in our business from India, China, Europe and Japan. Details of our raw material sourcing as a percentage of total raw material procured (excluding other related charges such as clearing charges, freight charges, handling charges and other miscellaneous costs) from these geographies across periods was as follows:

Geography	Six months ended September 30, 2022	Six months ended September 30, 2021	Fiscal 2022	Fiscal 2021	Fiscal 2020
Domestic	40.62%	42.37%	45.44%	37.00%	34.60%
China	35.09%	36.83%	40.52%	47.11%	48.53%
Europe	21.24%	18.32%	12.84%	14.32%	12.03%
Japan	2.38%	2.49%	1.21%	-	-
Thailand	0.68%	-	-	-	-
Malaysia	-	-	-	1.57%	4.23%
UAE	-	-	-	-	0.61%
Total	**100.00%**	**100.00%**	**100.00%**	**100.00%**	**100.00%**

In the six months ended September 30, 2022 and September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020, our cost of goods sold (cost of materials consumed and changes in inventories of finished goods and work-in-progress) was ₹ 557.91 million, ₹ 397.71 million, ₹ 863.10 million, ₹ 833.86 million and ₹ 767.13 million, respectively, which represented 63.46%, 56.95%, 59.26%, 62.72% and 63.44% of our revenue from operations, respectively. If we are unable to source raw materials from key suppliers in a timely manner, our production processes and results of operations may be adversely impacted. There can be no assurance that we would be able to source required quantities or qualities of raw materials in a cost effective manner in future periods.

Further, we source a significant portion of our raw materials from China. Due to recent geopolitical tensions between China and India and other external factors, we may be required to diversify our sources of procurement. Further, we are in the process of establishing backward linkages between our Dahej Phase – 1 and our Ankleshwar Facility wherein some of the products from Dahej Phase – 1 would be used for backward integration for a few products manufactured at Ankleshwar. There can be no assurance that we would be able to find adequate sources of supply for our raw materials in the event of supply disruptions, in a timely manner or at cost effective rates or at all.

In addition, we usually do not enter into long-term supply contracts with any of our raw material suppliers and typically source raw materials from third-party suppliers under contracts of shorter period or the open market. While there have not been any disruptions in supply of raw material in the last three fiscals and the six months ended September 30, 2022 or otherwise, we cannot assure you that such incidents will not happen in the future. The absence of long-term contracts at fixed prices exposes us to volatility in the prices of raw materials that we require and we may be unable to pass these costs onto our customers, which may reduce our profit margins. We face a risk that one or more of our existing suppliers may discontinue their supplies to us, and any inability on our part to procure raw materials from alternate suppliers in a timely fashion, or on commercially acceptable terms, may adversely affect our business, financial condition and results of operations. Any increase in raw material prices may result in corresponding increase in our product costs.

9. We have recently commissioned our new manufacturing facility at Dahej Phase - 1. Under-utilization of our manufacturing capacities would have an adverse effect on our business, future prospects and future financial performance.

We have made and intend to continue making investments to expand the capacity of our manufacturing facilities to aid our growth efforts. We have recently commissioned our Dahej Phase – 1 in March, 2023, with a volumetric reactor capacity of 108.80 KL for Block – 1, which is approximately 32.60% of our total volumetric reactor capacity of 333.80 KL (after considering the volumetric reactor capacity of our existing Ankleshwar facility). We cannot assure you that we will be able to completely utilize, in part or full, the recently commissioned facility at Dahej Phase – 1.

The success of any capacity expansion and expected return on investment on capital expenditure is subject to, among other factors, the ability to procure requisite regulatory approvals in a timely manner; recruit and ensure satisfactory performance of personnel to further grow our business; and the ability to absorb additional infrastructure costs and develop new expertise. For Fiscal 2022, 2021 and 2020 and for the six months ended September 30, 2021 and September 30, 2022, additions to property, and plant and equipment were ₹ 168.10 million, ₹ 111.51 million, ₹ 92.57 million, ₹9.82 million and ₹ 5.54 million, respectively, which represented 11.54%, 8.39%, 7.65%, 1.41% and 0.63% of our revenue from operations, respectively, in such periods. We propose to invest ₹ 1,223.23 million out of the Net Proceeds towards Phase – 2 of the Dahej Facility. For further details, see *"Objects of the Offer"* on page 102.

We also face the risk that our customers might not place any order or might place orders of lesser than expected size or may even cancel existing orders or make change in their policies, which may result in reduced quantities being manufactured by us resulting in under-utilization of our existing manufacturing capacity. The changes in demand for their products (which are in turn manufactured by us) could reduce our ability to estimate accurately future customer requirements, make it difficult to schedule production and lead to over production and utilization of our manufacturing capacity for a particular product. The requirements of our customers are not restricted to one type of product and therefore variations in demand for certain types of products also requires us to make certain changes in our manufacturing processes thereby affecting our production schedules. This may lead to over production of certain products and under production of some other products resulting in a complete mismatch of capacity and capacity utilization. Any such mismatch leading to over or under utilization of our Manufacturing Facilities could adversely affect our business, results of operations, financial condition and cash flows.

10. We are dependent on our R&D activities for our future success. If we do not successfully develop new products or continue our product portfolio expansion in a timely and cost-effective manner, our business, financial condition, cash flows and results of operations may be adversely affected.

We are dependent on our R&D activities and scientists at our R&D facilities for our future success. In the six months ended September 30, 2022 and September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020, our R&D expenses were ₹ 4.40 million, ₹ 2.89 million, ₹ 7.32 million, ₹ 0.74 million and ₹ 6.18 million, respectively, which represented 0.50%, 0.41%, 0.50%, 0.05% and 0.51% of our revenue from operations, respectively. In addition, in the six months ended September 30, 2022 and September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020, our capital expenditure on R&D was ₹ 0.25 million, Nil, ₹ 0.84 million, ₹ 2.34 million and ₹ 1.35 million, respectively. Our future results of operations depend, to a significant degree, on our ability to successfully develop new products and continue our product portfolio expansion in a timely and cost-effective manner. Further, as part of our business strategies, we intend to further diversify our product portfolio by maximizing our presence across the chemistry value chain. In addition, we intend to expand our capacities in existing products as well as expanding and strengthening our research capabilities in order to ensure rapid product innovation.

The development and commercialisation of new products (whether ours or our customers' products) are complex, time-consuming, costly and involves a high degree of business risk. We may be unable to successfully create these new products or encounter unexpected delays in the launch of these products and even if launched as planned, such products may not perform as we expected. Further, development of new products involves multiple stages of trial and testing and there can be no assurance that we will be able to take any innovations developed by us pursuant to R&D efforts through the different testing stages without repeating our R&D efforts or incurring additional amounts towards such research, trial or testing. There is a significant possibility, that some of our product development decisions, including, significant research and development costs, or investments in technologies, will not meet our expectations and our investment in some projects will be unprofitable.

Our industry is characterised by rapid technical and scientific changes and discoveries. Accordingly, our R&D efforts are required to keep pace with a rapidly changing technical landscape which may impact our processes or the utility and viability of the products used by us. Any changes due to technological advances and scientific discoveries may cause us to incur significant R&D expenses to re-engineer our existing products or processes or to create newer products and processes.

The success of our new product offerings will depend on several factors, including our ability to properly anticipate customer needs; obtain timely regulatory approvals or intellectual property rights; establish collaborations with suppliers and customers; develop and manufacture our products in a timely and cost-effective manner through our R&D efforts; and successfully market and sell our products. In addition, the development and commercialisation of new products is characterised by significant upfront costs, including costs associated with R&D, product development activities, obtaining regulatory approvals, building inventory and sales and marketing. Further, there can be no assurance that new products or enhancements to existing products developed by us will achieve market acceptance.

Additionally, some of our competitors may have greater financial, research and technological resources. They may also be in a better position to identify market trends, adapt to changes in industry and offer innovative new products. Our competitors may also commercialize similar products before us. The occurrence of any such event could affect the success of our R&D activities, which in turn could have an adverse effect on our business, growth, results of operations, cash flows and financial condition.

Accordingly, if we do not successfully develop new products or continue our product portfolio expansion in a timely, cost-effective manner that is attractive to our customers, our business, financial condition, cash flows and results of operations may be adversely affected.

11. ***Our inability to successfully implement some or all our business strategies in a timely manner or at all could have an adverse effect on our business.***

We have experienced growth in our revenues and profitability in the recent past. For Fiscal 2022, Fiscal 2021, and Fiscal 2020, our revenue from operations were ₹ 1,456.41 million, ₹ 1,329.49 million and ₹ 1,209.26 million, respectively. Our revenue from operations grew at a CAGR of 9.74% between Fiscal 2020 and Fiscal 2022. For Fiscal 2022, Fiscal 2021 and Fiscal 2020, our restated profit after tax was ₹ 192.33 million, ₹ 166.70 million, and ₹ 103.83 million respectively. Our restated profit after tax, grew at a CAGR of 36.10 % between Fiscal 2020 and Fiscal 2022. As part of our strategy aimed towards business growth and improvement of market position, we intend to implement several business strategies, which include:

a) Expanding our business by capitalizing on industry opportunities;
b) Optimize utilization of recently commissioned Dahej Phase – 1 facility and draw benefits of backward integration;
c) Focus on maximizing our presence across the chemistry value chain; and
d) Continue to bring cost efficiency and improving productivity in the manufacturing process

Our strategy may not succeed due to various factors, including our inability to realise higher margins from existing products or diversify into manufacturing of products with higher price realization, failure to develop new products with sufficient growth potential, improve efficiency of our manufacturing processes, optimise utilisation of existing manufacturing capacities or develop further manufacturing capacities at a required pace or in a timely manner, inability to manage our overall debt levels, exchange rate fluctuations, our failure to effectively market these new products and services or foresee challenges with respect to our business initiatives, our failure to sufficiently upgrade our infrastructure, machines, automation, equipment and technology as required to cater to the requirement of changing demand and market preferences, our failure to maintain highest quality and consistency in our operations or to ensure scaling of our operations to correspond with our strategy and customer demand and product specifications, changes in GoI policy or regulation, our inability to respond to regular competition, and other operational and management difficulties. Further, there can be no assurance that we would be able to complete the backward integration of our Dahej Phase – 1 with our existing Ankleshwar Facility or that we would be able to derive the desired benefits from such backward integration. In the event of any disruptions of our Dahej Phase – 1 in future, we may also face supply constraints in relation to manufacture of certain products from our Ankleshwar Facility. Further, there can be no guarantee that we will be able to grow our business at historical levels on a sustainable basis, manage future growth, efficiently utilize newly commissioned manufacturing facilities or maintain profitability, scale and operations, for a variety of reasons including on account of our inability to implement our business strategies. While we believe we have been largely successful in implementing our business strategies, any failure on our part to implement our strategy due to many reasons as attributed aforesaid could be detrimental to our long-term business outlook and our growth prospects and may materially adversely affect our business, financial condition and results of operations. For further details of our strategies, see "*Our Business*" on page 208.

12. We have not yet placed orders in relation to the capital expenditure to be incurred for the proposed expansion of Dahej Phase- 2 which is proposed to be financed from the Offer proceeds of the IPO. In the event of any delay in placing the orders, or in the event the vendors are not able to provide the equipment in a timely manner, or at all, may result in time and cost over-runs and our business, prospects and results of operations may be adversely affected. Our proposed capacity expansion plans via one of our new manufacturing facilities are subject to the risk of unanticipated delays in implementation due to factors including delays in construction, obtaining regulatory approvals in timely manner and cost overruns.

We have made and intend to continue making investments to expand our manufacturing capacities to aid our growth efforts. We intend to use a part of the Net Proceeds to set-up Phase-2 at our Dahej Facility to expand capacities in our existing product segments and launch new product segments ("**Proposed Project**").

Further, if we are unable to procure the requisite equipments from the vendors from whom we have procured quotations or in the event the vendors are not able to provide equipments in a timely manner, we cannot assure you that we may be able to identify alternative vendors to provide us with the raw materials which satisfy our requirements at acceptable prices. Further, the actual amount and timing of our future capital requirements may differ from our estimates as a result of, among other things, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, engineering design changes and technological changes. Our inability to procure the machinery and equipment at acceptable prices or in a timely manner, may result in an increase in capital expenditure, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly, thereby resulting in an adverse effect on our business, prospects and results of operations.

Total estimated cost as per certificate dated March 27, 2023 issued by the Chartered Engineer in respect of the Proposed Project is ₹ 1,223.23 million. We are yet to place orders for the capital expenditure for the Proposed Project. There can be no assurance that we will be able to place orders for such plant and machinery, in a timely manner or at all. We have not entered into any definitive agreements to utilize the Net Proceeds for this object of the Offer and have relied on the quotations received from third parties for estimation of the cost. While we have obtained the quotations from various vendors in relation to such capital expenditure, most of these quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. Additionally, in the event of any delay in placement of such orders, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly. We cannot assure you that we will be able to undertake such capital expenditure within the cost indicated by such quotations or that there will not be cost escalations.

Our Proposed Project may be subject to potential problems and uncertainties that construction projects face including cost overruns or delays. Problems that could adversely affect our expansion plans include labour shortages, increased costs of equipment or manpower, inadequate performance of the equipment and machinery installed in our manufacturing facilities, delays in completion, defects in design or construction, the possibility of unanticipated future regulatory restrictions, delays in receiving governmental, statutory, environmental and other regulatory approvals, incremental pre-operating expenses, taxes and duties, interest and finance charges, working capital margin, environment and ecology costs and other external factors which may not be within the control of our management. Further, there can be no assurance that our budgeted costs may be sufficient to meet our proposed capital expenditure requirements. If our actual capital expenditures significantly exceed our budgets, or even if our budgets were sufficient to cover these projects, we may not be able to achieve the intended economic benefits of these projects, which in turn may materially and adversely affect our financial condition, results of operations, cash flows, and prospects. There can be no assurance that we will be able to complete the aforementioned expansion and additions in accordance with the proposed schedule of implementation and any delay could have an adverse impact on our growth, prospects, cash flows and financial condition. The Proposed Project will require us to obtain various approvals, which are routine in nature including approvals such as environmental approvals and factory license. For further details, see "*Objects of the Offer – Funding capital expenditure requirements for Proposed Project – Government approvals*" on page 111. In addition to such pending approvals, we will also need to apply for certain additional approvals required for the Proposed Project. There can be no assurance that we will be able to obtain these registrations and approvals including approvals in relations to power and water procurement in a timely manner or at all. Further, in the event of any unanticipated delay in receipt of such approvals, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly. For details, see *"Objects of the Offer"* on page 102.

13. We rely on a combination of patents, trade secret and contractual restrictions to protect our intellectual property. If we are unable to protect our intellectual property rights, our business, financial condition and results of operations may be adversely affected.

The protection of our intellectual property is crucial to the success of our business. We rely on a combination of patents, trademark, trade secret and contractual restrictions to protect our intellectual property. In addition, we have been granted two process patents in different geographies, and we have filed one process patent application in respect of an intermediate which is pending in India. For further details, please see "*Government and other approvals – Intellectual Property*" on page 409. For further details of our reliance on Pentoxifylline intermediates, see Risk Factor no. 6 – "*We derive a significant part of our revenue from a few products, such as intermediates for Pentoxifylline and Amiodarone HCL. If our products lose favour with the customers or if we are unable to protect our intellectual property in respect of these products or processes, our business, financial condition and results of operations may be adversely affected.*" above. Our ability to protect our patented processes could lead to significant adverse impact on our future results of operations.

While our agreements with our employees and consultants who develop our intellectual property including our proprietary intermediates and specialty chemical products, technology, systems and processes on our behalf include confidentiality provisions and provisions on ownership of intellectual property developed during employment or specific assignments, as applicable, these agreements may not effectively prevent unauthorized use or disclosure of our confidential information, our intellectual property including our proprietary products, technology, systems and processes and may not provide an adequate remedy in the event of unauthorized use or disclosure of our confidential information or infringement of our intellectual property. Further, the Company does not have confidentiality provisions in certain arrangements with customers and suppliers. Despite our efforts to protect our proprietary rights, unauthorized parties may copy aspects of our proprietary products, technology, systems and processes and use information that we consider proprietary. In addition, unauthorized parties may also attempt, or successfully endeavor, to obtain our intellectual property, confidential information, and trade secrets through various methods, including through cybersecurity attacks, and legal or other methods of protecting this data may be inadequate. In addition, our trade secrets may become known or independently developed by our competitors, and in such cases, we may no longer enjoy the exclusive use of some of our formulations or maintain the confidentiality of information relating to our products.

Further, the logo of our Company is not registered as on the date of this Draft Red Herring Application. The Company has filed an application for registration of its logo on February 21, 2023, however, we cannot assure you that the application will be successful and Company will be able to register its logo. We may need to litigate to protect our intellectual property or to defend against third party infringement. Any such litigation could be time consuming and costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorised use or take appropriate and timely steps to enforce or protect our intellectual property. Any inability to use or protect our intellectual property could affect our relationships with our customers, which could materially and adversely affect our brand, business, financial condition and results of operations.

14. ***Our business is working capital intensive. If we experience insufficient cash flows from our operations or are unable to borrow to meet our working capital requirements, it may materially and adversely affect our business and results of operations. Our performance may also be adversely affected if we are not successful in forecasting customer demands, managing our inventory or working capital.***

Our business requires significant amount of working capital primarily as a considerable amount of time passes between purchase of raw materials and collection of receivables post sales to customers. As a result, we are required to maintain sufficient stock at all times in order to meet manufacturing requirements as well as extend credit period to customers as per the industry practice, thus increasing our storage and working capital requirements. Consequently, there could be situations where the total funds available may not be sufficient to fulfil our commitments and hence we may need to incur additional indebtedness in the future or utilize internal accruals to satisfy our working capital needs. For further details, see *"Objects of the Offer"* on page 102.

Our inventory levels and working capital requirements have increased significantly over the last three fiscal years and for six months ended September 30, 2021 and September 30, 2022 due to the general growth of our business. The following table set forth our Inventory days, Net Working Capital and Net Working Capital Days for the periods indicated.

Particulars	**As at September 30^**		**As at March 31,**		
	2022	**2021**	**2022**	**2021**	**2020**
Inventory Days*	85	100	85	78	46
Net Working Capital** (in ₹ millions)	214.90	128.17	152.83	168.60	30.24
Net Working Capital Days#	45	33	38	46	9

**Inventory includes Raw Materials including Consumables, Work-in-Process, Finished Goods and Packing material.*
*Inventory Days = Inventory / COGS * 365*
*** Net Working Capital = Current Assets – Current Liabilities*
*# Net Working Capital Days = (Net Working Capital * 365) / Revenue from operations*
^ Calculated on an annualized basis

In addition to above, the number of purchase orders that our customers place with us differ from quarter to quarter, which can cause our revenues, results of operations and cash flows to fluctuate across periods. If our raw materials purchase decisions do not accurately predict sourcing levels, customer trends or our expectations about customer demands and needs are inaccurate, we may have to take unanticipated markdowns or impairment charges to dispose of the excess or obsolete inventory, which can adversely affect our results of operations. All of these factors may result, or have resulted, in increases in our working capital requirements. If we are unable to finance our working capital needs, or secure other financing when needed, on acceptable commercial terms or at all, it may adversely affect our business, financial condition, results of operations and prospects.

As we pursue our growth plan, we may be required to raise additional funds by incurring further indebtedness or issuing additional equity to meet our working capital requirements in the future. If we experience insufficient cash flows or are unable to borrow funds on a timely basis, or, at all, to meet our working capital and other requirements, or to pay our debts, it could materially and adversely affect our business and results of operations. If we are unable to manage our working capital requirements, our business, results of operations, financial condition and cash flows could be materially and adversely affected.

There can be no assurance that we will be able to effectively manage our working capital. Should we fail to effectively implement sufficient internal control procedures and management systems to manage our working capital and other sources of financing, we may have insufficient capital to maintain and grow our business and we may breach the terms of our financing agreements with banks, face claims under cross-default provisions and be unable to obtain new financing, any of which would have a material adverse effect on our business, results of operations, financial condition and cash flows. For further information on the working capital facilities currently availed of by us, please see "*Restatement Financial Information*" and "*Financial Indebtedness*" on pages 273 and 362 of this Draft Red Herring Prospectus.

15. ***Our funding requirements and the proposed deployment of Net Proceeds are not appraised by any independent agency and are based on management estimates and may be subject to change based on various factors, some of which are beyond our control. Any changes in the estimated funding requirements could affect our business and results of operations.***

We intend to utilize the Net Proceeds of the Offer as set forth in "*Objects of the Offer*" beginning on page 102. As on the date of this Draft Red Herring Prospectus, our funding requirements are based on management estimates in view of past expenditures and our current business plans and has not been appraised by any bank or financial institution. While we will use the Net Proceeds towards (i) re-payment/ prepayment of certain outstanding borrowings availed by our Company; (ii) funding of capital expenditure requirements of our Company towards setting up Phase - 2 at our Dahej Facility to expand our product offerings of pharmaceutical intermediates; (iii) funding our working capital requirements; and (iv) general corporate purposes in the manner specified in "*Objects of the Offer*" beginning on page 102, the deployment of the Net Proceeds will be at the discretion of our Board. However, the deployment of the Net Proceeds will be monitored by the Monitoring Agency which will be appointed pursuant to SEBI ICDR Regulations. We may have to reconsider our management estimates and/or business plans due to changes in underlying factors, some of which are beyond our control, such as the continuing impact of the COVID-19 pandemic, interest or exchange rate fluctuations, changes in designs, increase in input costs, labour costs, logistics and transport costs, incremental preoperative expenses, taxes and duties, start-up costs, engineering procurement and construction costs, regulatory costs, environmental factors, other external factors and since we have not presently entered into any definitive agreements for the use of the Net Proceeds. Accordingly, prospective investors in the Offer will need to rely upon our management's judgment with respect to the use of the Net Proceeds. If we are unable to deploy the Net Proceeds in a timely or an efficient manner, it may affect our business and results of operations.

16. ***All of our manufacturing facilities are located in Gujarat exposing us to regulatory and other geography specific risks such as labour unrests, terrorist attacks, other acts of violence and occurrence of natural and man-made disasters.***

All of our manufacturing facilities as well as our R&D Facility are located in the state of Gujarat. The concentration of all of our operations in Gujarat heightens our exposure to adverse developments related to regulation, as well as political or economic, demographic and other changes in Gujarat as well as the occurrence of natural and man-made disasters in Gujarat, which may adversely affect business, financial condition and results of operations. Our manufacturing operations require significant labour and are also reliant on government policies in terms of taxes, duties and incentives made applicable by the state government. While during the last three fiscals and the six months ended September 30, 2022, we have not been affected by such risk, in case of any unfavourable policies of the state government or state or local governments in this region, our business, financial condition and results of operations could be adversely affected.

However, Gujarat has experienced social and civil unrest in the past within the state and such tensions could lead to political or economic instability in Gujarat and a possible adverse effect on our business, financial condition and results of operations. There can be no assurance that such situations will not recur or be more intense than in the past.

17. ***Exchange rate fluctuations may adversely affect our results of operations as our sales from exports and a portion of our expenditures are denominated in foreign currencies.***

Our financial statements are prepared in Indian Rupees. However, our sales from exports and a portion of our raw materials expenditures are denominated in foreign currencies, mostly the U.S. Dollars. Accordingly, we have currency exposures relating to buying and selling in currencies other than in Indian Rupees, particularly the U.S. Dollar.

Our revenues from exports and cost of imported raw materials for the relevant periods was as below:

Particulars	**Six months ended September 30, 2022**		**Six months ended September 30, 2021**		**Fiscal 2022**		**Fiscal 2021**		**Fiscal 2020**	
	Amount (in ₹ mn)	**% of revenue from operations**	**Amount (in ₹ mn)**	**% of revenue from operations**	**Amount (in ₹ mn)**	**% of revenue from operations**	**Amount (in ₹ mn)**	**% of revenue from operations**	**Amount (in ₹ mn)**	**% of revenue from operations**
Revenues from exports	52.77	6.00%	151.13	21.64%	353.38	24.26%	224.84	16.91%	313.73	25.94%
	Amount (in ₹ mn)	**% of total Purchases**	**Amount (in ₹ mn)**	**% of total Purchases**	**Amount (in ₹ mn)**	**% of total Purchases**	**Amount (in ₹ mn)**	**% of total Purchases**	**Amount (in ₹ mn)**	**% of total Purchases**
Cost of	365.35	59.84%	245.58	56.66%	480.13	54.75%	570.57	63.12%	470.56	64.82%

raw material imports*										

**Note: Includes other related charges such as clearing charges, freight charges, handling charges and other miscellaneous costs*

Therefore, changes in the relevant exchange rates could also affect sales, operating results and assets and liabilities reported in Indian Rupees as part of our financial statements. We are affected primarily by fluctuations in exchange rates among the U.S. dollar and the Indian Rupee, and our business, results of operations and financial condition may be adversely affected by fluctuations in the value of the Indian Rupee against the U.S. Dollar or other foreign currencies. We have earned gains due to these fluctuations in foreign currency in the six months ended September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020 of ₹1.81 million, ₹4.79 million, ₹ 8.84 million and ₹ 2.53 million, and a loss of ₹2.12 million in the six months ended September 30, 2022, respectively. These gains/losses were related to instances where the market exchange rate at the time of transaction was in our favour or against us as compared to the rates we had applied when the transactions were accounted. For further information on our exchange rate risk management, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Principal Factors Affecting our Results of Operations – Foreign Exchange Rate Fluctuation*" on page 371.

In addition, the policies of the RBI may also change from time to time, which may limit our ability to effectively hedge our foreign currency exposures and may have an adverse effect on our results of operations and cash flows. Any such losses on account of foreign exchange fluctuations may adversely affect our results of operations and cash flows.

18. The objects of the Offer include funding working capital requirements of our Company, which are based on certain assumptions and estimates.

The objects of the Offer include funding working capital requirements of our Company, which are based on management estimates and certain assumptions in relation to inter alia sales of our products in the future, the cost and holding periods of inventories of raw materials and finished goods as well as capacity utilisation. Our Company requires additional working capital for meeting the future demand for its products, funding future growth requirements of our Company and for other business purposes. We intend to utilise ₹400.00 million from the Net Proceeds to fund our working capital requirements. For details, see "*Objects of the Offer*" on page 102. Our working capital requirements may be subject to change due to factors beyond our control including force majeure conditions, an increase in defaults by our customers, availability of funding from banks or financial institutions. Accordingly, such working capital requirements may not be indicative of the actual requirements of our Company in the future and investors are advised to not place undue reliance on such estimates of future working capital requirements.

19. We face competition from both domestic as well as multinational corporations and our inability to compete effectively may have a material adverse impact on our business, financial condition and results of operations.

Although the pharmaceutical intermediates industry provides for significant entry barriers, competition in our business is based on pricing, relationships with customers, research and development, product registration, product quality, customisation, and innovation. We face pricing pressures from companies, principally in China, that are able to produce chemicals at competitive costs and consequently, may supply their products at cheaper prices. Moreover, Indian chemical companies are faced with poor infrastructure and lack of adequate facilities at ports and railway terminals as well as poor pipeline connectivity, which imposes difficulties in raw material procurement and at a cost competitive price with global peers. We are unable to assure you that we shall be able to meet the pricing pressures imposed by such multinational competitors which would adversely affect our business, financial condition and results of operations. Additionally, some of our competitors in the intermediates business may have greater financial, research and technological resources, larger sales and marketing teams and more established reputation. They may also be in a better position to identify market trends, adapt to changes in industry, innovative new products, offer competitive prices due to economies of scale and also ensure product quality and compliance. For more information regarding our industry peers, please see the section "*Industry Overview – Overview of peer benchmarking*" on page 201.

20. We have incurred significant capital expenditure during the last three Fiscal Years. We may require substantial financing for our business operations and planned capital expenditure and the failure to obtain

additional financing on terms commercially acceptable to us may adversely affect our ability to grow and our future profitability.

During the six months ended September 30, 2022, September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020, we incurred capital expenditure of ₹ 5.54 million, ₹ 9.82 million, ₹ 168.10 million, ₹ 111.51 million and ₹ 92.57 million, respectively. A significant amount of our capital expenditure in these periods including for our recently commissioned Dahej Phase – 1 facility, was aimed at increasing our manufacturing capacities. Our management adopts and implements business strategies that take into account a number of macro and micro economic considerations, including our current financial condition and expected levels of growth over the medium to long term. In addition, we expect to increase our expenditure from the objects of the Offer. For further information, see "*Objects of the Offer*" on page 102.

There can be no assurance that our expansion plans will be implemented as planned or on schedule, or that we will achieve our increased planned output capacity or operational efficiency. If we experience significant delays or mishaps in the implementation of the expansion plans or if there are significant cost overruns, then the overall benefit of such plans to our revenues and profitability may decline. To the extent that the planned expansion does not produce anticipated or desired output, revenue or cost-reduction outcomes, our business, financial condition and results of operations will be adversely affected.

In the future, we may require substantial capital for our business operations and planned capital expenditure to maintain and grow our existing infrastructure, purchase equipment and develop and implement new technologies in our new and existing manufacturing facilities. The actual amount and timing of our future capital requirements may differ from estimates as a result of, among other things, unforeseen delays or cost overruns in developing our products, changes in business plans due to prevailing economic conditions, unanticipated expenses and regulatory changes. To the extent our planned expenditure requirements exceed our available resources, we may be required to seek additional debt or equity financing. Additional debt financing could increase our interest costs and require us to comply with additional restrictive covenants in our financing agreements. Additional equity financing could dilute our earnings per Equity Share and your investment in our Company.

Our ability to obtain additional financing on favourable terms, if at all, will depend on a number of factors, including our future financial condition, results of operations and cash flows, the amount and terms of our existing indebtedness, general market conditions and market conditions for financing activities and the economic, political and other conditions in the markets where we operate. Our ability to raise debt financing on acceptable terms also depends on our credit ratings. For further information on the risks associated with credit ratings, see "*Risk Factor 42– Any downgrade of our debt ratings could adversely affect our business*" on page 56. We cannot assure you that we will be able to raise additional financing on acceptable terms in a timely manner or at all. Our failure to renew arrangements for existing funding or to obtain additional financing on acceptable terms and in a timely manner could adversely impact our planned capital expenditure, our business, financial condition and results of operations.

21. We are exposed to counterparty credit risk and any delay in receiving payments or non-receipt of payments may adversely impact our results of operations.

Due to the nature of, and the inherent risks in, the agreements and arrangements with our customers, we are subject to counterparty credit risk and a significant delay in receiving large payments or non-receipt of large payments may adversely impact our results of operations. Our operations involve extending credit to our customers in respect of sale of our products and consequently, we face the risk of the uncertainty regarding the receipt of these outstanding amounts. Consequently, we face the risk of the uncertainty regarding the receipt of these outstanding amounts. As a result of such industry conditions, we have and may continue to have high levels of outstanding receivables. We generally have credit terms of 30 – 90 days with our customers. For Fiscal 2022, 2021, 2020 and in the six months ended September 30, 2022 and September 30, 2021, our trade receivables were ₹ 412.07 million, ₹330.40 million, ₹273.30 million, ₹ 453.75 million and ₹ 337.93 million, respectively. There is no assurance that we will accurately assess the creditworthiness of our customers. Further, macroeconomic conditions which are beyond our control, such as a potential credit crisis in the global financial system, could also result in financial difficulties for our customers, including limited access to the credit markets, insolvency or bankruptcy. Such conditions could cause our customers to delay payment, request modifications of their payment terms, or default on their payment obligations to us, all of which could increase our receivables. Timely collection of dues from customers also depends on our ability to complete our contractual commitments and subsequently bill for and collect from our clients. While we have not faced such incidents in the past, if we are unable to meet our contractual obligations, we may experience delays in the collection of, or be unable to collect, our customer balances, which could adversely affect our results of operations and cash flows.

22. Certain sections of this Draft Red Herring Prospectus contain information from the F&S Report which we commissioned and purchased and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.

Certain sections of this Draft Red Herring Prospectus include information based on, or derived from, the F&S Report or extracts of the F&S Report commissioned by our Company exclusively for the purpose of the Offer pursuant to letter of agreement dated November 7, 2022 and prepared by Frost & Sullivan, which is not related to our Company, Directors or Promoter. We commissioned and paid for this report for the purpose of confirming our understanding of the industry in connection with the Offer. All such information in this Draft Red Herring Prospectus indicates 'the F&S Report' as its source. Accordingly, any information in this Draft Red Herring Prospectus derived from, or based on, the F&S Report should be read taking into consideration the foregoing.

Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Further, the F&S Report is not a recommendation to invest / disinvest in any company covered in the F&S Report. Accordingly, prospective investors should not place undue reliance on, or base their investment decision solely on this information.

In view of the foregoing, you may not be able to seek legal recourse for any losses resulting from undertaking any investment in the Offer pursuant to reliance on the information in this Draft Red Herring Prospectus based on, or derived from, the F&S Report. You should consult your own advisors and undertake an independent assessment of information in this Draft Red Herring Prospectus based on, or derived from, the F&S Report before making any investment decision regarding the Offer. See "*Industry Overview*" on page 136. For the disclaimers associated with the F&S Report, see "*Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry and Market Data*" on page 21.

23. Our insurance coverage may not adequately protect us against all losses or the insurance cover may not be available for all the losses as per the insurance policy, which could adversely affect business, financial condition and results of operations.

Our operations are subject to various risks inherent to the chemicals industry and to the sale and maintaining inventory of products, as well as other risks such as theft, robbery, acts of terrorism and other force majeure events. We maintain insurance coverage for anticipated risks which are standard for our type of business and operations. As of September 30, 2022 and March 31, 2022, we had a total insurance coverage of ₹ 4,947.59 million and ₹ 3,779.29 million, respectively and 608.73% and 497.86% as a percentage of fixed assets and inventories, respectively. Our insurance policies cover our manufacturing facilities, R&D facilities, warehouses and offices from losses in the case of natural calamities, fire, special perils, burglary and theft. We have also obtained inventory insurance for our products, insurance for liabilities and losses incurred during implementation of our various projects. We have also obtained the Commercial General Liability Insurance, which protects us for the damages which may occur to any neighbouring companies / industries or any other third party from any kind of adverse event that may occur. We have obtained various insurance policies covering the health of our employees. All our transport of material (for purchase and sales) from / to anywhere in the world are fully insured.

While we believe that the insurance coverage which we maintain would be reasonably adequate to cover the normal risks associated with the operation of our business, we cannot assure you that any claim under the insurance policies maintained by us will be honored fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. While we have not faced any inadequacy in the past, there are many events that could significantly impact our operations, or expose us to third-party liabilities, for which we may not be adequately insured. There can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part, or on time. To the extent that we suffer any loss or damage that is not covered by insurance or exceeds our insurance coverage, our business, financial condition and results of operations could be adversely affected. For further details of insurance, see "*Our Business*" on page 208.

24. Fluctuation in the prices of raw materials and crude oil may affect our ability to price our products competitively.

The costs of materials consumed make up a large portion of our operating expenses. During the six months ended September 30, 2022 and September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020, our cost of goods sold (cost of materials consumed and changes in inventories of finished goods and work-in-progress) amounted to ₹ 557.91 million, ₹ 397.71 million, ₹ 863.10 million, ₹ 833.86 million and ₹ 767.13 million, respectively, and our cost of materials consumed as a percentage of our revenue from operations was 63.46%, 56.95%, 59.26%, 62.72% and 63.44%, respectively. We source raw materials primarily from third-party suppliers, including imports. Increases in prices of raw materials, or the unavailability thereof, could have a material adverse effect on our business, financial condition and results of operations.

Prices of some of raw materials that we use are closely linked to crude oil prices. Crude oil prices globally have been volatile. The high rate of inflation has historically been attributed to the rise in prices of mineral oils, crude petroleum and natural gas, basic metals, chemicals and chemical products. In February 2022, hostilities between Russia and the Ukraine commenced, which has added pressures to inflation, and deepened output losses (*Source: F&S Report)*.

While we have generally been able to pass on increase in prices of such raw materials to our customers, our inability to do so in the future could adversely affect our ability to price our products competitively and consequently, would adversely affect our business, financial condition and results of operations.

25. An inability to comply with repayment and other covenants in the financing agreements could adversely affect our business, financial condition, cash flows and credit rating.

We have entered into agreements in relation to financing arrangements with certain banks for working capital facilities. We have entered into agreements in relation to financing arrangements with certain banks for working capital facilities and bank guarantees. As of February 28, 2023, we had total outstanding borrowings of ₹ 925.52 million. The agreements with respect to our borrowings contain restrictive covenants, including, but not limited to, requirements that we obtain consent from the lenders prior to undertaking certain matters including, among others, effecting a merger, amalgamation or scheme of arrangement, change in capital structure of our Company subject to the threshold prescribed for the shareholding of certain shareholders of our Company and entering into forward contracts, swaps, options, or other liability management contracts in respect of short term facilities. For details, see "*Financial Indebtedness*" beginning on page 362.

Further, under the terms of our borrowings, we are required to create a charge by way of hypothecation on the entire current assets and charge over fixed assets, including plant and machinery of our Company, together with cash in hand, bank accounts and receivables, and, in our term loans, fixed assets. As these assets are hypothecated in favour of lenders, our rights in respect of transferring or disposing of these assets are restricted. There can be no assurance that we will be able to comply with the financial or other covenants prescribed under the documentation for our financing arrangements or that we will be able to obtain consents necessary to take the actions that may be required to operate and grow our business. Further, if we fail to service our debt obligations, the lenders have the right to enforce the security created in respect of our secured borrowings. If the lenders choose to enforce security and dispose our assets to recover the amounts due from us, our business, financial condition and results of operations may be adversely affected. In addition, certain of our borrowings require us to maintain certain financial ratios which are tested at times on an annual basis, such as total debt to net worth and debt service coverage ratios.

Any failure to comply with the conditions and covenants in our financing agreements or the creation of additional encumbrances that is not waived by our lenders or guarantors or otherwise cured or occurrence of a material adverse event could lead to an event of default and consequent termination of our credit facilities could adversely affect our business, financial condition, results of operations and cash flows.

26. The impact of the COVID-19 pandemic is uncertain and still evolving, and could adversely affect our business, financial condition and results of operations.

In December 2019, a human infection was traced to a novel strain of coronavirus (also known as COVID-19) and has since spread to over 200 countries and territories. The outbreak of COVID-19 was declared a pandemic by the World Health Organization on March 11, 2020, and as of the date of this Draft Red Herring Prospectus, it is still ongoing and rapidly evolving. The GoI initiated a nation-wide lockdown from March 24, 2020 that lasted until May 31, 2020, and has been extended periodically by varying degrees by state governments and local administrations. Although the nationwide lockdown was lifted on June 1, 2020, restrictions on non-essential activities and travel were imposed until August 31, 2020 in multiple states across specific districts that were witnessing increases in COVID-19 cases. The second wave of COVID-19 infections impacted India in April, May and June 2021. The second wave resulted in significant strain on the health infrastructure in the country resulting in several states announcing lockdown measures. The second wave also resulted in a large part of the population working from home and implementing social distancing measures. In June 2021, the COVID-19 reported cases from the second wave declined and the GoI and state governments started gradually easing some of the strict precautionary measures.

As we produce intermediates and specialty chemicals for the pharmaceutical industry and use continuous reaction technologies in manufacturing activities for various products, our manufacturing and research and development activities were determined by the GoI to be essential, which allowed us to continue our operations during the nationwide lockdown. However, restrictions on manpower movement during the lockdown impacted our manufacturing operations and capacity expansion projects, as well as increased our operation costs. We implemented health and safety measures for our manufacturing site employees, including the provision of lodging, boarding, food and other essential arrangements. Such measures allowed our employees to stay at or near our manufacturing facilities, thereby decreasing health risks associated with travel and commuting. Our manufacturing facilities, therefore, continued to operate normally during the first and second waves of COVID-19 infections. During both the waves of COVID-19, we paid additional wages to our employees. In addition, we were affected in a certain extent by the worldwide logistics issues during the COVID-19 pandemic and we can make no assurance that logistics issues will not further worsen as the pandemic continues.

The extent to which the COVID-19 pandemic, and the related global economic impact, affect our business, financial condition and results of operations will depend on future developments that are highly uncertain and cannot be predicted, including the spread, scope and duration of the COVID-19 pandemic and any recovery period, the effectiveness of further steps taken by the GoI and the RBI to mitigate the economic impacts in response to the pandemic, the effects on our customers, counterparties, employees and third-party service providers, and the time it takes for economic activities to return to pre-pandemic levels. As of the date of this Draft Red Herring Prospectus, there is significant uncertainty relating to the severity of long-term adverse impact of the ongoing COVID-19 pandemic on the domestic and global economy, domestic and global financial markets, and we are unable to accurately predict the long-term impact of the COVID-19 pandemic on our speciality chemicals business. To the extent that the COVID-19 pandemic adversely affects our business and operations, it may also have the effect of heightening many of the other risks described in this section.

27. ***Our success largely depends upon the knowledge and experience of our Promoter, Directors, our Key Managerial Personnel and Senior Management as well as our ability to attract and retain personnel with technical expertise, including personnel engaged in R&D initiatives. Any loss of our Promoter, Directors, Key Managerial Personnel, Senior Management or our ability to attract and retain them and other personnel with technical expertise could adversely affect our business, financial condition and results of operations.***

Our success largely depends upon the knowledge and experience of our Promoter, Directors, Key Managerial Personnel and Senior Management as well as our ability to attract and retain skilled personnel. Any loss of our Promoter, Directors, Key Managerial Personnel and Senior Management or our ability to attract and retain them and other skilled personnel could adversely affect our business, financial condition and results of operations. We depend on the management skills and guidance of our Promoter for development of business strategies, monitoring their successful implementation and meeting future challenges. Further, we also significantly depend on the expertise, experience and continued efforts of our Key Managerial Personnel and Senior Management. Our future performance will depend largely on our ability to retain the continued service of our management team. If one or more of our Key Managerial Personnel or Senior Management are unable or unwilling to continue in his or her present position, it could be difficult for us to find a suitable or timely replacement and our business, financial condition and results of operations could be adversely affected.

Further, we depend on skilled employees for undertaking R&D, which is critical to our continued success. We have a dedicated in-house R&D facility located at GIDC, Makarpura, Vadodara with a team of 19 people, spread over three teams. Our ability to continue to innovate and develop new products or processes or to improve on existing processes and products and to implement new initiatives is dependent on our ability to hire, retain, train and motivate members of our R&D team. Should we lose the services of the members of our R&D, we may not be able to secure employees of comparable experience or technical skills, which may in turn adversely impact our R&D efforts or may require us to significantly increase our levels of compensation to secure similarly skilled employees. Further, due to the highly technical nature of skills required to continue our R&D efforts, we compete with other institutions in the specialized chemicals and pharmaceuticals industries, for the services of skilled personnel. There can be no assurance that we will be able to retain employees engaged in R&D efforts for us or that we will be able to secure the services of adequately skilled or experienced personnel in future periods.

In addition, we may require a long period of time to hire and train replacement personnel when personnel with technical expertise terminate their employment with us. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting and retaining personnel with technical expertise that our business requires. The loss of the services of such persons could have an adverse effect on our business, results of operations, cash flows and financial condition.

There is significant competition for management and other skilled personnel in the chemicals industry in which we operate, and it may be difficult to attract and retain the personnel we require in the future. There can be no assurance that our competitors will not offer better compensation packages, incentives and other perquisites to such skilled personnel. Further, as on the date of this Draft Red Herring Prospectus, we do not have key man insurance policies, however we have a group Mediclaim insurance for our employees. If we are not able to attract and retain talented employees as required for conducting our business, or if we experience high attrition levels which are largely out of our control, or if we are unable to motivate and retain existing employees, our business, financial condition and results of operations may be adversely affected. For further information, see "*Our Management*" on page 247.

28. We require various licenses and approvals for undertaking our businesses and the failure to obtain or retain such licenses or approvals in a timely manner, or at all, may adversely affect our operations.

Our business operations are subject to various laws, the compliance of which is supervised by multiple regulatory authorities and government bodies. In order to conduct our business, we are required to obtain multiple licenses, approvals, permits and consents. For further information, see "*Government and Other Approvals*". Additionally, our government approvals and licenses are subject to numerous conditions, some of which are onerous including making an application for amending the existing approval and require us to make substantial expenditure. Most of these approvals and licenses are subject to ongoing inspection and compliance requirements and are valid only for a fixed period of time subject to renewals and accreditations. Additionally, we may need to apply for more approvals in the future including renewal of approvals that may expire from time to time. If we fail to renew, obtain or retain any of such approvals, in a timely manner, or at all, our business and operations may be adversely affected. We have applied for certain approvals, required in the ordinary course of our business, but are yet to receive grant. For further details, please see "*Government and Other Approvals – Other approvals applied for by our Company but yet to receive grant*" on page 409.

29. Any variation in the utilisation of the Net Proceeds and the proceeds from the Pre-IPO Placement would be subject to certain compliance requirements, including prior shareholders' approval.

We intend to use the net proceeds raised pursuant to the Fresh Issue and the proceeds from any Pre-IPO Placement towards (i) repayment/pre-payment of certain outstanding borrowings availed by our Company; (ii) funding of capital expenditure requirements of our Company towards setting up Phase - 2 at our Dahej Facility to expand our product offerings of pharmaceutical intermediates; (iii) funding our working capital requirements; and (iv) general corporate purposes as set forth under "*Objects of the Offer*" on page 102. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Sections 13(8) and 27 of the Companies Act 2013, we cannot undertake any variation in the utilisation of the Net Proceeds without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations.

Further, our Promoter would be required to provide an exit opportunity to Shareholders who do not agree with our proposal to change the objects of the Offer or vary the terms of such contracts, at a price and manner as prescribed by SEBI. Additionally, the requirement on Promoters to provide an exit opportunity to such dissenting shareholders may deter the Promoter from agreeing to the variation of the proposed utilisation of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters or the controlling shareholders of our Company will always have adequate resources at their disposal to enable them to provide an exit opportunity at the price prescribed by SEBI. In light of these factors, we may not be able to undertake variation of objects of the Offer to use any unutilized proceeds of the Offer, if any, or vary the terms of any contract referred to in this Draft Red Herring Prospectus, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilised portion of Net Proceeds, if any, or varying the terms of contract, which may adversely affect our business and results of operations.

30. Our failure to manage growth effectively may adversely impact our business, prospects, financial condition and results of operations.

For Fiscal 2022, Fiscal 2021, and Fiscal 2020, our revenue from operations were ₹ 1,456.41 million, ₹ 1,329.49 million and ₹ 1,209.26 million, respectively. Our revenue from operations grew at a CAGR of 9.74% between Fiscal 2020 and Fiscal 2022. For Fiscal 2022, Fiscal 2021 and Fiscal 2020, our restated profit after tax was ₹ 192.33 million, ₹ 166.70 million, and ₹ 103.83 million, respectively. Our restated profit after tax, grew at a CAGR of 36.10 % between Fiscal 2020 and Fiscal 2022. We have recently commissioned Dahej Phase – 1 and intend to utilise a portion of the Net Proceeds towards creation of additional capacities in the form of Dahej Phase – 2. There can be no assurance that we will be able to derive the intended benefits from our expansion. Our ability to sustain growth depends primarily upon our ability to manage key issues such as our ability to sustain existing relationships with our clients, ability to obtain raw materials at better prices, ability to compete effectively, ability to scaling up our operations, ability to bring new products to the market in a timely manner and in a cost effective way, adhering to high quality and execution standards, our ability to expand our manufacturing capabilities and our presence in India as well as globally, the effectiveness of our marketing initiatives, selecting and retaining skilled personnel. Sustained growth also puts pressure on our ability to effectively manage and control historical and emerging risks. Our inability to effectively manage any of these issues may adversely affect our business growth and, as a result, impact our businesses, financial condition, results of operations and prospects.

31. There are pending tax proceedings against our Company and certain of our Directors. Any adverse decision in such proceedings may render us/them liable to liabilities/penalties and may adversely affect our business, results of operations and financial condition.

Certain tax proceedings involving our Company and certain of our Directors are pending at different levels of adjudication before the relevant regulatory authorities. In the event of adverse rulings in these proceedings or consequent levy of penalties, we may need to make payments or make provisions for future payments and which may increase expenses and current or contingent liabilities. We have also in the past made delayed payments of certain statutory dues, and in the event that we make any delayed payments of, or fail to pay, the above or similar statutory dues in the future, we may be subject to regulatory actions or proceedings and our financial condition and results of operations may be adversely affected.

A summary of outstanding litigation proceedings involving our Company and Directors, as disclosed in "*Outstanding Litigation and Material Developments*" on page 402 in terms of the SEBI ICDR Regulations as of the date of this Draft Red Herring Prospectus is provided below.

Name of entity	Number of criminal proceedings	Number of tax proceedings	Number of statutory or regulatory proceedings	Number of disciplinary actions by the SEBI or the Stock Exchanges against our Promoter in the last five years	Number of material civil proceedings*	Aggregate amount involved in ₹ million^
Company						
Against our Company	Nil	3	Nil	Nil	Nil	2.37
By our Company	Nil	Nil	Nil	Nil	Nil	Nil
Directors						
Against our Directors	Nil	2	Nil	Nil	Nil	2.06
By our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Promoter						
Against our Promoter	Nil	2**	Nil	Nil	Nil	2.06**
By our Promoter	Nil	Nil	Nil	Nil	Nil	Nil
Group Companies						

Outstanding litigation that has a material impact on our Company	Nil	Nil	Nil	Nil	Nil	Nil

**Determined in accordance with the Materiality Policy*
***Inclusive of the tax proceedings against the Director (who is also the Promoter of our Company)*
^To the extent quantifiable

None of our Group Companies are currently party to any pending litigations which would have a material impact on our Company. For further information, see "*Outstanding Litigation and Material Developments*" on page 402.

We cannot assure you that any of the outstanding litigation matters will be settled in our favour, or that no (additional) liability will arise out of these proceedings. Our Company is in the process of litigating these matters and based on the assessment in accordance with applicable accounting standard our Company has presently not made provision for any of the pending legal proceedings. In addition to the foregoing, we could also be adversely affected by complaints, claims or legal actions brought by persons, before various forums such as courts, tribunals, consumer forums or sector-specific or other regulatory authorities in the ordinary course or otherwise, in relation to our products and services, our technology and/or intellectual property, our branding or marketing efforts or campaigns or our policies or any other acts/omissions. Further, we may be subject to legal action by our employees and/or ex-employees in relation to alleged grievances such as termination of their employment with our Company and vesting and exercise of employee stock option plans granted to them during their employment. There can be no assurance that such complaints or claims will not result in investigations, enquiries or legal actions by any courts, tribunals or regulatory authorities against us.

32. ***The demand of our products in foreign countries is subject to international market conditions and regulatory risks that could adversely affect our business, financial condition and results of operations. Further, our Company may not be successful in penetrating new export markets.***

We derived ₹ 52.77 million, ₹ 151.13 million, ₹ 353.38 million, ₹ 224.84 million and ₹310.63 million of revenues from exports, representing 6.00%, 21.64%, 24.26%, 16.91% and 25.94% of our revenue from operations in the six months ended September 30, 2022 and September 30, 2021 and each of Fiscals 2022, 2021 and 2020. We may look to expand into newer markets in the future, including export markets where we currently do not operate in. Expansion into new export markets subjects us to various challenges, including those relating to our lack of familiarity with the culture and economic conditions of these new regions, language barriers, difficulties in staffing and managing such operations, and the lack of brand recognition and reputation in such regions. In addition, the risks involved in entering new geographic markets and expanding operations, may be higher than expected, and we may face significant competition in such markets.

Further, we export our products to 10 countries. Our exports to the top five countries by value and as a percentage of revenue from operations during the six months ended September 30, 2022 and September 30, 2021 and Fiscal 2022, 2021 and 2020, were as follows:

Geography	Value (₹ million)	Percentage (%)
Six months ended September 30, 2022		
France	35.68	4.06%
Italy	5.51	0.63%
Germany	3.67	0.42%
Israel	3.37	0.38%
Uruguay	2.45	0.28%
Total	**50.68**	**5.76%**
Six months ended September 30, 2021		
Mexico	54.09	7.74%
France	41.94	6.01%
China	27.37	3.92%
Israel	25.19	3.61%
Uruguay	2.56	0.37%
Total	**151.13**	**21.64%**
Fiscal 2022		
France	111.24	7.64%
Mexico	96.90	6.65%
Israel	58.05	3.99%

China	54.80	3.76%
Italy	18.03	1.24%
Total	**339.01**	**23.28%**
Fiscal 2021		
Mexico	57.04	4.29%
Italy	56.00	4.21%
Poland	38.18	2.87%
France	35.67	2.68%
Spain	14.34	1.08%
Total	**201.23**	**15.14%**
Fiscal 2020		
Italy	67.73	5.60%
Poland	48.57	4.02%
Israel	40.14	3.32%
France	21.97	1.82%
China	17.56	1.45%
Total	**195.97**	**16.21%**

Therefore, any developments in the global chemical industry or the industries in which our customers operate could have an impact on our sales from exports. From time to time, tariffs, quotas and other tariff and non-tariff trade barriers may be imposed on our products in jurisdictions in which we operate or seek to sell our products. There can be no assurance that the countries where we seek to sell our products will not impose trade restrictions on us in future. We may also be prohibited from exporting to certain restricted countries that may be added to a sanctions list maintained by the Government of India or other foreign governments, such as the Specially Designated Nationals and Blocked Persons list maintained by the Office of Foreign Assets Control of the US Department of Treasury in the United States. Any such imposition of trade barriers may have a material adverse effect on our business, financial condition and results of operations.

Risks and challenges of entering new geographies include risks with respect to interest rate and foreign currency fluctuations, different tax and regulatory environments (particularly with respect to the nature of our products), changes in social, political and economic conditions, the need to recruit personnel combining product skills and local market knowledge, obtaining the necessary clearances and approvals to set up business and competing with established players in these regions and cost structures in international markets, including those in which we operate, that are significantly different from those that we have experienced in India. We require various approvals, licenses, registrations and permissions for supplying to our overseas customers which may be denied or delayed by the respective authorities in such jurisdictions. In case we fail to comply with applicable statutory or regulatory requirements, there could be a delay in the submission or grant of approval for marketing new products. In the eventuality we are unable to successfully expand into new geographical regions, our growth plans and future performance shall be adversely affected.

33. The cost of implementing new technologies for our operations could be significant and could adversely affect our business, financial condition and results of operations.

Our future success may depend in part on our ability to respond to technological advances and emerging standards and practices on a cost effective and timely basis. We cannot assure you that we will be able to successfully make timely and cost-effective enhancements and additions to the technology underpinning our operational platform, keep up with technological improvements in order to meet our customers’ needs or that the technology developed by others will not render our services less competitive or attractive. In addition, rapid and frequent technology and market demand changes can often render existing technologies and equipment obsolete, requiring substantial new capital expenditures or write-down of assets. Our failure to successfully adopt such technologies in a cost effective and a timely manner could increase our costs (in comparison to our competitors who are able to successfully implement such technologies) and lead to us being less competitive in terms of our prices or quality of services we provide. Further, implementation of new or upgraded technology may not be cost effective, which may adversely affect our profitability. Any of the above events may adversely affect our business, financial condition, results of operations and prospects.

34. Our Promoter and two of our Whole-time Directors have issued personal guarantees for loan facilities obtained by our Company. Any failure or default by our Company to repay such loans in accordance with the terms and conditions of the financing documents could trigger repayment obligations, which may affect the ability of our Promoter and our Executive Director to effectively render their duties and thereby, adversely impact our business and operations.

Snehal Ravjibhai Patel, the Promoter and Managing Director of the Company, Ravjibhai Dudabhai Dudhat, a Whole-time Director of the Company, and Mili Snehal Patel, a Whole-time Director of the Company, have provided personal guarantees for loan facilities obtained by our Company, and any failure or default by our Company to repay such loans in accordance with the terms and conditions of the financing documents could trigger repayment obligations, which may affect the ability of our Promoter and our Whole-time Directors to effectively render their duties and thereby, adversely impact our business and operations. The guarantee has been given as a security for credit facilities worth ₹ 493.30 million availed from State Bank of India. Additionally, Snehal Ravjibhai Patel and Ravjibhai Dudabhai Dudhat have personally guaranteed the repayment of loan facilities of ₹ 650.00 million availed from HDFC Bank Limited. As of February 28, 2023, principal outstanding amounts from credit facilities personally guaranteed by them were ₹376.62 million and ₹527.32 million respectively, which constituted 40.69% and 56.98% respectively, of our outstanding indebtedness as on such date. For details regarding the guarantees given by our Promoters, see *"Financial Indebtedness"* on page 362.

Any default or failure by us to repay these loans in a timely manner, or at all, could trigger repayment obligations on the part of our Promoter, which in turn, could have an impact on their ability to effectively service their obligations as Promoter and Directors of our Company, thereby having an adverse effect on our business, results of operations and financial condition. In the event these individuals withdraw or terminate their guarantees, our lenders may require alternate guarantees, repayments of amounts outstanding or even terminate the loan facilities. We may not be successful in providing alternate guarantees satisfactory to the lenders, and as a result may be required to repay outstanding amounts or seek additional sources of capital, which could affect our financial condition and cash flows.

35. There have been past instances of non-compliance in relation to certain provisions of the Companies Act including delay in one form filing under the Companies Act, 2013. We have filed an adjudication application for non-compliance with certain provisions of the Companies Act, 2013 in relation to re-appointment of our Promoter and Managing Director, Snehal Ravjibhai Patel.

Our Company has received a notice from MCA, Cost Audit Branch on April 19, 2016 ("**Notice**") in relation to providing false information under Form AOC-4 for maintenance of cost records for Fiscal 2015 thereby violating the provisions of section 448 of the Companies Act. Our Company has replied to the Notice *vide* letter dated May 9, 2016 citing the inadvertent error while filling the Form AOC-4. While our Company has not received any further notices or communications from MCA or any other regulatory authorities in relation to such inadvertent error, we cannot assure you that no legal proceedings or regulatory actions will be initiated against our Company in the future.

Further, our Promoter, Snehal Ravjibhai Patel was appointed as the Managing Director of our Company on April 3, 2006. In the meeting of the Board of Directors of the Company dated May 25, 2016, he was re-appointed as the Managing Director for another term of five years, however, our Company inadvertently did not file Form MGT-14 for his re-appointment as Managing Director of the Company within the prescribed timelines, as required under section 117 (3) of the Companies Act and Rule 24 of the Companies (Management and Administration) Rules, 2014. Upon becoming aware of such non-compliance, our Company has filed the relevant form MGT-14 (SRN AA1698553) on March 24, 2023 along with late fees. Subsequently, our Company and Snehal Ravjibhai Patel have also filed a suo moto adjudication application on March 25, 2023 with the RoC for adjudication of the afore-mentioned non-compliance under section 454 of the Companies Act. As on the date of this Draft Red Herring Prospectus, the adjudication application is pending. We cannot assure you that the RoC will not take any action or impose any penalty in the future in relation to such delayed form filing. If we are subject to any penalties or other regulatory actions, our reputation, business and results of operation could be adversely affected. There can be no assurance that such lapses will not occur in the future, or that we will be able to rectify or mitigate such lapses in a timely manner or at all.

36. Failure or disruption of our IT, manufacturing automation systems and/or ERP systems may adversely affect our business, financial condition and results of operations.

We have implemented various information technology ("**IT**") and/or enterprise resource planning ("**ERP**") solutions to cover key areas of our operations, procurement, dispatch and accounting. We also have various automation systems and software that automate our manufacturing and production. These systems are potentially vulnerable to damage or interruption from a variety of sources, which could result from (among other causes) cyber-attacks on or failures of such infrastructure or compromises to its physical security, as well as from damaging weather or other acts of nature. A significant or large-scale malfunction or interruption of one or more of our IT systems, ERP systems or manufacturing automation systems could adversely affect our ability to keep our operations running efficiently and affect product availability, particularly in the country, region or functional area in which the malfunction occurs, and wider or sustained disruption to our business cannot be excluded. In addition, it is possible that a malfunction of our data system security measures could enable unauthorized persons to access sensitive business data, including information relating to our intellectual property or business strategy or those of our customers. While we have not faced significant disruptions in past, any such malfunction or disruptions in future could cause economic losses for which we could be held liable or cause damage to our reputation. Any of these developments, alone or in combination, could have a material adverse effect on our business, financial condition and results of operations. Further, unavailability of, or failure to retain, well trained employees capable of constantly servicing our IT, manufacturing automation systems and/or ERP systems may lead to inefficiency or disruption of our operations and thereby adversely affecting our business, financial condition and results of operations.

37. ***We are dependent on third party transportation and logistics service providers. Any increase in the charges of these entities or any significant disruption to our distribution network or any disruption of civil infrastructure or material instances of theft, accident or loss could adversely affect our business, financial condition and results of operations.***

We rely on various forms of transportation, such as marine, roadways and railways to receive raw materials required for our products and to deliver our finished products to our customers. We do not own any vehicles for the transportation of our products and/or raw materials, we therefore rely on third party transportation and logistics providers for delivery of our raw materials and products. We do not have any long-term contractual arrangements with such third-party transportation and logistics providers. Pursuant to certain of our arrangements with our customers and based on customer preferences, we are required to pay the freight costs for the products we sell. In addition, we may have to pay for transportation costs in relation to the delivery of some of the raw materials and other inputs to our manufacturing facilities. Due to our reliance on third party transport service providers, we are subjected to risks arising from unexpected delays in deliveries, including due to delays in obtaining customs clearances for raw materials imported by us, transportation strikes or increases in transportation and fuel costs. Further, any significant disruption to our distribution network or any disruption of civil infrastructure could adversely affect our business, financial condition and results of operations. In addition, labour shortages or labour disagreements in the transportation or logistics industries or long-term disruptions to the national and international transportation infrastructure that lead to delays or interruptions of deliveries could materially adversely affect our business.

Manufacturing delays or unexpected demand for our products may also require us to use faster, but more expensive, transportation methods, which could adversely affect our gross margins. We may also suffer losses due to damage or loss of raw materials and finished products in transit which may occur due to accidents or natural disasters. Further, we cannot assure you that we will be able to secure sufficient transport capacity for these purposes. While we have not faced any significant disruptions due to dependence on third party transportation and logistics service providers in the past, any logistics disruptions in future could impair our ability to procure raw materials and/or deliver our products on time, which could materially and adversely affect our business, financial condition and results of operations.

While we believe we have adequately insured ourselves against the risk involved in maritime transport, we may be responsible for the transport of our products and accordingly be exposed to the risk of theft, accidents and/or loss of our products in transit. While there have been no material instances of theft, accident or loss in the three fiscals and the six months ended September 30, 2022, we cannot assure you that such incidents will not occur in future. Any such acts could result in serious liability claims (for which we may not be adequately insured) which could have an adverse effect on our business, financial condition and results of operations.

38. ***Restrictions on import of raw materials and an increase in shipment cost may adversely impact our business, financial condition and results of operations.***

In the six months ended September 30, 2022 and September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020, our purchase of imported raw materials (including other related charges such as clearing charges, freight charges, handling charges and other miscellaneous costs) was ₹ 365.35 million, ₹ 245.70 million, ₹ 480.13 million, ₹ 570.57 million and ₹ 470.56 million, and constituted 59.84%, 56.66%, 54.75%, 63.12% and 64.82%, respectively, of our total raw material purchase. Some of our raw material imports are regulated by the Manufacture, Storage and Import of Hazardous Chemical Rules, 1989 that, *inter alia*, allows the concerned authority to stop any import if it is deemed that the chemicals proposed to be imported may cause major accidents. We are unable to assure you that such regulations would not be made more stringent which would consequently restrict our ability to import raw materials from other jurisdictions. We also cannot assure you that, under these circumstances, we will be successful in identifying alternate suppliers for raw materials or we will be able to source the raw materials at favourable terms in a timely manner. Any restriction on import of raw materials could have an adverse effect on our ability to deliver products to our customers, and our business, financial condition and results of operations.

We are subject to the risk of increases in freight costs. If we cannot fully offset any increases in freight costs, through increases in the prices for our products, we would experience lower margins. In addition, any increase in export tariffs also will increase expenses which in turn may adversely affect our business, financial condition and results of operations.

Further, in the future, if there are any trade restrictions, sanctions or higher tariffs being placed by India on imports from another country or similar restrictions placed by the exporting country for supply of products to India, such trade restrictions, sanctions or higher tariffs may significantly impact our sourcing decisions and It may lead to increased cost of purchase, and shortages of materials, which could impact our supply commitment to our customers and adversely affect our manufacturing activities. While we have not experienced trade restrictions or sanctions in the last three fiscals and the six months ended September 30, 2022, however, such trade restrictions, sanctions or higher tariffs if imposed in future could have a material adverse effect on our business, financial condition and results of operations.

39. Our business may expose us to potential product liability claims, which could adversely affect our results operation, goodwill and the marketability of our products.

While we are not directly exposed to potential product liability claims given the nature of our business, we may be exposed to certain risks associated with the purchase orders issued by us, and the severity and timing of such claims are unpredictable. Further, we have not faced instances of any claims from our customers in the last three fiscals and the six months ended September 30, 2022. We face the risk of loss resulting from, and the adverse publicity associated with, lawsuits, whether or not such claims are valid. We may also be subject to claims resulting from manufacturing defects or negligence in storage or handling which may lead to the deterioration of our products. Such claims, regardless of their merits or the ultimate success of the defence against them, are expensive. Even unsuccessful claims would likely require us to incur substantial amounts on litigation and require our management's time and focus. Any loss of our reputation or brand image may lead to a loss of existing business contracts and affect our ability to enter into additional business contracts in the future, which may have an adverse effect on our business, results of operations, financial condition and cash flows. Accordingly, such claims, may adversely affect our results of operation, goodwill and the marketability of our products.

40. We will not receive any proceeds from the Offer for Sale. The Promoter Selling Shareholder will receive the net proceeds from the Offer for Sale.

The Offer consists of a Fresh Issue and an Offer for Sale. The Promoter Selling Shareholder shall be entitled to the net proceeds from the Offer for Sale, which comprise proceeds from the Offer for Sale net of Offer expenses shared by the Promoter Selling Shareholder, and our Company will not receive any proceeds from the Offer for Sale.

41. Our contingent liabilities could materially and adversely affect our business, results of operations and financial condition.

A summary of our contingent liabilities as on September 30, 2022, as indicated in our Restated Financial Information is as follows:

(in ₹ million)

Particulars	**As of September 30, 2022**
Disputed direct tax liability	2.37
Total	**2.37**

For further information, see "*Restated Financial Information – Note 35 – Contingent Liabilities*" on page 323.

Most of the liabilities have been incurred in the normal course of business. If these contingent liabilities were to fully materialize or materialize at a level higher than we expect, it may materially and adversely impact our business, financial condition and results of operations. If we are unable to recover payment from our customers in respect of the commitments that we are called upon to fulfil, our business, financial condition and results of operations may be materially and adversely impacted.

42. Any downgrade of our debt ratings could adversely affect our business.

As of the date of this Draft Red Herring Prospectus, we have received the following credit ratings on our debt and credit facilities.

Instrument or Rating Type	Amount (₹ in million)	Date	Ratings
Long Term Bank Facilities	742.00	April 01, 2022	CARE BBB – Stable
Short Term Bank Facilities	28.00	April 01, 2022	CARE A3

These ratings assess our overall financial capacity to pay our obligations and are reflective of our ability to meet financial commitments as they become due. There can be no assurance that these ratings will not be revised or changed by the above rating agencies due to various factors. Any downgrade in our credit ratings may increase interest rates for refinancing our outstanding debt, which would increase our financing costs, and adversely affect our future issuances of debt and our ability to raise new capital on a competitive basis.

43. If we are unable to establish and maintain an effective internal controls and compliance system, our business and reputation could be adversely affected.

We are responsible for establishing and maintaining adequate internal measures commensurate with the size and complexity of operations. Our internal audit functions make an evaluation of the adequacy and effectiveness of internal systems on an ongoing basis so that our operations adhere to our policies, compliance requirements and internal guidelines. We periodically test and update our internal processes and systems and there have been no past material instances of failure to maintain effective internal controls and compliance system. However, we are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to ensure effective internal checks and balances in all circumstances.

We take reasonable steps to maintain appropriate procedures for compliance and disclosure and to maintain effective internal controls over our financial reporting so that we produce reliable financial reports and prevent financial fraud. As risks evolve and develop, internal controls must be reviewed on an ongoing basis.

Further, our operations are subject to anti-corruption laws and regulations. These laws generally prohibit us and our employees and intermediaries from bribing, being bribed or making other prohibited payments to government officials or other persons to obtain or retain business or gain some other business advantage. While our code of conduct requires our employees and intermediaries to comply with all applicable laws, and we continue to enhance our policies and procedures in an effort to ensure compliance with applicable anti-corruption laws and regulations, these measures may not prevent the breach of such anti-corruption laws, as there are risks of such breaches in emerging markets, such as India, including within the chemicals sector. If we are not in compliance with applicable anti-corruption laws, we may be subject to criminal and civil penalties, disgorgement and other sanctions and remedial measures, and legal expenses, which could have an adverse impact on our business, financial condition and results of operations. Likewise, any investigation of any potential violations of anti-corruption laws by the relevant authorities could also have an adverse impact on our business and reputation.

44. We are dependent on third parties for the supply of utilities, such as water, gas and electricity, at our manufacturing facilities and any disruption in the supply of such utilities could adversely affect our manufacturing operations.

We procure electricity for use at our facilities from the local grid. We procure water for use at our facilities from the Gujarat Industrial Development Corporation. As part of our manufacturing process, we use natural gas supplied by a state-owned gas company. Reliance on third parties for electricity, water and gas exposes us to risks such as shortage or break down in supply, the correction of which is in the hands of such third parties, and which, if not corrected, could result in a temporary of all or part of operations. While we have not faced challenges in supply in past due to dependence on third parties for the supply of utilities, we cannot assure you that we shall not face shortage or break down in supply of utilities in future. Additionally, in case of a break- down of our relationship with the utility providers, we are unable to assure you that we shall be able to source such utilities from alternate sources in a timely manner, which could adversely affect our business, financial condition and results of operations.

45. We are entitled to certain export incentives for a specified period of time. Expiry or early withdrawal of such subsidies or export incentives may adversely affect our business, financial condition and results of operations. Further, our inability to fulfil our export obligations under Advance Authorization Licenses, could subject us to payment of customs duties together with interest thereby adversely impacting our business, financial condition and results of operations.

We benefit from certain subsidies and export incentives under export promotion schemes including the Merchandise Exports from India Scheme ("**MEIS**") duty credit. While there have been no instances during the last three fiscals and the six months ended September 30, 2022 where subsidies or export incentives have been withdrawn or non-receipt of disbursement of the benefit under such export schemes, if these subsidies or export incentives are withdrawn, or there is a delay in disbursements of benefits under such schemes, our business, financial condition and results of operations may be adversely affected. In addition, our business, financial condition and results of operations may be adversely affected if we are subject to any dispute with the tax authorities in relation to these benefits or in the event, we are unable to comply with the conditions required to be complied with in order to avail ourselves of these benefits.

Further, we avail ourselves of exemptions from customs duties under Advance Authorization Licenses. Under the Advance Authorization Licenses, we import certain important raw materials without the payment of import duties, which are then used in the manufacture of goods to be exported. Our inability to fulfil our export obligations under such Advance Authorization Licenses, could subject us to payment of customs duties together with interest thereby adversely impacting our business, financial condition and results of operations. For further information on our tax benefits, see our "*Statement of Special Tax Benefits*" on page 130.

46. If any of our products or the products of our customers cause, or are perceived to cause, severe side effects, our reputation, revenues and profitability could be adversely affected.

We develop, manufacture and market a diverse range of chemical products including hazardous substances, which are primarily used as raw materials for a variety of end user applications. If our products or our customers' products cause, or are perceived to cause, severe side effects to their end-users, we may face a number of consequences, including, a severe decrease in the demand for, and sales of, the relevant products; the recall or withdrawal of the relevant products; withdrawal or cancellation of regulatory approvals for the relevant production facility; damage to our reputation and brand name; and exposure to lawsuits and regulatory investigation relating to the relevant products that result in liabilities, fines or sanctions. While there have been no material instances during the last three fiscals and the six months ended September 30, 2022 of such risk, in case any of our products or products of our customer cause, or are perceived to cause, severe side effects our business, financial condition and results of operations may be adversely affected.

47. We engage contract labour for carrying out certain business operations. Requirement to fund their wage requirements may have an adverse impact on our business, financial condition and results of operations.

Due to the nature of our business, our operations are labour intensive and accordingly, our manufacturing operations may be materially adversely affected by strikes, work stoppages or increased wage demands by our full time employees as well as contract labourers. As of February 28, 2023, we employed 175 full time employees and 128 contract labourers. In order to retain operational efficiencies, we engage independent contractors through whom we engage contract labour for performance of certain functions at our manufacturing units as well as at our offices. Although we do not engage these labourers directly, we are responsible for any wage payments to be made to such labourers in the event of default by such independent contractors. While there have been no past instances during the last three fiscals and the six months ended September 30, 2022 where we have had instances of labour unrest or where we have had to fund wage requirements of the contract labour, any requirement to fund their wage requirements may have an adverse impact on our business, financial condition and results of operations.

48. We might infringe upon the intellectual property rights of others and any misappropriation of our intellectual property could harm our competitive position.

While we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty as to whether we are infringing on any existing third-party intellectual property rights, which may require us to alter our technologies, obtain licenses or cease some of our operations. We may also be susceptible to claims from third parties asserting infringement and other related claims. If such claims are raised, those claims could: (a) adversely affect our relationships with current or future customers: (b) result in costly litigation; (c) cause product shipment delays or stoppages; (d) divert management's attention and resources; (e) subject us to significant liabilities; (f) require us to enter into potentially expensive royalty or licensing agreements and (g) require us to cease certain activities. While in the last three fiscals and the six months ended September 30, 2022 we have not been involved in litigation or incurred litigation expenses in connection with our trademarks or intellectual property rights, in the case of an infringement claim made by a third party, we may be required to defend such claims at our own cost and liability and may need to indemnify and hold harmless our customers. Furthermore, necessary licenses may not be available to us on satisfactory terms, if at all. In addition, we may decide to settle a claim or action against us, which settlement could be costly. We may also be liable for any past infringement that we are not aware of. Any of the foregoing could adversely affect our business, financial condition and results of operations.

In addition, in certain cases, our customers share their intellectual property rights in the course of the product development process that we carry out for them. If our customer's intellectual property rights are misappropriated by our employees in violation of any applicable confidentiality agreements, our customers may seek damages and compensation from us. This could have an adverse effect on our business, financial condition and results of operations and damage our reputation and relationships with our customers.

49. A portion of the Net Proceeds may be utilized for repayment or pre-payment of borrowings availed from HDFC Bank Limited, which is one of our BRLMs.

We propose to repay or pre-pay certain loans availed by our Company from one of the BRLMs, HDFC Bank Limited from the Net Proceeds. The loan sanctioned to our Company by HDFC Bank Limited was done as part of its separate lending activities in the ordinary course of business and we do not believe that there is any conflict of interest under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, or any other applicable SEBI rules or regulations. The Board of Directors of our Company have chosen the loans and facilities to be repaid/prepaid based on commercial considerations. For further details see "*Objects of the Offer"* on page 102. However, there can be no assurance that the repayment/prepayment of such loans from the Net Proceeds to HDFC Bank Limited will not be perceived as a current or potential conflict of interest.

50. We do not own the premises of our Registered Office, our manufacturing facilities or our administration offices.

All of our Registered Office, manufacturing facilities and administration offices are on leasehold basis. We have entered into a lease agreement dated April 1, 2018 with Genesis Organics Private Limited for use of our Registered Office for a period of five years. On February 11, 2023 the tenure of the aforesaid lease agreement was extended for a period of 11 months with effect from April 1, 2023 until February 29, 2024. We cannot assure you that we will be able to renew our lease on commercially acceptable terms or at all. In the event that we are required to vacate our current registered office, we would be required to make alternative arrangements for new office space and we cannot assure that the new arrangements will be on commercially acceptable terms.

Further, the terms of our lease may impose conditions on us, including the maintenance of conditions to intimate the GIDC in the event of certain changes. Failure to comply with the conditions stipulated in the lease, could lead to cancellation of our lease which in turn may impact our ability to continue manufacturing operations during such period or may require us to expend significant resources in acquisition of suitable replacement land. Further, GIDC may terminate our lease agreements if the conditions stipulated therein are not met.

51. Employee misconduct including misuse of confidential data and failure to maintain confidentiality of information could harm us and is difficult to detect and deter.

We enter into confidentiality agreements and non-disclosure agreements with our customers, other third parties and employees. Our agreements with our customers also contain confidentiality and non-disclosure clauses. As per these agreements, we are required to keep confidential, the know-how and technical specifications, if any, provided to us by these customers. In the event of any breach or alleged breach of our confidentiality agreements with our customers, these customers may terminate their engagements with us or initiate litigation for breach of contract. Moreover, most of these contracts do not contain provisions limiting our liability with respect to breaches of our obligation to keep the information we receive from them confidential. As a result, if our customers' confidential information is misappropriated by us or our employees, our customers may consider us liable for that act and seek damages and compensation from us, in addition, to seeking termination of the contract. While there have been no instances during the last three fiscals and the six months ended September 30, 2022 of information technology breach or instances of cyber-attack, assertions of misappropriation of confidential information or the intellectual property of our customers against us, if successful, could have a material adverse effect on our business, financial condition and results of operations. Even if such assertions against us are unsuccessful, they may cause us to incur reputational harm and substantial cost.

Although we closely monitor our employees, misconduct, including acts of bribery, corruption or fraud by employees or executives, such acts could include binding us to transactions that exceed authorized limits or present unacceptable risks, or they may hide unauthorized or unlawful activities from us, which may result in substantial financial losses and damage to our reputation and loss of business from our customers. Employee or executive misconduct could also involve the improper use or disclosure of confidential information, which could result in regulatory sanctions and serious reputational or financial harm, including harm to our brand. While we have not experienced any such employee misconduct in the past, it is not always possible to deter employee or executive misconduct and the precautions taken and systems put in place to prevent and detect such activities may not be effective in all cases. Any instances of such misconduct could adversely affect our business and our reputation. The Company has though obtained the criminal insurance policy for coverage against such misconduct.

52. Our ability to pay dividends in the future may depend upon our future revenues, profits, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants in our financing arrangements.

Whether we pay dividends in the future and the amount of any such dividends, if declared, may depend upon a number of factors, including our results of operations and financial condition, financing agreements that we have entered into, contractual restrictions (including the terms of some of our financing arrangements that currently restrict our ability to pay dividends) and other factors considered relevant by our Board of Directors and shareholders. We may be unable to pay dividends in the near or medium term, and our future dividend policy may depend on our capital requirements and financing arrangements. Further, dividends distributed by us may cost dividend distribution tax at rates applicable from time to time. We cannot assure you that our Company will declare and pay, or have the ability to declare and pay, any dividends on Equity Shares at any point in the future. For further details, see "*Dividend Policy*" on page 272.

53. We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.

We have in the course of our business entered into, and will continue to enter into, several transactions with our related parties including remuneration paid to our Directors and transactions with our Promoter. For further information, see "*Restated Financial Information – Note 39 - Related party disclosures*" on page 335. We cannot assure you that we will receive similar terms in our related party transactions in the future and that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties.

While we will conduct all related party transactions post listing of the Equity Shares subject to the Board's or Audit Committee's or Shareholders' approval, as applicable, and in compliance with the provisions of Companies Act, 2013, as amended, provisions of the SEBI Listing Regulations and other applicable law, the transactions we have entered into and any further transactions that we may have with our related parties could potentially involve conflicts of interest which may be detrimental to us. We cannot assure you that such transactions, individually or in the aggregate, will not have an adverse effect on business and financial results, including because of potential conflicts of interest or otherwise.

54. Our Directors, Key Managerial Personnel and Senior Management may have interests other than reimbursement of expenses incurred and normal remuneration or benefits in our Company.

Our Directors, Key Managerial Personnel and Senior Management may be interested in our Company, in addition to regular remuneration, sitting fees or benefits and reimbursement of expenses, to the extent of the Equity Shares held by them in our Company, and bonuses, dividend payable or other distributions on such Equity Shares. Our Directors may be regarded as interested to the extent of the transactions entered into in the ordinary course of business with the companies in which our Directors hold directorship and also in the Equity Shares held by them or by their relatives, if any, or that may be subscribed by or allotted to them or the companies, firms and trusts, in which they are interested as directors, members, partners, trustees and promoter, pursuant to this Offer. Further, our Promoter, Snehal Ravjibhai Patel is interested in promotion and formation of the Company and receives a variable pay of 1% of the total turnover of the Company on a monthly basis. Further, our Executive Directors

Ravjibhai Patel and Mili Patel are interested in the formation of the Company. Further, vide board resolution dated March 20, 2023 and shareholders resolution dated March 21, 2023, the managerial remuneration of our Promoter was approved over and above the limit provided under Section 197, 198 read with Schedule V of Companies Act, 2013. For further details, other than reimbursement of expenses incurred or normal remuneration or benefits, see "*Our Management – Interest of Directors*" on page 252.

Further, our Executive Directors are also directors on the boards, or are shareholders, and trustees of entities with which our Company has had related party transactions and may be deemed to be interested to the extent of the payments made by our Company, if any, to these entities.

55. Certain of our Group Companies are authorised to carry on similar lines of business and there can be no assurance that we would not face competition from such Group Companies in the future.

As on the date of this Draft Red Herring Prospectus, certain of our Group Companies are authorised by their respective constitutional documents to engage in lines of business similar to that of our Company. Although, as on date of this Draft Red Herring Prospectus, the aforesaid Group Companies are not into the manufacturing of the same products as our Company, future conflicts of interests may arise in allocating business opportunities among our Company and Group Companies in circumstances where our respective interests diverge. While there are no common pursuits amongst our Group Companies and our Company, we cannot assure you that we would not face competition from our Group Companies in the future.

56. After the completion of the Offer, our Promoter and members of the Promoter Group will continue to collectively hold substantial shareholding in our Company.

Currently, our Promoter and members of Promoter Group collectively own an aggregate of 99.99% of our outstanding Equity Shares. Following the completion of the Offer, our Promoter and members of Promoter Group will continue to hold a majority of our post-Offer Equity Share capital which will allow them to exercise significant control over our business and the outcome of the matters submitted to our shareholders for approval. For details of their shareholding pre- and post- Offer, see "*Capital Structure*" on page 90. This concentration of ownership may delay, defer or even prevent a change in control of our Company and may make some transactions more difficult without the support of these shareholders. In addition, these Shareholders have the ability to exercise influence over our business, and may cause us take actions that are not in, or may conflict with, our or our other shareholder's best interests, including matters relating to our management and policies and the election of our Directors and Senior Management, the approval of lending and investment policies, revenue budgets, capital expenditure, dividend policy, strategic acquisitions and fund raising activities. The interests of our significant shareholders could conflict with our interests or the interests of our other shareholders and their influence may result in change of management or control of our Company, even if such a transaction may not be beneficial to our other shareholders. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

57. Information relating to the installed manufacturing capacity of our manufacturing facilities included in this Draft Red Herring Prospectus are based on various assumptions and estimates and future production and capacity may vary.

Information relating to the historical installed capacity and estimated capacity utilization of our manufacturing facilities included in this Draft Red Herring Prospectus is based on various assumptions and estimates of our management and the Chartered Engineer, including assumptions relating to the product mix, in particular relating to Plant A and Plant B at our Ankleshwar Facility, being multi-products plant, expected operations, availability of raw materials, expected unit utilization levels, downtime resulting from scheduled maintenance activities, downtime resulting from change in stock keeping units for a particular product, unscheduled breakdowns as well as expected operational efficiencies, please refer to "*Our Business*" on page 208 of this Draft Red Herring Prospectus for further details. Actual production volumes and capacity utilization rates, however, may differ significantly from the estimated production capacities and historical capacity utilization of our manufacturing facilities. Investors should therefore not place undue reliance on our historical installed capacity information for our existing manufacturing facilities included in this Draft Red Herring Prospectus.

58. We track certain operational metrics with internal systems and tools. Certain of our operational metrics are subject to inherent challenges in measurement which may adversely affect our business and reputation.

We track certain operational metrics, including non-GAAP metrics such as EBITDA, EBITDA margin, ROCE, ROE, return on capital employed, working capital, net worth and net asset value per share, among others, with internal systems and tools and which may differ from estimates or similar metrics published by third parties due to differences in sources, methodologies, or the assumptions on which we rely. We have implemented various management information systems to track our operational data accurately. We also review our data monthly and compare this data to various industry players to find any abnormal variations. However, our internal systems and tools still have inherent limitations, and our methodologies for tracking these metrics may change over time, which could result in unexpected changes to our metrics, including the metrics we publicly disclose. If the internal systems and tools we use to track these metrics under count or over count performance or contain algorithmic or other technical errors, the data we report may not be accurate. While these numbers are based on what we believe to be reasonable estimates of our metrics for the applicable period of measurement, there are inherent challenges in measuring how our platforms are used across large populations. In addition, limitations or errors with respect to how we measure data or with respect to the data that we measure may affect our understanding of certain details of our business, which could affect our long-term strategies. For further details of our strategies, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 365. If our operating metrics are not accurate representations of our business, if investors do not perceive our operating metrics to be accurate, or if we discover material inaccuracies with respect to these figures, we expect that our business, reputation, results of operations and financial condition would be adversely affected.

59. We have issued Equity Shares during the preceding one year at a price that may be below the Offer Price.

We have issued Equity Shares in the last 12 months at a price that may be lower than the Offer Price, as set out in the table below:

Date of allotment	Number of equity shares allotted	Details of allottees	Whether allottees are part of the Promoter Group	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Reason/Nature of allotment or transfer
November 16, 2022	33,520,764	275,208 Equity Shares were allotted to Ravjibhai Dudabhai Dudhat, 275,208 Equity Shares were allotted to Sangitaben Ravjibhai Dudhat, 60,000 Equity Shares were allotted to Mili Snehal Patel and 32,910,348 Equity Shares were allotted to Snehal Ravjibhai Patel.	Yes	10	Nil	NA	Bonus Issue

The price at which our Company has issued the Equity Shares in the preceding 12 months is not indicative of the Offer Price or that will prevail in the open market following listing of the Equity Shares. For details, see "*Capital Structure*" beginning on page 90.

External risks

Risks relating to India

60. A slowdown in economic growth in India could cause our business to suffer.

Our performance and the growth of our business are necessarily dependent on the health of the overall Indian economy. Any slowdown or perceived slowdown in the Indian economy or future volatility in global commodity prices could adversely affect our business. Additionally, an increase in trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our business. In particular, the COVID-19 pandemic caused an economic downturn in India and globally. Any downturn in the macroeconomic environment in India could also adversely affect our business, financial condition, results of operations and prospects.

India's economy could be adversely affected by a general rise in interest rates or inflation, adverse weather conditions affecting agriculture, commodity and energy prices as well as various other factors. A slowdown in the Indian economy could adversely affect the policy of the GoI towards our industry, which may in turn adversely affect our financial performance and our ability to implement our business strategy.

The Indian economy is also influenced by economic and market conditions in other countries, particularly emerging market conditions in Asia. A decline in India's foreign exchange reserves and exchange rate fluctuations may also affect liquidity and interest rates in the Indian economy, which could adversely impact our financial condition. A loss of investor confidence in other emerging market economies or any worldwide financial instability may adversely affect the Indian economy, which could materially and adversely affect our business, financial condition, results of operations and prospects.

Further, other factors which may adversely affect the Indian economy are scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing of our expansions; volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges; changes in India's tax, trade, fiscal or monetary policies, like application of GST; political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries; occurrence of natural or man-made disasters; infectious disease outbreaks or other serious public health concerns; prevailing regional or global economic conditions, including in India's principal export markets; and other significant regulatory or economic developments in or affecting India or its financial services sectors.

61. Our business is affected by global economic conditions, especially in the geographies we cater to, which may have an adverse effect on our business, financial condition, results of operations and prospects.

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging market countries in Asia. Financial turmoil in Asia, U.S. and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. Financial disruptions may occur again and could harm our business, financial condition and results of operations.

The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections in recent years. Financial markets and the supply of credit could continue to be negatively impacted by ongoing concerns surrounding the sovereign debts and/or fiscal deficits of several countries in Europe, the possibility of further downgrades of, or defaults on, sovereign debt, concerns about a slowdown in growth in certain economies and uncertainties regarding the stability and overall standing of the European Monetary Union.

A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in the Indian financial markets and indirectly in the Indian economy in general. Any worldwide financial instability could influence the Indian economy. In response to such developments, legislators and financial regulators in the United States, Europe and other jurisdictions, including India, have implemented several policy measures designed to add stability to the financial markets. In addition, any increase in interest rates by the United States Federal Reserve will lead to an increase in the borrowing costs in the United States which may in turn impact global borrowing as well. Furthermore, in several parts of the world, there are signs of increasing retreat from globalization of goods, services and people, as pressure for the introduction of a protectionist regime is building and such developments could adversely affect Indian exports. However, the overall impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. In the event that the current adverse conditions in the global credit markets continue or if there is any significant financial disruption, this could have an adverse effect on our business, financial condition and results of operations.

In February 2022, hostilities between Russia and the Ukraine commenced, which has led stock, commodities and foreign exchange markets worldwide to fluctuate. In addition, the market price of oil has risen sharply since the commencement of hostilities in the Ukraine, which may have an inflationary effect in India and other countries. A prolonged war or a protracted period of hostilities in the Ukraine may lead to global economic disturbances.

If we are unable to successfully anticipate and respond to changing economic and market conditions, our business, financial condition, results of operations and prospects may be adversely affected.

62. Changing regulations in India could lead to new compliance requirements that are uncertain.

The regulatory and policy environment in which we operate is evolving and is subject to change. The GoI may implement new laws or other regulations and policies that could affect our business in general, which could lead to new compliance requirements, including requiring us to obtain approvals and licenses from the Government and other regulatory bodies, or impose onerous requirements.

For instance, the GoI has recently introduced (a) the Code on Wages, 2019; (b) the Code on Social Security, 2020; (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020 which consolidate, subsume and replace numerous existing central labour legislations. While the rules for implementation under these codes have not been notified, we are yet to determine the impact of all or some such laws on our business and operations which may restrict our ability to grow our business in the future and increase our expenses. In the absence of any precedents on the subject, the application of these provisions is uncertain and may or may not have an adverse tax impact on us.

Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, financial condition, results of operations and prospects.

63. A slowdown in our exports due to tariffs and trade barriers and international sanctions could adversely affect our business, financial condition and results of operations.

A significant portion of our revenue is derived from exports. From time to time, tariffs, quotas and other tariff and non-tariff trade barriers may be imposed on our products in jurisdictions in which we operate or seek to sell our products. There can be no assurance that the European Community and the United States, among others, where we seek to sell our products will not impose trade restrictions on us in future. We may also be prohibited from exporting to certain restricted countries that may be added to a sanctions list maintained by the Government of India or other foreign governments, such as the Specially Designated Nationals and Blocked Persons list maintained by the Office of Foreign Assets Control of the US Department of Treasury in the United States. In February 2022, hostilities between Russia and the Ukraine commenced, which has led to the imposition of sanctions of various Russian interests (and in some cases Belarus) by the European Union, Australia, Canada, Japan, New Zealand, Switzerland, South Korea, the United Kingdom and the United States. Any such imposition of trade barriers or international sanctions may have an adverse effect on our business, financial condition and results of operations.

64. Natural calamities, climate change and health epidemics and pandemics such as COVID-19 could adversely affect the Indian economy and our business, financial condition, and results of operations. In addition, hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect our business, financial condition and results of operations.

India has experienced natural calamities, such as earthquakes and floods in recent years. Natural calamities could have an adverse impact on the Indian economy which, in turn, could adversely affect our business, and may damage or destroy our manufacturing and R&D facilities or other assets which are concentrated in one location. Any of these natural calamities could adversely affect our business, financial condition and results of operations.

A number of countries in Asia, including India, as well as countries in other parts of the world, are susceptible to contagious diseases and, for example, have had confirmed cases of the highly pathogenic H7N9, H5N1 and H1N1 strains of influenza in birds and swine. In addition, the COVID-19 pandemic, has caused a worldwide health crisis and economic downturn. Any future outbreak of health epidemics may restrict the level of business activity in affected areas, which may, in turn, adversely affect our business. See "*Risk Factors – 26. The impact of the COVID-19 pandemic is uncertain and still evolving, and could adversely affect our business, financial condition and results of operations*" on page 47.

Our operations including our manufacturing facilities and research and development activities may be damaged or disrupted as a result of natural calamities. Such events may lead to the disruption of information systems and telecommunication services for sustained periods. They also may make it difficult or impossible for employees to reach our business locations. Damage or destruction that interrupts our provision of services could adversely affect our reputation, our relationships with our customers, our Senior Management team's ability to administer and supervise our business or it may cause us to incur substantial additional expenditure to repair or replace damaged equipment or rebuild parts of our facilities. Any of the above factors may adversely affect our business, financial condition and results of operations.

India has from time-to-time experienced instances of social, religious and civil unrest and hostilities between neighbouring countries. Present relations between India and Pakistan continue to be fragile on the issues of terrorism, armaments and Kashmir. In April 2019, skirmishes along India's border with Pakistan and the downing of an Indian military jet fighter plane significantly escalated tensions between the two countries. India has also experienced terrorist attacks in some parts of the country. Military activity or terrorist attacks in the future could influence the Indian economy by disrupting communications and making travel more difficult and such political tensions could create a greater perception that investments in Indian companies involve higher degrees of risk. Events of this nature in the future, as well as social and civil unrest within other countries in Asia, could influence the Indian economy and could have a material adverse effect on the market for securities of Indian companies.

65. Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.

In recent months, consumer and wholesale prices in India have exhibited increased inflationary trends, as the result of an increase in crude oil prices, higher international commodity prices, and higher domestic consumer and supplier prices. The Consumer Price Index increased from 3.4% (average) in Fiscal 2019 to 4.8% (average) in Fiscal 2020 to an estimated 6.2% (average) in Fiscal 2021 although the RBI has enacted certain policy measures designed to curb inflation, these policies may not be successful. In February 2022, hostilities between Russia and the Ukraine commenced. The market price of oil has risen sharply since the commencement of these hostilities which could have an inflationary effect in India. Continued high rates of inflation may increase our expenses related to salaries or wages payable to our employees, raw materials and other expenses. There can be no assurance that we will be able to pass on any additional expenses to our customers or that our revenue will increase proportionately corresponding to such inflation. Accordingly, high rates of inflation in India could have an adverse effect on our business, financial condition and results of operations.

66. Significant differences exist between Ind-AS and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the financial statements prepared and presented in accordance with Ind-AS contained in this Draft Red Herring Prospectus.

Our Restated Financial Information as of, and for the six months ended September 30, 2022 and September 30, 2021 and the financial years ended, March 31, 2022, 2021 and 2020 and have been prepared and presented in accordance with Ind-AS. Ind-AS differs from accounting principles with which prospective investors may be familiar in other countries, such as U.S. GAAP and IFRS. Significant differences exist between Ind-AS, U.S. GAAP and IFRS, which may be material to the financial statements prepared and presented in accordance with Ind-AS contained in this Draft Red Herring Prospectus. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is dependent on the prospective investor's familiarity with Ind-AS and the Companies Act. Any reliance by persons not familiar with Ind-AS on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

67. The Indian tax regime is currently undergoing substantial changes which could adversely affect our business and the trading price of the Equity Shares.

Our business, financial condition and results of operations could be adversely affected by any change in the extensive central and state tax regime in India applicable to us and our business. Tax and other levies imposed by the central and state governments in India that affect our tax liability, include central and state taxes and other levies, income tax, turnover tax, goods and service tax, stamp duty and other special taxes and surcharges, which are introduced on a temporary or permanent basis from time to time. This extensive central and state tax regime is subject to change from time to time. The final determination of our tax liability involves the interpretation of local tax laws and related regulations in each jurisdiction, as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned and expenditures incurred.

For instance, the Government of India has implemented two major reforms in Indian tax laws, namely the GST, and provisions relating to general anti-avoidance rules ("GAAR"). The indirect tax regime in India has undergone a complete overhaul. The indirect taxes on goods and services, such as central excise duty, service tax, central sales tax, state value added tax, surcharge and excise have been replaced by Goods and Service Tax with effect from July 1, 2017. GAAR became effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement may result in, among others, a denial of tax benefit to us and our business. In the absence of any precedents on the subject, the application of these provisions is subjective. If the GAAR provisions are made applicable to us, it may have an adverse tax impact on us. Further, if the tax costs associated with certain of our transactions are greater than anticipated because of a particular tax risk materializing on account of new tax regulations and policies, it could affect our profitability from such transactions.

Further, the Finance Act, 2020, has, amongst others things, notified changes and provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime and that dividend distribution tax ("DDT"), will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident and are subject to tax deduction at source. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source from such dividend. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares.

68. Any adverse change in India's sovereign credit rating by international rating agencies could adversely affect our business, financial condition, results of operations and cash flows.

In November 2016, Standard & Poor's, an international rating agency, reiterated its negative outlook on India's credit rating. It identified India's high fiscal deficit and heavy debt burden as the most significant constraints on its rating, and recommended the implementation of reforms and containment of deficits. Standard & Poor's affirmed its outlook on India's sovereign debt rating to "stable", while reaffirming its "BBB-" rating. In May 2017, Fitch, another international rating agency, affirmed India's sovereign outlook to "stable" and affirmed its rating as "BBB-". In November 2017 Moody's Investors Service ("Moody's") upgraded the Sovereign Credit Rating of India to Baa2 from Baa3 and changed the outlook on the rating to stable from positive. On June 1, 2020, Moody's downgraded India's sovereign rating to the lowest investment grade and maintained the outlook from stable to negative. In October 2021, Moody's affirmed India's sovereign rating to Baa3 with a stable outlook. Prior to the onset of the pandemic, India's GDP growth slowed on account of existing vulnerabilities such as a weak financial sector and subdued private investment. Going forward, the sovereign ratings outlook will remain dependent on whether the government is able to transition the economy into a high-growth environment, as well as exercise adequate fiscal restraint. Any adverse change in India's credit ratings by international rating agencies may adversely impact the Indian economy and consequently our business, financial condition, results of operations and cash flows.

69. The extent and reliability of Indian infrastructure, to the extent insufficient, could adversely impact our business, financial condition and results of operations.

India's physical infrastructure is less developed than that of many developed nations. Any congestion or disruption with its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our normal business activity. Any deterioration of India's physical infrastructure would harm the national economy, disrupt the transportation of goods and supplies including our chemical products, and add costs to doing business in India. These problems could interrupt our business operations, which could have adverse effect on our business, financial condition and results of operations.

70. Foreign investors are subject to foreign investment restrictions under Indian laws which limit our ability to attract foreign investors, which may adversely impact the market price of our Equity Shares.

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain restrictions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then the prior approval of the RBI will be required. Such regulatory restrictions limit our financing sources and could constrain our ability to obtain financings on competitive terms and refinance existing indebtedness. Additionally, shareholders who seek to convert the Indian Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/tax clearance certificate from the income tax authority. We cannot assure investors that any required approval from the RBI or any other Indian government agency can be obtained on any particular terms, or at all. For further details, please see on "*Restrictions on Foreign Ownership of Indian Securities*" on page 454.

In terms of Press Note 3 of 2020, dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade ("**DPIIT**"), the foreign direct investment policy has been recently amended to state that all investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the GoI. Further, in the event of a transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the GoI. Furthermore, on April 22, 2020, the Ministry of Finance, GoI has also made a similar amendment to the FEMA Rules. While the term "beneficial owner" is defined under the Prevention of Money-Laundering (Maintenance of Records) Rules, 2005 and the General Financial Rules, 2017, neither the foreign direct investment policy nor the FEMA Rules provide a definition of the term "beneficial owner". The interpretation of "beneficial owner" and enforcement of this regulatory change involves certain uncertainties, which may have an adverse effect on our ability to raise foreign capital. Further, there is uncertainty regarding the timeline within which the said approval from the GoI may be obtained, if at all.

71. It may not be possible for investors to enforce any judgment obtained outside India against us, the Book Running Lead Managers or any of their directors and executive officers in India respectively, except by way of a lawsuit in India.

Our Company is a limited liability company incorporated under the laws of India. Our Board of Directors comprises members all of whom are Indian citizens. All of our Key Managerial Personnel and Senior Management are residents of India and majority of the assets of our Company and such persons are located in India. As a result, it may not be possible for investors outside India to effect service of process upon our Company or such persons in India, or to enforce against them judgments obtained in courts outside India.

India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, which includes, among others, the United Kingdom, Singapore, United Arab Emirates and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements of the Code of Civil Procedure, 1908. Judgments or decrees from jurisdictions, which do not have reciprocal recognition with India, cannot be executed in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against us or our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court. However, the party in whose favour such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in a non-reciprocating territory within three years of obtaining such final judgment in the same manner as any other suit filed to enforce a civil liability in India. If, and to the extent that, an Indian court were of the opinion that fairness and good faith so required, it would, under current practice, give binding effect to the final judgment that had been rendered in the non-reciprocating territory, unless such a judgment contravenes principles of public policy in India. It is unlikely that an Indian court would award damages on the same basis or to the same extent as was awarded in a final judgment rendered by a court in another jurisdiction if the Indian court believed that the amount of damages awarded was excessive or inconsistent with Indian practice. In addition, any person seeking to enforce a foreign judgment in India is required to obtain prior approval of the RBI to repatriate any amount recovered pursuant to the execution of such a judgment.

72. Our business and activities may be regulated by the Competition Act, 2002 ("Competition Act") and proceedings may be enforced against us.

The Competition Act seeks to prevent business practices that have an appreciable adverse effect on competition in the relevant market in India. Under the Competition Act, any arrangement, understanding or action in concert between enterprises, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition in India is void and attracts substantial monetary penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or provision of services, shares the market or source of production or provision of services in any manner by way of allocation of geographical area, type of goods or services or number of consumers in the relevant market or in any other similar way or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an appreciable adverse effect on competition.

The Competition Act also prohibits abuse of a dominant position by any enterprise. If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be also guilty of the contravention and may be punished. On March 4, 2011, the GoI notified and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011.These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to, and pre-approved by, the Competition Commission of India, or CCI. Additionally, on May 11, 2011, the CCI issued the Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India.

The Competition Act aims to, among other things, prohibit all agreements and transactions, including agreements between vertical trading partners i.e., entities at different stages or levels of the production chain in different markets, which may have an appreciable adverse effect on competition in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. We may also be subject to queries from the CCI pursuant to complaints by consumers or any third persons, which could be made without any or adequate basis given our market presence. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside of India if such agreement, conduct or combination has an appreciable adverse effect on competition in India. However, the effect of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage.

Risks relating to the Equity Shares

73. ***The Offer Price, market capitalization to total revenue multiple and price to earnings ratio based on the Offer Price of our Company, may not be indicative of the market price of the Equity Shares on listing or thereafter.***

Our total revenue and profit after tax (i) for Fiscal 2022 was ₹ 1,464.42 million and ₹ 192.33 million, respectively; and (ii) for the six months ended September 30, 2022 and September 30, 2021 was ₹ 885.18 million and ₹ 101.13 million and ₹ 701.53 million and ₹ 98.70 million respectively; and the market capitalization (product of post Offer outstanding Equity Shares and Offer Price of ₹ [●] per Equity Share) to total revenue (Fiscal 2022) multiple is [●] times and the price to earnings Ratio (based on diluted EPS for Fiscal 2022); is [●] at the upper end of the Price Band. For further details, see "*Basis for Offer Price*" on page 119. The Offer Price of the Equity Shares is proposed to be determined based on assessment of market demand for the Equity Shares offered through a book-building process, and certain quantitative and qualitative factors as set out in the section titled "*Basis for Offer Price*" on page 119. The Offer Price, multiples and ratios may not be indicative of the market price of the Equity Shares on listing or thereafter. The relevant financial parameters based on which the Price Band would be determined, shall be disclosed in the advertisement that would be issued for publication of the Price Band.

Prior to the Offer, there has been no public market for the Equity Shares. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares.

The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India and international markets, regulatory amendments, strategic alliances, COVID-19 related or similar situations, volatility in the securities markets in India and other jurisdictions, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

74. ***Our Equity Shares have never been publicly traded, and after the Offer, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the Offer Price may not be indicative of the market price of the Equity Shares after the Offer.***

Prior to the Offer, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares is proposed to be determined through a book-building process and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be influenced by many factors, some of which are beyond our control, including:

a) the failure of security analysts to cover the Equity Shares after this Offer, or changes in the estimates of our performance by analysts;
b) the activities of competitors and suppliers;
c) future sales of the Equity Shares by our Company or our shareholders;
d) investor perception of us and the industry in which we operate;
e) our quarterly or annual earnings or those of our competitors;
f) developments affecting fiscal, industrial or environmental regulations;
g) the public's reaction to our press releases and adverse media reports; and
h) general economic conditions.

As a result of these factors, investors may not be able to resell their Equity Shares at or above the initial public offering price. In addition, the stock market often experiences price and volume fluctuations that are unrelated or disproportionate to the operating performance of a particular company. These broad market fluctuations and industry factors may materially reduce the market price of the Equity Shares, regardless of our Company's performance. There can be no assurance that the investor will be able to resell their Equity Shares at or above the Offer Price.

75. Currency exchange rate fluctuations may affect the value of the Equity Shares.

The exchange rate between the Rupee and other foreign currencies, including the U.S. Dollar, the British pound sterling, the Euro, the Hong Kong Dollar, the Singapore Dollar and the Japanese Yen, has changed substantially in recent years and may fluctuate substantially in the future. Fluctuations in the exchange rate between the foreign currencies with which an investor may have purchased Rupees may affect the value of the investment in the Company's Equity Shares. Specifically, if there is a change in relative value of the Rupee to a foreign currency, each of the following values will also be affected:

a) the foreign currency equivalent of the Rupee trading price of the Company's Equity Shares in India;
b) the foreign currency equivalent of the proceeds that you would receive upon the sale in India of any of the Company's Equity Shares; and
c) the foreign currency equivalent of cash dividends, if any, on the Company's Equity Shares, which will be paid only in Rupees.

You may be unable to convert Rupee proceeds into a foreign currency of your choice, or the rate at which any such conversion could occur could fluctuate. In addition, the Company's market valuation could be seriously harmed by a devaluation of the Rupee if investors in jurisdictions outside India analyse its value based on the relevant foreign currency equivalent of the Company's results of operations and financial condition.

76. We cannot assure payment of dividends on the Equity Shares in the future.

Our Company has a formal dividend policy as on the date of this Draft Red Herring Prospectus. Our Company, however, has not declared dividends on our Equity Shares during the current Fiscal Year and the last three Fiscal Years. Our ability to pay dividends in the future will depend upon our dividend policy, future results of operations, financial condition, cash flows, working capital requirements and capital expenditure requirements and other factors considered relevant by our directors and shareholders. Our ability to pay dividends may also be restricted under certain financing arrangements that we may enter into. We cannot assure you that we will be able to pay dividends on the Equity Shares at any point in the future. For details pertaining to dividend declared by us in the past, see "*Dividend Policy*" on page 272.

77. The determination of the Price Band is based on various factors and assumptions and the Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Offer. Further, the current market price of some securities listed pursuant to certain previous issues managed by the Book Running Lead Managers is below their respective issue prices.

The determination of the Price Band is based on various factors and assumptions, and has been determined by our Company and the Promoter Selling Shareholder in consultation with the Book Running Lead Managers. Furthermore, the Offer Price of the Equity Shares has been determined by our Company and the Promoter Selling Shareholder in consultation with the Book Running Lead Managers through the Book Building Process. These are based on numerous factors, including factors as described under "*Basis for Offer Price*" beginning on page 119 and may not be indicative of the market price for the Equity Shares after the Offer.

In addition to the above, the current market price of securities listed pursuant to certain previous initial public offerings managed by the Book Running Lead Managers is below their respective issue price. For further details, see "*Other Regulatory and Statutory Disclosures – Price information of past issues handled by the BRLMs*" commencing on page 417. The factors that could affect the market price of the Equity Shares include, among others, broad market trends, financial performance and results of our Company post-listing, and other factors beyond our control. We cannot assure you that an active market will develop or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing.

78. Investors may be subject to Indian taxes arising out of income arising on the sale of and dividend on the Equity Shares.

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares held as investments in an Indian company are generally taxable in India. Any capital gain realized on the sale of listed equity shares on a Stock Exchange held for more than 12 months immediately preceding the date of transfer will be subject to long term capital gains in India at the specified rates depending on certain factors, such as whether the sale is undertaken on or off the Stock Exchanges, the quantum of gains and any available treaty relief. Accordingly, we may be subject to payment of long term capital gains tax in India, in addition to payment of Securities Transaction Tax ("**STT**"), on the sale of any Equity Shares held for more than 12 months immediately preceding the date of transfer. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold.

Further, any capital gains realized on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident and the seller is entitled to avail benefits thereunder, subject to certain conditions. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares. Similarly, any business income realized from the transfer of Equity Shares held as trading assets is taxable at the applicable tax rates subject to any treaty relief, if applicable, to a non-resident seller. Additionally, in terms of the Finance Act, 2018, which has been notified on March 29, 2018 with effect from April 1, 2018, the tax payable by an assessee on the capital gains arising from transfer of long term capital asset (introduced as section 112A of the Income-Tax Act, 1961) shall be calculated on such long-term capital gains at the rate of 10%, where the long-term capital gains exceed ₹100,000, subject to certain exceptions in case of a resident individuals and HUF.

Further, the Finance Act, 2019 has made various amendments in the taxation laws and has also clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non -delivery basis is specified at 0.003% of the consideration amount. These amendments have come into effect from July 1, 2020. Additionally, the Finance Act does not require DDT to be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends.

Further, the Government of India has announced the union budget for the Fiscal 2024, pursuant to which the Finance Bill, 2023 ("**Finance Bill**") has introduced various amendments. Finance Bill proposes to introduce various amendments to taxation laws in India. Please note that the proposed amendments will come into effect only after the President gives his assent to the Finance Bill. We have not fully determined the impact of these recent and proposed laws and regulations on our business. We cannot predict whether any amendments made pursuant to the Finance Act could have an adverse effect on our business, results of operations, cash flows, financial condition and prospects. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

79. ***QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid, and Retail Individual Investors are not permitted to withdraw their Bids after Bid/Offer Closing Date.***

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date. While our Company is required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed including Allotment pursuant to the Offer within six Working Days from the Bid/Offer Closing Date, or such other time period as required under the applicable laws, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

80. ***Holders of Equity Shares could be restricted in their ability to exercise pre-emptive rights under Indian law and could thereby suffer future dilution of their ownership position.***

Under the Companies Act, a company having share capital and incorporated in India must offer holders of its Equity Shares pre-emptive rights to subscribe and pay for a proportionate number of Equity Shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the Equity Shares who have voted on such resolution. However, if the laws of the jurisdiction that holders are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, the holders will be unable to exercise such pre-emptive rights unless we make such a filing. The Company may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to the holders. To the extent that the holders are unable to exercise pre-emptive rights granted in respect of the Equity Shares, they may suffer future dilution of your ownership position and their proportional interests in our Company would be diluted.

81. ***Any future issuance of Equity Shares or convertible securities or other equity linked securities by our Company may dilute holders' shareholding and sales of the Equity Shares by our major shareholders may adversely affect the trading price of the Equity Shares.***

Any future equity issuances by us, including a primary offering, may lead to the dilution of investors' shareholdings in us. Any disposal of Equity Shares by our major shareholders or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of the Equity Shares or incurring additional debt. Additionally, the disposal, pledge or encumbrance of the Equity Shares by any of our significant Shareholders, or the perception that such transactions may occur, may affect the trading price of the Equity Shares. There can be no assurance that we will not issue further Equity Shares or that the shareholders will not dispose of the Equity Shares. Such securities may also be issued at prices below the Offer Price. Any future issuances could also dilute the value of your investment in the Equity Shares. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of the Equity Shares.

82. ***A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.***

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of our Company. Under the Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted.

83. Rights of shareholders of companies under Indian law may be more limited than under the laws of other jurisdictions.

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors' fiduciary duties, responsibilities and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive and widespread as shareholders' rights under the laws of other countries or jurisdictions.

84. The requirements of being a listed company may strain our resources.

We are not a listed company and have historically not been subjected to the compliance requirements and increased scrutiny of our affairs by Shareholders, regulators and the public at large associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the SEBI Listing Regulations which will require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations or cash flows as promptly as other listed companies.

Further, as a listed company, we will be required to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, our management's attention may be diverted from our business concerns, which may adversely affect our business, prospects, financial condition, results of operations and cash flows. In addition, we may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, but we cannot assure you that we will be able to do so in a timely and efficient manner.

85. Investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Offer.

The Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. Investors' book entry, or demat accounts with depository participants in India, are expected to be credited within one working day of the date on which the Basis of Allotment is approved by the Stock Exchanges. The Allotment of Equity Shares in this Offer and the credit of such Equity Shares to the applicant's demat account with depository participant and trading approvals from the Stock Exchanges is expected to be completed within the period as may be prescribed under applicable law. There could be a failure or delay in listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

SECTION IV: INTRODUCTION

THE OFFER

The following table summarizes the details of the Offer:

The Offer of Equity Shares	Up to [●] Equity Shares aggregating up to ₹ [●] million
of which	
Fresh Issue(1)(8)	Up to [●] Equity Shares aggregating up to ₹ 3,000.00 million
Offer for Sale(2)	Up to 8,938,870 Equity Shares aggregating up to ₹ [●] million by the Promoter Selling Shareholder
The Offer consists of	
A) QIB Portion(3) (4)	Not more than [●] Equity Shares
of which	
Anchor Investor Portion	Up to [●] Equity Shares
Net QIB Portion available for allocation to QIBs other than Anchor Investors (assuming Anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares
of which	
Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Up to [●] Equity Shares
Balance of the Net QIB Portion for all QIBs including Mutual Funds	Up to [●] Equity Shares
B) Non-Institutional Portion (5) (6) (7)	Not less than [●] Equity Shares
of which	
One-third of the Non-Institutional Portion, available for allocation to Bidders with an application size between ₹200,000 to ₹1,000,000	[●] Equity Shares
Two-thirds of the Non-Institutional Portion, available for allocation to Bidders with an application size of more than ₹1,000,000	[●] Equity Shares
C) Retail Portion(5) (6)	Not less than [●] Equity Shares
Pre and post Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as of the date of this Draft Red Herring Prospectus)	44,694,352 Equity Shares
Equity Shares outstanding after the Offer	[●] Equity Shares
Use of Net Proceeds by our Company	Please see the section entitled "*Objects of the Offer*" on page 102 for information about the use of the Net Proceeds. Our Company will not receive any proceeds from the Offer for Sale.

(1) The Offer has been authorized by a resolution of our Board of Directors dated March 20, 2023, and a special resolution of our Shareholders in their dated March 21, 2023. The Offer shall be made in accordance with Rule 19(2)(b) of the SCRR.

(2) The Offer has been authorized by a resolution of our Board of Directors dated March 20, 2023 and our Board has taken on record the participation of the Promoter Selling Shareholder in the Offer for Sale pursuant to a resolution dated March 27, 2023. The Promoter Selling Shareholder confirms that the Offered Shares have been held by him for a period of at least one year prior to the filing of this Draft Red Herring Prospectus, and are accordingly eligible for being offered for sale in the Offer in compliance with the SEBI ICDR Regulations. For more details, see "Capital Structure" beginning on page 90. The Promoter Selling Shareholder has confirmed his participation in the Offer for Sale vide consent letter dated March 27, 2023. For further details, please see the section entitled "Other Regulatory and Statutory Disclosures" on page 411.

(3) Our Company and the Promoter Selling Shareholder may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will accordingly be reduced for the shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. 5% of the Net QIB Portion (excluding Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all Net QIB Bidders (other than Anchor Investors),

including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Any unsubscribed portion in the Mutual Fund Portion will be added to Net the QIB Portion and allocated proportionately to the Net QIB Bidders in proportion to their Bids. For details, please see the section entitled "Offer Procedure" on page 432. Allocation to all categories shall be made in accordance with SEBI ICDR Regulations.

(4) *Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories at the discretion of our Company and the Promoter Selling Shareholder in consultation with the BRLMs and the Designated Stock Exchange subject to applicable law. In the event of an undersubscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, the Allotment for the valid Bids will be made in the first instance towards subscription for 90% of the Fresh Issue. Under-subscription, if any, in the QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories. If there remain any balance valid Bids in the Offer, the Allotment for the balance valid Bids will be made pro rata towards Equity Shares offered by the Promoter Selling Shareholder, and thereafter, towards the balance Fresh Issue. For further details, please see the section entitled "Offer Procedure" on page 432.*

(5) *SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹ 500,000, shall use UPI. UPI Bidders using the UPI Mechanism, shall provide their UPI ID in the Bid-cum Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.*

(6) *Allocation to all categories, except Anchor Investors, if any, Non-Institutional Bidders and Retail Individual Bidders, shall be made on a proportionate basis, subject to valid Bids received at or above the Offer Price. The allocation to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis. For details, see "Offer Procedure" on page 432.*

(7) *The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders. The allotment to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.*

(8) *Our Company, in consultation with the Book Running Lead Managers may, undertake a further issue of specified securities through a private placement, preferential issue or any other method as may be permitted under applicable law to any person(s), for cash consideration aggregating up to ₹ 600.00 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC ("**Pre-IPO Placement**"). The price of the specified securities allotted pursuant to the Pre-IPO Placement shall be determined by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to compliance with Rule 19(2)(b) of the SCRR. Upon allotment of Equity Shares issued pursuant to the Pre- IPO Placement and after compliance with requirements prescribed under the Companies Act, our Company may utilise the proceeds from such Pre-IPO Placement towards the objects of the Offer.*

Allocation to Bidders in all categories, except the Anchor Investor Portion, Non-Institutional Investor Portion and the Retail Portion, if any, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be Allocated on a proportionate basis. The allocation to each Non-Institutional Investor shall not be less than ₹ 0.2 million, subject to the availability of Equity Shares in Non-Institutional Investors' category, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis in accordance with the SEBI ICDR Regulations. For further details, please see the section entitled "*Offer Procedure*" on page 432.

For details, including in relation to grounds for rejection of Bids, please see the sections entitled "*Offer Structure*" on pages 432. For details of the terms of the Offer, please see the section entitled "*Terms of the Offer*" on page 422.

SUMMARY FINANCIAL INFORMATION

The following tables set forth summary financial information derived from the Restated Financial Information.

The Restated Financial Information has been prepared, based on financial statements as at and for the six months ended September 30, 2022, September 30, 2021 and the Fiscals 2022, 2021 and 2020. The Restated Financial Information has been prepared in accordance with Ind AS and the Companies Act 2013, restated in accordance with the SEBI ICDR Regulations and are presented in the section entitled "Financial Information" on page 273.

The summary financial information presented below should be read in conjunction with the sections entitled "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 273 and 365, respectively.

[*The remainder of this page has intentionally been left blank*]

RESTATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(₹ in million)

Particulars		As at September 30, 2022	As at September 30, 2021	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
I	**ASSETS**					
1	**NON-CURRENT ASSETS**					
	(a) Property, plant and equipment	551.86	412.07	558.50	414.76	320.00
	(b) Capital work in progress	308.62	124.68	147.57	1.10	34.75
	(c) Right of use assets	0.37	1.10	0.73	1.47	2.20
	(d) Goodwill	-	-	-	-	-
	(e) Other intangible assets	2.17	3.03	2.60	3.47	4.33
	(f) Investment in subsidiaries and associates	-	-	-	-	-
	(g) Financial assets					
	(i) Investments (others)	-	-	-	-	6.25
	(ii) Other financial assets	23.78	13.50	14.31	13.39	13.81
	(h) Other non-current assets	48.98	5.13	22.82	2.91	6.63
	(i) Income-tax assets (Net)	-	-	-	-	-
	Total Non-Current Assets (A)	935.78	559.52	746.54	437.09	387.97
2	**CURRENT ASSETS**					
	(a) Inventories	260.91	219.04	200.60	178.60	97.46
	(b) Financial assets					
	(i) Trade receivables	453.75	337.93	412.07	330.40	273.30
	(ii) Cash and cash equivalents	0.14	0.08	0.07	0.08	0.05
	(iii) Other bank balances	22.16	0.33	0.73	59.34	4.84
	(iv) Loans	0.13	0.08	0.27	0.01	0.59
	(v) Other financial assets	0.06	0.23	0.16	9.20	0.22
	(c) Other current assets	21.23	34.68	20.25	13.44	14.69
	Total Current Assets (B)	**758.38**	**592.37**	**634.15**	**591.08**	**391.16**
	TOTAL ASSETS (A+B)	**1,694.16**	**1,151.88**	**1,380.68**	**1,028.17**	**779.13**
II	**EQUITY AND LIABILITIES**					
1	**EQUITY**					
	(a) Equity share capital	111.74	111.74	111.74	111.74	27.93
	(b) Other equity	676.47	479.89	575.23	381.44	298.36
	Total Equity (A)	**788.21**	**591.62**	**686.96**	**493.18**	**326.30**
2	**LIABILITIES**					
2.1	**NON-CURRENT LIABILITIES**					
	(a) Financial liabilities					
	(i) Borrowings	341.63	78.22	193.00	95.79	77.92
	(ii) Lease liabilities	-	0.83	-	0.83	1.59
	(b) Long-term provisions	0.67	1.65	1.21	1.42	3.90
	(c) Deferred tax liabilities (net)	20.16	15.37	18.20	14.48	8.50
	Total Non-current Liabilities (B)	**362.47**	**96.07**	**212.40**	**112.52**	**91.91**

Particulars		As at September 30, 2022	As at September 30, 2021	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
2.2	**CURRENT LIABILITIES**					
	(a) Financial liabilities					
	(i) Borrowings	264.55	236.24	226.35	154.51	175.34
	(ii) Lease liabilities	0.41	0.38	0.83	0.76	0.70
	(iii) Trade Payables					
	(A) Total outstanding dues of micro enterprises and small enterprises	74.37	31.00	40.03	48.87	36.92
	(B) Total outstanding dues of creditors other than micro enterprises and small enterprises	163.93	143.87	169.30	181.79	113.03
	(iv) Other financial liabilities	0.54	0.50	0.41	0.65	0.40
	(b) Short-term provisions	2.08	3.71	2.63	2.10	2.15
	(c) Other current liabilities	35.34	38.30	33.20	33.80	31.19
	(d) Current tax liabilities (net)	2.27	10.21	8.57	-	1.18
	Total Current Liabilities	**543.49**	**464.19**	**481.32**	**422.48**	**360.92**
	TOTAL EQUITY AND LIABILITIES (A+B+C)	**1,694.16**	**1,151.88**	**1,380.68**	**1,028.17**	**779.13**

RESTATED SUMMARY STATEMENT OF PROFIT AND LOSS

(₹ in million)

	Particulars	September 30, 2022	September 30, 2021	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2020
1	Revenue from operations	879.12	698.41	1,456.41	1,329.49	1,209.26
2	Other Income	6.06	3.12	8.01	31.93	1.73
3	**Total Revenue (1 + 2)**	**885.18**	**701.53**	**1,464.42**	**1,361.42**	**1,210.99**
4	**Expenses**					
	(a) Cost of materials consumed	574.83	412.98	894.84	896.09	732.66
	(b) Changes in inventories of finished goods & work-in-progress	(16.92)	(15.27)	(31.75)	(62.24)	34.47
	(c) Employee benefits expense	76.98	73.23	144.71	128.02	120.79
	(d)Finance costs	12.61	12.97	24.74	16.85	28.31
	(e) Depreciation and amortisation expense	12.98	12.11	24.76	18.35	15.95
	(f) Other expenses	87.15	73.89	148.32	142.16	137.06
	Total Expenses (4)	**747.64**	**569.91**	**1,205.63**	**1,139.24**	**1,069.24**
5	**Profit before tax and share of profits or loss of associates (3) – (4)**	**137.54**	**131.62**	**258.80**	**222.18**	**141.75**
6	**Share of profit of associate**	-	-	-	-	-
7	**Profit/(Loss) before tax (5 – 6)**	**137.54**	**131.62**	**258.80**	**222.18**	**141.75**
8	Tax Expense					
	(a) Current tax					
	(i) Current tax for current year	34.01	31.94	63.24	51.07	33.76
	(ii) Current tax for the earlier years	0.48	-	-	(1.51)	1.05
	(b) Deferred tax					
	(i) Deferred tax for current year	1.92	0.97	3.23	5.92	3.11
	Total Tax Expense (8)	**36.41**	**32.92**	**66.47**	**55.48**	**37.92**
9	**Profit/(Loss) for the period/year (7 – 8)**	**101.13**	**98.70**	**192.33**	**166.70**	**103.83**
10	**Other comprehensive income/(loss)**					
	(A) Items that will not be reclassified to profit or loss					
	(a) Remeasurements of the employees defined benefit plans	0.16	(0.34)	1.95	0.24	0.48
	(b) Income tax relating to above items	(0.04)	0.09	(0.49)	(0.06)	(0.12)
	(c) fair value changes of FVOCI equity instruments	-	-	-	-	-
	(d) Income tax relating to above items	-	-	-	-	-
	Total other comprehensive income (10)	**0.12**	**(0.26)**	**1.46**	**0.18**	**0.36**
11	**Total comprehensive income/(Loss) for the period/year (9 + 10)**	**101.25**	**98.45**	**193.79**	**166.88**	**104.19**
12	**Earnings per equity share (Face value of share of Rs. 10 each)**					
	(a) Basic earning per share	2.26	2.21	4.30	3.73	2.32

Particulars		September 30, 2022	September 30, 2021	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2020
	(b) Diluted earning per share	2.26	2.21	4.30	3.73	2.32

RESTATED SUMMARY STATEMENT OF CASH FLOWS

(₹ in million)

Particulars	September 30, 2022	September 30, 2021	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2020
A. CASH FLOW FROM OPERATING ACTIVITIES					
Net profit before taxes	137.54	131.62	258.80	222.18	141.75
Adjustments for:					
Depreciation and amortisation expenses	12.98	12.11	24.76	18.35	15.95
Finance costs	12.61	12.97	24.74	16.85	28.31
(Gain) / Loss on foreign currency transactions / translations	-	-	-	-	0.05
(Gain) / Loss on sale of assets	-	0.54	0.54	(5.95)	-
Net (Gain) / Loss arising on financial asset designated as at fair value through profit and loss (FVTPL)	-	-	-	-	3.75
Allowance for doubtful debts	0.37	0.31	0.40	0.14	0.22
Interest income	(0.20)	(0.16)	(0.48)	(0.70)	(0.63)
Sundry balances no longer payable written back (Net)	(0.84)	-	-	-	-
Operating profit before changes in operating assets and liabilities	**162.46**	**157.38**	**308.76**	**250.87**	**189.39**
Changes in operating assets and liabilities					
(Increase) / Decrease in Trade receivables	(42.05)	(7.84)	(82.08)	(57.24)	(11.54)
(Increase) / Decrease in Inventories	(60.31)	(40.44)	(22.00)	(81.13)	35.67
(Increase) / Decrease in Loans	0.14	(0.06)	(0.26)	0.58	(0.52)
(Increase) / Decrease in Other Financial Assets	(9.47)	8.86	8.04	(8.55)	(2.47)
(Increase) / Decrease in Other Current Assets	(0.98)	(21.23)	(6.81)	1.25	0.24
(Increase) / Decrease in Other Non Current Assets	(0.00)	0.00	0.00	(2.62)	-
Increase / (Decrease) in Trade Payables	29.81	(55.78)	(21.32)	80.71	19.29
Increase / (Decrease) in Other Financial Liabilities	0.13	(0.15)	(0.24)	-	(0.43)
Increase / (Decrease) in Provisions	(0.93)	1.49	2.26	(2.29)	5.59
Increase / (Decrease) in Other Liabilities	2.13	4.50	(0.59)	2.85	10.24
Cash generated from operations	**80.93**	**46.72**	**185.77**	**184.41**	**245.46**
Direct Taxes Paid	(40.79)	(21.73)	(54.68)	(50.74)	(39.45)
Net cash flow from/ (used in) operating activities	**40.14**	**24.99**	**131.10**	**133.67**	**206.01**
B. CASH FLOW FROM INVESTING ACTIVITIES					

Particulars	September 30, 2022	September 30, 2021	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2020
Payments for acquisition of Property, plant and equipment	(166.59)	(133.39)	(314.57)	(77.86)	(126.53)
Proceeds from sale of Property, plant and equipment	-	0.65	0.65	-	0.00
Capital advances	(26.16)	(2.22)	(19.91)	6.34	20.23
Sale of Investments	-	-	-	12.20	-
Interest Received	0.30	0.16	0.56	0.69	0.74
Net cash flow from / (used in) investing activities (B)	**(192.46)**	**(134.81)**	**(333.27)**	**(58.63)**	**(115.56)**
C. CASH FLOW FROM FINANCING ACTIVITIES					
Proceeds from Long-term borrowings	186.48	5.30	141.10	63.60	45.17
Repayment of Long-term borrowings	(20.95)	(30.62)	(54.38)	(45.73)	(66.24)
Proceeds from / (repayment) of short-term borrowings	21.31	89.47	82.32	(20.83)	(35.86)
Principal lease payments	(0.45)	(0.45)	(0.90)	(0.90)	(0.90)
Other interest payments	(12.58)	(12.90)	(24.60)	(16.65)	(28.05)
Net cash flow from / (used in) financing activities (C)	**173.81**	**50.80**	**143.54**	**(20.51)**	**(85.89)**
Net increase / (decrease) in cash and cash equivalents (A+B+C)	**21.49**	**(59.02)**	**(58.63)**	**54.53**	**4.56**
Add: Cash and cash equivalents at the beginning of the year	0.79	59.43	59.43	4.90	0.34
Cash and cash equivalents at the end of the year					
Cash in hand	0.14	0.08	0.07	0.08	0.05
Balances with bank in current accounts	22.16	0.33	0.73	59.34	4.84
Total	**22.29**	**0.41**	**0.79**	**59.43**	**4.90**

GENERAL INFORMATION

Our Company was incorporated as "SPC Life Sciences Private Limited", as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated June 15, 2005 issued by the RoC. Subsequently, upon the conversion of our Company into a public limited company, pursuant to a resolution passed by our Shareholders on March 2, 2023 the name of our Company was changed to "SPC Life Sciences Limited" and a fresh certificate of incorporation dated March 17, 2023 was issued by the RoC.

For details of the business of our Company, see "*Our Business*" on page 208.

Registered and Corporate Office:

The address and certain other details of our Registered and Corporate Office are as follows:

SPC Life Sciences Limited
284/1, 2 & 3
GIDC Estate, Makarpura
Vadodara – 390 010
Gujarat, India
Telephone: +91 265 2658894
E-mail: cs@spcls.co.in
Website: www.spcls.co.in

For details in relation to the change in the registered office of our Company, see "*History and Certain Corporate Matters – Changes in our Registered Office*" on page 244.

Corporate identity number: U24230GJ2005PLC046252

Registration number: 046252

Address of the RoC

Our Company is registered with the RoC situated at the following address:

Registrar of Companies, Gujarat at Ahmedabad
ROC Bhavan, Opp. Rupal Park Society
Behind Ankur Bus Stop
Naranpura, Ahmedabad – 380 013
Gujarat, India

Filing

A copy of this Draft Red Herring Prospectus is being filed electronically through the SEBI intermediary portal at https://siportal.sebi.gov.in, in accordance with SEBI circular bearing reference SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 and has been emailed to SEBI as specified in Regulation 25(8) of the SEBI ICDR Regulations at cfddil@sebi.gov.in, in accordance with the instructions issued by the SEBI on March 27, 2020, in relation to "Easing of Operational Procedure – Division of Issues and Listing – CFD". It will also be filed with SEBI at:

Securities and Exchange Board of India
SEBI Bhavan, Plot No. C4 A, 'G' Block
Bandra Kurla Complex
Bandra (E), Mumbai 400 051
Maharashtra, India

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act will be filed with the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act will be filed with the RoC at its office and through the electronic portal at https://www.mca.gov.in/mcafoportal/login.do.

Board of Directors

The Board of our Company as on the date of this Draft Red Herring Prospectus comprises the following:

Name	Designation	DIN	Address
Snehal Ravjibhai Patel	Managing Director	00165190	42, Antica Green Woods, Khanpur Ankodia Road, Sevasi, Vadodara – 391 101, Gujarat, India
Ravjibhai Dudabhai Dudhat	Whole-time Director	00030853	72, Alka Society, Opp. Akota Atithi Gruh, Akota, Vadodara – 390 020, Gujarat, India
Mili Snehal Patel	Whole-time Director	00030884	42, Antica Green Woods, Khanpur Ankodia Road, Sevasi, Vadodara – 391 101, Gujarat, India
Kiran Kumar Shah	Independent Director	10049409	S. No. 210, Flat No. 601, Hissa No. 3, Lunkad Amazon, B-1, Viman Nagar, Pune City, Pune – 411 014, Maharashtra, India
Maulik Chandraketu Mehta	Independent Director	00010848	103, Riddi Siddhi Floresiya – 2, Abhishek Colony, Gotri, Racecourse, Vadodara – 390 007, Gujarat, India
Shekhar Shreedhar Khanolkar	Independent Director	02202839	Room no. 2202, Solitare Wadhwa, Adi Shankaracharya Road, Powai – 400 076, Mumbai, India

For brief profiles and further details of our Board, please see the section entitled "*Our Management*" on page 247.

Company Secretary and Compliance Officer

Hardik Kailash Makwana
284/1, 2 & 3
GIDC Estate, Makarpura
Vadodara – 390 010
Gujarat, India
Telephone: +91 265 2658894
E-mail: cs@spcls.co.in

Investor grievances

Investors can contact the Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc.

All Offer related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder and ASBA Account number (for Bidders other than UPI Bidders using the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), in case of UPI Bidders using the UPI Mechanism.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or first Bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the names and addresses of the BRLMs where the Anchor Investor Application Form was submitted by the Anchor Investor.

Book Running Lead Managers

Ambit Private Limited
Ambit House, 449, Senapati Bapat Marg
Lower Parel, Mumbai 400 013
Maharashtra, India
Telephone: + 91 22 6623 3030
E-mail: spc.ipo@ambit.co
Investor Grievance E-mail: customerservicemb@ambit.co
Website: www.ambit.co
Contact person: Nikhil Bhiwapurkar/ Miraj Sampat
SEBI registration number: INM000010585

HDFC Bank Limited
Investment Banking Group, Unit No. 401 & 402,
4th Floor, Tower B, Peninsula Business Park,
Lower Parel, Mumbai 400 013
Maharashtra, India
Telephone: +91 22 3395 8233
E-mail: spclife.ipo@hdfcbank.com
Investor grievance e-mail: investor.redressal@hdfcbank.com
Website: www.hdfcbank.com
Contact person: Kunal Thakkar / Dhruv Bhavsar
SEBI registration no.: INM000011252

Syndicate Members

[●]

Legal Counsel to our Company

J. Sagar Associates
Vakils House
18 Sprott Road, Ballard Estate
Mumbai 400 001
Maharashtra, India
Telephone: +91 22 4341 8600

Legal Counsel to the BRLMs

IndusLaw
#1502/03 B, 15th Floor
Tower-1C, "One World Centre"
Senapati Bapat Marg, Lower Parel – 400 013
Maharashtra, India

Statutory Auditors of our Company

CNK & Associates LLP, Chartered Accountants
The Nirat
3rd Floor, 18 – Windward Business Park
Behind Emerald One Complex, Jetalpur Road
Vadodara – 390 007
Gujarat, India
Tel: +91 265 2343483
E-mail: alok@cnkindia.com

Firm Registration Number: 101961W/W-100036
Peer Review Number: 013232

Registrar to the Offer

Link Intime India Private Limited
C-101, 1st Floor
247 Park, L.B.S. Marg, Vikhroli West
Mumbai 400 083
Maharashtra, India
Tel: +91 810 811 4949
E-mail: spclifesciences.ipo@linkintime.co.in
Website: www.linkintime.co.in
Investor grievance e-mail: spclifesciences.ipo@linkintime.co.in
Contact Person: Shanti Gopalkrishnan
SEBI Registration No.: INR000004058

Bankers to the Offer

Escrow Collection Bank(s)

[●]

Refund Bank(s)

[●]

Public Offer Account Bank(s)

[●]

Sponsor Bank(s)

[●]

Bankers to the Company

HDFC Bank Limited
HDFC Bank House
Senapati Bapat Marg
Lower Parel (W), Mumbai – 400 013
Maharashtra, India
Telephone: 9998321135
Email: Ashit.Goswami@hdfcbank.com
Website: www.hdfcbank.com
Contact person: Ashit Goswami

State Bank of India
SCB Baroda Branch
2nd Floor, Trident Complex
Opp. G.E.R.I., Near Race Course
Vadodara- 390 007
Gujarat, India
Telephone: +91 0265 231 0353
Email: sbi.04086@sbi.co.in
Website: www.sbi.co.in
Contact person: Ravi Solanki

Designated Intermediaries

Self-Certified Syndicate Banks

The list of SCSBs notified by SEBI for the ASBA process is available at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes on the SEBI website, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated Branches of the SCSBs with which an ASBA Bidder (other than an UPI Bidders using the UPI mechanism), not Bidding through Syndicate/Sub Syndicate or through a Registered Broker, may submit the ASBA Forms is available at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 on the SEBI website, and at such other websites as may be prescribed by SEBI from time to time.

Further, the branches of the SCSBs where the Designated Intermediaries could submit the ASBA Form(s) of Bidders (other than UPI Bidders) is provided on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

Syndicate SCSB branches

In relation to Bids (other than Bids by Anchor Investors and RIBs) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the Members of the Syndicate is available on the website of the SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35, which may be updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35 or any such other website as may be prescribed by SEBI from time to time.

SCSBs and mobile applications enabled for UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders using the UPI mechanism may only apply through the SCSBs and mobile applications (apps) using the UPI handles whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI mechanism is provided as Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. A list of SCSBs and mobile applications, which are live for applying public issues using UPI mechanism is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43, respectively and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.

Registered Brokers

Bidders can submit ASBA Forms in the Offer using the stock broker network of the stock exchange, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx? and www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?andwww.nseindia.com/products/content/equities/ipos/asba_procedures.htm respectively, or such other websites as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, or such other websites as updated from time to time.

Experts

Except as stated below, our Company has not obtained any expert opinions:

a) Our Company has received written consent from our Statutory Auditors holding a valid peer review certificate from ICAI to include their name as "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors and in respect of their examination report dated March 23, 2023, on our Restated Financial Information and on the statement of special tax benefits dated March 27, 2023 included in this Draft Red Herring Prospectus, and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under Securities Act.

b) Our Company has received written consents dated March 27, 2023, from the Chartered Engineer, to include their name as an "expert" as defined under Section 2(38) and Section 2(65) of the Companies Act, 2013, to the extent and in their capacity as the independent chartered engineer and in respect of the certificates issued by them and the contents of which have been included in this Draft Red Herring Prospectus. Such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under Securities Act.

Changes in Auditors

There has been no change in our statutory auditors in the three years preceding the date of this Draft Red Herring Prospectus.

Monitoring Agency

Our Company shall appoint a monitoring agency for monitoring the utilisation of the Net Proceeds from the Fresh Issue under Regulation 41 of the SEBI ICDR Regulations prior to filing of the Red Herring Prospectus.

Appraising entity

None of the objects of the Offer for which the Net Proceeds will be utilised have been appraised by any agency. Accordingly, no appraising entity has been appointed in relation to the Offer.

Grading of the Offer

No credit rating agency registered with SEBI has been appointed for grading the Offer.

Statement of inter-se allocation of responsibilities amongst the Book Running Lead Managers

The responsibilities and coordination by the Book Running Lead Managers for various activities in the Offer are as follows:

Sr. No.	Activity	Responsibility	Co-ordinator
1.	Capital Structuring with relative components and formalities such as type of instruments, etc.	All BRLMs	Ambit
2.	Due diligence of Comp'ny's operations / management / business plans / legal etc. Drafting and design of Draft Red Herring Prospectus, Red Herring Prospectus including memorandum containing salient features of the Prospectus. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalization of Prospectus and RoC filing, follow up and coordination till final approval from all regulatory authorities. Coordination for all agreements.	All BRLMs	Ambit

Sr. No.	Activity	Responsibility	Co-ordinator
3.	Drafting and approval of all statutory advertisement	All BRLMs	Ambit
4.	Drafting and approval of all publicity material other than statutory advertisement including media monitoring, corporate advertisement, brochure etc. and coordination for media compliance report	All BRLMs	HDFC Bank
5.	Appointment of intermediaries viz., Regist'ar's, Printers and Advertising Agency including coordination of agreements to be entered into with such intermediaries	All BRLMs	Ambit
6.	Appointment of other intermediaries viz., Monitoring Agency, share escrow agent and Banker(s) to the Offer, Sponsor Banks including coordination of agreements to be entered into with such intermediaries	All BRLMs	HDFC Bank
7.	Preparation of road show presentation and FAQs	All BRLMs	Ambit
8.	International Institutional marketing strategy of the Offer, which will cover, inter alia, • Finalize the list and division of investors for one to one meetings, institutional allocation in consultation with the Company; and • Finalizing the road show schedule and investor meeting schedules;	All BRLMs	Ambit
9.	Domestic institutional marketing of the Issue, which will cover, inter alia: • Marketing Strategy • Finalising the list and division of domestic investors for one-to-one meetings • Finalising domestic road show and investor meeting schedules	All BRLMs	HDFC Bank
10.	Non-institutional marketing of the Offer, which will cover, inter alia, • Finalize media, marketing and public relations strategy; and • Formulating strategies for marketing to non-institutional investors	All BRLMs	HDFC Bank
11.	Retail marketing of the Offer, which will cover, inter alia, • Formulating marketing strategies, preparation of publicity budget • Finalize Media and PR strategy • Finalizing centres for holding conferences for press/media, investors and brokers; • Finalising brokers for the Offer; • Finalising collection centres; and • Follow-up on distribution of publicity and Offer material including form, prospectus and deciding on the quantum and distribution of the publicity and Offer material including offer documents, application forms and abridged prospectus	All BRLMs	Ambit
12.	Co-ordination with Stock Exchanges for Anchor coordination, Anchor CAN and intimation of anchor allocation (pre and post completion of Anchor Investor Bidding Period), Book Building software, bidding terminals and mock trading, payment of 1% security deposit.	All BRLMs	HDFC Bank
13.	Managing the book and finalization of pricing, in consultation with the Company	All BRLMs	Ambit
14.	Post-Offer activities, management of escrow accounts, essential follow-up steps including follow-up with Banker(s) to the Offer and Self Certified Syndicate Banks to get quick estimates of subscription and advising the Issuer about the closure of the Offer, finalization of basis of allotment after weeding out the technical rejections. Coordination with various agencies connected with the post-offer activity such as registrars to the Offer, Banker(s) to the Offer, Self-Certified Syndicate Banks and underwriters etc., listing of instruments, demat credit and refunds/ unblocking of funds announcement of allocation and dispatch of refunds to Bidders, etc., payment of the applicable STT. Coordination with SEBI and Stock Exchanges for refund of 1% security deposit.	All BRLMs	HDFC Bank

Credit rating

As this is an Offer consisting only of Equity Shares, there is no requirement to obtain credit rating for the Offer.

Debenture trustees

As this is an Offer consisting only of Equity Shares, the appointment of debenture trustees is not required.

Green shoe option

No green shoe option is contemplated under the Offer.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus and the Bid cum Application Forms and the Revision Forms within the Price Band. Price Band and minimum Bid Lot which will be decided by our Company and the Promoter Selling Shareholder, in consultation with the BRLMs and, will be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of [●] (a widely circulated Gujarati regional daily newspaper, Gujarati being the regional language in Gujarat where our Registered and Corporate Office is located), at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their respective websites. The Offer Price shall be determined by our Company and the Promoter Selling Shareholder, in consultation with the BRLMs after the Bid/Offer Closing Date. For details, please see the section entitled "*Offer Procedure*" on page 432.

All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Offer by providing details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs and Sponsor Bank, as the case may be. The Retail Individual Bidders shall participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by SCSBs; or (b) through the UPI Mechanism. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism. This circular has come into force for initial public offers opening on or after May 1, 2022 and the provisions of these circular form part of this Draft Red Herring Prospectus. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders (subject to the Bid Amount being up to ₹ 200,000) can revise their Bids during the Bid/Offer Period and withdraw their Bids until the Bid/Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Allocation to the Anchor Investors will be on a discretionary basis, while allocation to QIBs (other than Anchor Investors) will be on a proportionate basis.

For further details on the method and procedure for Bidding and book building procedure, please see the sections entitled "*Terms of the Offer*", "*Offer Structure*" and "*Offer Procedure*" on pages 422, 429 and 432, respectively.

The Book Building Process under the SEBI ICDR Regulations and the Bidding process are subject to change from time to time. Investors are advised to make their own judgment about an investment through this process prior to submitting a Bid.

Bidders should note the Offer is also subject to: (i) obtaining final listing and trading approvals from the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) filing of the Prospectus with the RoC.

Our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Offer. The Promoter Selling Shareholder has specifically confirmed that he will comply with the SEBI ICDR Regulations and any other directions issued by SEBI, as applicable to the Promoter Selling Shareholder, in relation to the Offered Shares. In this regard, our Company and the Promoter Selling Shareholder have appointed the BRLMs to manage this Offer and procure Bids for this Offer.

Underwriting Agreement

After the determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC, our Company and the Promoter Selling Shareholder will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be issued/offered through the Offer. The extent of underwriting obligations and the Bids to be underwritten in the Offer shall be as per the Underwriting Agreement.

The Underwriting Agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and will be executed after determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC. This portion has been intentionally left blank and will be completed before filing the Prospectus with the RoC.).

Name, address, telephone number and e-mail address of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten (in ₹ million)
[●]	[●]	[●]

The abovementioned underwriting commitment are provided for indicative purposes only and will be finalised after determination of Offer Price and finalisation of Basis of Allotment and subject to the provisions of the SEBI ICDR Regulations.

In the opinion of the Board of Directors (based on representations made to our Company by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). The Board of Directors/ IPO Committee, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment set forth in the table above.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors respectively procured by them in accordance with the Underwriting Agreement. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscribers for or subscribe to the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement. The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and will be executed after determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC.

CAPITAL STRUCTURE

The share capital of our Company, as at the date of this Draft Red Herring Prospectus, is set forth below:

(In ₹, except share data)

Sr. No	Particulars	Aggregate nominal value at face value	Aggregate value at Offer Price*
A	**AUTHORIZED SHARE CAPITAL(1)**		
	60,000,000 Equity Shares	600,000,000	-
B	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	44,694,352 Equity Shares	446,943,520	-
C	**PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS**		
	Offer of up to [●] Equity Shares aggregating up to ₹ [●] million	[●]	[●]
	Of which:		
	Fresh Issue of up to [●] Equity Shares aggregating up to ₹ 3,000 million(2)(4)	[●]	[●]
	Offer for Sale of up to 8,938,870 Equity Shares aggregating up to ₹ [●] million(3)	[●]	[●]
D	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE OFFER**		
	[●] Equity Shares (assuming full subscription in the Offer)*	[●]	-
E	**SECURITIES PREMIUM ACCOUNT** (in ₹ million)		
	Before the Offer		Nil
	After the Offer*		[●]

* *To be updated upon finalisation of the Offer Price.*

(1) *For details in relation to the changes in the authorised share capital of our Company in the last 10 years, see "History and Certain Corporate Matters – Amendments to the Memorandum of Association" on page 244.*

(2) *The Offer has been authorized by a resolution of our Board dated March 20, 2023, and a special resolution of our Shareholders dated March 21, 2023.*

(3) *The Promoter Selling Shareholder has confirmed his participation in the Offer for Sale vide his consent letter dated March 27, 2023 and our Board has taken on record the participation of the Promoter Selling Shareholder in the Offer for Sale pursuant to a resolution dated March 27, 2023. The Promoter Selling Shareholder confirms that the Offered Shares has been held in accordance with Regulation 8 of the ICDR Regulations. For further information, please see the sections entitled "The Offer" and "Other Regulatory and Statutory Disclosures" on pages 72 and 411, respectively.*

(4) *Our Company, in consultation with the Book Running Lead Managers may, undertake a further issue of specified securities through a private placement, preferential issue or any other method as may be permitted under applicable law to any person(s), for cash consideration aggregating up to ₹ 600.00 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC ("**Pre-IPO Placement**"). The price of the specified securities allotted pursuant to the Pre-IPO Placement shall be determined by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to compliance with Rule 19(2)(b) of the SCRR.*

NOTES TO THE CAPITAL STRUCTURE

1. SHARE CAPITAL HISTORY OF OUR COMPANY

(a) The history of the Equity Share capital of our Company is set out in the table below:

Date of allotment	Number of Equity Shares allotted	Details of allottees	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Reason/ Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
On incorporation	10,000	5,000 Equity Shares subscribed by Ravjibhai Dudabhai Dudhat and 5,000 Equity Shares subscribed by Mili Snehal Patel.	10	10	Cash	Initial subscription to the Memorandum of Association	10,000	100,000
March 28, 2007 (1)	1,371,272	92,338 Equity Shares allotted to Ravjibhai Dudabhai Dudhat, 342,056 Equity Shares allotted	10	10	Cash	Rights Issue	1,381,272	13,812,720

Date of allotment	Number of Equity Shares allotted	Details of allottees	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Reason/ Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
		to Sangitaben Ravjibhai Dudhat, 219,726 Equity Shares allotted to Snehal Ravjibhai Patel, 308,821 Equity Shares allotted to Tejas Ravjibhai Patel, 208,331 Equity Shares allotted to Gordhanbhai Arjanbhai Dudhat, 5,000 Equity Shares allotted to Babubhai Premjibhai Nakrani, 5,500 Equity Shares allotted to Dhirubhai Premjibhai Nakrani, 10,300 Equity Shares allotted to Nanjibhai Premjibhai Nakrani, 6,000 Equity Shares allotted to Bhimjibhai Prabhatbhai Dudhat, 1,800 Equity Shares allotted to Rameshbhai Dayabhai Dudhat, 10,000 Equity Shares allotted to Anjanaben Chhatrabhuj Mandanka, 60,000 Equity Shares allotted to Chhatrabhuj Chakubhai Mandanka, 10,000 Equity Shares allotted to Karshanbhai Chakubhai Mandanka, 10,000 Equity Shares allotted to Mavjibhai Chakubhai Mandanka, 10,000 Equity Shares allotted to Nanuben Chakubhai Mandanka, 7,100 Equity Shares allotted to Dahyabhai Dudabhai Patel, 10,000 Equity Shares allotted to Fulabhai Haribhai Ghadia, 20,000 Equity Shares allotted to Kalyanbhai Shambhubhai Nakrani, 19,500 Equity Shares allotted to Gopalbhai Chakubhai Mandanka, 10,000 Equity Shares allotted to Manubhai Haribhai Ghadia and 4,800 Equity Shares allotted to Punabhai Prabhatbhai Dudhat.						
November 15, 2010[(2)]	618,728	280,000 Equity Shares allotted to Snehal Ravjibhai Patel, 302,325 Equity Shares allotted to Tejas Ravjibhai Patel, and 36,403 Equity Shares allotted to Genesis Organics Private Limited.	10	10	Cash	Rights Issue	2,000,000	20,000,000
May 31, 2011[(3)]	293,397	Allotted to Genesis Organics Private Limited.	10	10	Cash	Rights Issue	2,293,397	22,933,970
March 2, 2015	500,000	Allotted to Snehal Ravjibhai Patel.	10	40	Cash	Rights Issue	2,793,397	27,933,970
March 19, 2021	8,380,191	68,802 Equity Shares were allotted to Ravjibhai Dudabhai Dudhat, 68,802 Equity Shares were allotted to Sangitaben Ravjibhai Dudhat, 15,000 Equity Shares were allotted to Mili	10	Nil	N.A.	Bonus Issue	11,173,588	111,735,880

Date of allotment	Number of Equity Shares allotted	Details of allottees	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Reason/ Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
		Snehal Patel and 8,227,587 Equity Shares were allotted to Snehal Ravjibhai Patel.						
November 16, 2022	33,520,764	275,208 Equity Shares were allotted to Ravjibhai Dudabhai Dudhat, 275,208 Equity Shares were allotted to Sangitaben Ravjibhai Dudabhai Dudhat, 60,000 Equity Shares were allotted to Mili Snehal Patel and 32,910,348 Equity Shares were allotted to Snehal Ravjibhai Patel.	10	Nil	N.A.	Bonus Issue	44,694,352	446,943,520

(1) Comprises the allotment of 190,000 Equity Shares and 1,181,272 Equity Shares for which the share application money was received by the Company in the Financial Years 2006 and 2007, respectively.

(2) Comprises the allotment of 338,728 Equity Shares and 280,000 Equity Shares for which the share application money was received by the Company in the Financial Years 2008 and 2010, respectively.

(3) The share application money was received by the Company in the Financial Year 2008.

(b) This history of issuance of preference shares by our Company:

Our Company does not have any preference share capital as on the date of the Draft Red Herring Prospectus.

2. **ISSUE OF EQUITY SHARES WHICH MAY BE AT A PRICE LOWER THAN THE OFFER PRICE**

Except for the below allotment(s), our Company has not issued any Equity Shares during a period of one year preceding the date of this Draft Red Herring Prospectus.

Date of allotment	Number of equity shares allotted	Details of allottees	Whether allottees are part of the Promoter Group	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Reason/Nature of allotment or transfer
November 16, 2022	33,520,764	275,208 Equity Shares were allotted to Ravjibhai Dudabhai Dudhat, 275,208 Equity Shares were allotted to Sangitaben Ravjibhai Dudhat, 60,000 Equity Shares were allotted to Mili Snehal Patel and 32,910,348 Equity Shares were allotted to Snehal Ravjibhai Patel.	Yes	10	Nil	Bonus Issue	NA

3. **ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH OR OUT OF REVALUATION RESERVES**

(a) Our Company has not issued any equity shares out of revaluation reserves since its incorporation.

(b) Other than the bonus issues as detailed below, our Company has not issued any Equity Shares for consideration other than cash. Further, except as disclosed below, no benefits have accrued to our Company on account of allotment of Equity Shares for consideration other than cash:

Date of allotment	No. of Equity Shares allotted	Name of allottees	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Reason for allotment	Benefits accrued to our Company
March 19, 2021	8,380,191	68,802 Equity Shares were allotted to Ravjibhai Dudabhai Dudhat, 68,802 Equity Shares were allotted to Sangitaben Ravjibhai Dudhat, 15,000 Equity Shares were allotted to Mili Snehal Patel and 8,227,587 Equity Shares were allotted to Snehal Ravjibhai Patel.	10	Nil	Bonus Issue	NA
November 16, 2022	33,520,764	275,208 Equity Shares were allotted to Ravjibhai Dudabhai Dudhat, 275,208 Equity Shares were allotted to Sangitaben Ravjibhai Dudhat, 60,000 Equity Shares were allotted to Mili Snehal Patel and 32,910,348 Equity Shares were allotted to Snehal Ravjibhai Patel.	10	Nil	Bonus Issue	NA

4. **OFFER OF EQUITY SHARES PURSUANT TO SCHEMES OF ARRANGEMENT**

As of the date of this Draft Red Herring Prospectus, our Company has not allotted any Equity Shares in terms of any scheme of arrangement approved under Sections 391-394 of the Companies Act, 1956 or Sections 230-234 of the Companies Act, 2013.

5. **HISTORY OF THE EQUITY SHARE CAPITAL HELD BY OUR PROMOTER, PROMOTER'S CONTRIBUTION AND LOCK-IN**

(a) As on the date of this Draft Red Herring Prospectus, our Promoter holds 43,880,464 Equity Shares, equivalent to 98.18 % of the issued, subscribed and paid-up Equity Share capital of our Company. All Equity Shares issued to our Promoter were fully-paid up at the time of allotment.

(b) ***Build-up of our Promoter's equity shareholding in our Company***

The build-up of the equity shareholding of our Promoter since incorporation of our Company is set out in the table below:

Date of allotment/ transfer	Nature of transaction	No. of Equity Shares	Nature of consideration	Face value per Equity Share (₹)	Issue Price/ Transfer Price per Equity Share (₹)	Percentage of the pre-Offer Equity Share capital (%)	Percentage of the post-Offer Equity Share capital (%)
Snehal Ravjibhai Patel							
March 28, 2007[(1)]	Rights Issue	219,726	Cash	10	10	0.49%	[●]
September 15, 2009	Transfer from Tejas Ravjibhai Patel	308,821	Cash	10	10	0.69%	[●]
November 15, 2010[(2)]	Rights Issue	280,000	Cash	10	10	0.63%	[●]
March 28, 2014	Gift from Ravjibhai Dudabhai Dudhat	302,435	N.A.	10	Nil	0.68%	[●]
March 28, 2014	Gift from Sangitaben	499,422	N.A.	10	Nil	1.12%	[●]

Date of allotment/ transfer	Nature of transaction	No. of Equity Shares	Nature of consideration	Face value per Equity Share (₹)	Issue Price/ Transfer Price per Equity Share (₹)	Percentage of the pre-Offer Equity Share capital (%)	Percentage of the post-Offer Equity Share capital (%)
	Ravjibhai Dudhat						
April 21, 2014	Gift from Tejas Ravjibhai Patel	302,325	N.A.	10	Nil	0.68%	[●]
March 2, 2015	Rights Issue	500,000	Cash	10	40	1.12%	[●]
March 18, 2016	Transfer from Genesis Organics Private Limited	329,800	Cash	10	10	0.74%	[●]
March 19, 2021	Bonus Issue	8,227,587	N.A.	10	Nil	18.41%	[●]
November 16, 2022	Bonus Issue	32,910,348	N.A.	10	Nil	73.63%	[●]
Total		43,880,464				98.18%	**[●]**

(1) This includes allotment of 35,000 Equity Shares for which the share application money was received by the Company in the Financial Year 2006.

(2) Allotment of 280,000 Equity Shares for which the share application money was received by the Company in the Financial Year 2010.

(c) ***Shareholding of our Promoter and members of the Promoter Group***

The details of the equity shareholding of our Promoter and members of the Promoter Group of our Company as on the date of this Draft Red Herring Prospectus are as follows:

Name of the Shareholder	Pre-Offer		Post-Offer	
	No. of Equity Shares	% of total shareholding	No. of Equity Shares	% of total shareholding
Promoter				
Snehal Ravjibhai Patel	43,880,464	98.18	[●]	[●]
Total holding of Promoter (A)	**43,880,464**	**98.18**	**[●]**	**[●]**
Promoter Group				
Ravjibhai Dudabhai Dudhat	366,944	0.82	[●]	[●]
Sangitaben Ravjibhai Dudhat	366,944	0.82	[●]	[●]
Mili Snehal Patel	77,000	0.17	[●]	[●]
Total holding of the Promoter Group (other than Promoter) (B)	**810,888**	**1.81**	**[●]**	**[●]**
Total holding of Promoter and Promoter Group (A + B)	**44,691,352**	**99.99**	**[●]**	**[●]**

All Equity Shares held by our Promoter and the Promoter Group are in dematerialised form as on the date of this Draft Red Herring Prospectus.

For further details, see "*Our Promoter and Promoter Group*" on page 266.

(d) ***Details of Promoter's Contribution and lock-in:***

(a) Promoter's Contribution

(i) Pursuant to Regulations 14 and 16(1) of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoter, except for the Equity Shares offered pursuant to the Offer for Sale, shall be locked in for a period of eighteen months as minimum promoter's contribution from the date of Allotment ("**Promoter's Contribution**"), and the Promoter's shareholding in excess of 20% of the fully diluted post-Offer Equity Share capital shall be locked in for a period of six months from the date of Allotment.

(ii) Details of the Equity Shares to be locked-in for eighteen months from the date of Allotment as Promoter's Contribution are as follows:

Name of the Promoter	Date of transaction and when made fully paid-up**	Nature of transaction	No. of Equity Shares	Face value per Equity Share (₹)	Issue/ acquisition price per Equity Share (₹)	No. of Equity Shares locked-in*	Percentage of post-Offer paid-up capital (%)*	Date up to which the Equity shares are subject to lock-in
Snehal Ravjibhai Patel	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total						[●]	[●]	[●]

Note: To be updated at the Prospectus stage
**Subject to finalisation of Basis of Allotment*
***All the Equity Shares were fully paid-up on the respective dates of allotment or acquisition*

(iii) Our Promoter has given his consent to include such number of Equity Shares held by him as may constitute 20% of the fully diluted post-Offer Equity Share capital of our Company as Promoter's Contribution. Our Promoter has agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner, the Promoter's Contribution from the date of filing this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

(iv) Our Company undertakes that the Equity Shares that are being locked-in are not and will not be ineligible for computation of Promoter's Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. In this connection, we confirm the following:

- The Equity Shares offered for Promoter's Contribution do not include Equity Shares acquired in the three immediately preceding years (a) for consideration other than cash involving revaluation of assets or capitalisation of intangible assets; or (b) resulting from a bonus issue of Equity Shares out of revaluation reserves or unrealised profits of our Company or from a bonus issuance of Equity Shares against Equity Shares, which are otherwise ineligible for computation of Promoter's Contribution;

- The Promoter's Contribution does not include any Equity Shares acquired during the immediately preceding one year at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

- Our Company has not been formed by the conversion of a partnership firm or a limited liability partnership firm into a company and hence, no Equity Shares have been issued in the one year immediately preceding the date of this Draft Red Herring Prospectus pursuant to conversion from a partnership firm; and

- The Equity Shares forming part of the Promoter's Contribution are not subject to any pledge or any other form of encumbrance.

(b) Other lock-in requirements:

(i) In addition to the 20% of the fully diluted post-Offer shareholding of our Company held by our Promoter and locked in for eighteen months as specified above and the Equity Shares offered by the Promoter Selling Shareholder as part of the Offer for Sale, the entire pre-Offer Equity Share capital of our Company, will be locked-in for a period of six months from the date of Allotment, including any unsubscribed portion of the Offer for Sale, in accordance with Regulations 16(b) and 17 of the SEBI ICDR Regulations, other than (i) the Equity Shares held by VCFs or Category I AIF or Category II AIF or FVCI, subject to certain conditions set out in Regulation 17 of the SEBI ICDR Regulations, provided that such Equity Shares will be locked-in for a period of at least six months from the date of purchase by the VCFs or Category I AIF or Category II AIF or FVCI, ii) any Equity Shares held by the eligible employees (whether currently employees or not) of our Company which have been allotted to them under an employee stock option scheme, prior to the Offer, except as required under applicable law.

(ii) As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

(iii) Pursuant to Regulation 21 of the SEBI ICDR Regulations, the Equity Shares held by our Promoter which are locked-in for a period of six months from the date of Allotment may be pledged only with scheduled commercial banks or public financial institutions or a Systemically Important NBFC or a deposit accepting housing finance company as collateral security for loans granted by such entities, provided that such pledge of the Equity Shares is one of the terms of the sanction of such loans. Equity Shares locked-in as Promoter's Contribution for eighteen months can be pledged only if in addition to fulfilling the aforementioned requirements, such loans have been granted by such banks or financial institutions for the purpose of financing one or more of the objects of the Offer, which is not applicable in the context of this Offer. However, such lock-in will continue pursuant to any invocation of the pledge and the transferee of the Equity Shares pursuant to such invocation shall not be eligible to transfer the Equity Shares until the expiry of the lock-in period stipulated above in terms of the SEBI ICDR Regulations.

(iv) In terms of Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by our Promoter and locked-in pursuant to Regulation 16 of the SEBI ICDR Regulations, may be transferred amongst our Promoter and/ or any member of the Promoter Group or a new promoter, subject to continuation of lock-in applicable to the transferee for the remaining period and compliance with provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "**Takeover Regulations**"), and such transferee shall not be eligible to transfer till the lock-in period stipulated in SEBI ICDR Regulations has expired.

(v) In terms of Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by persons other than our Promoter and locked-in pursuant to Regulation 17 of the SEBI ICDR Regulations for a period of six months from the date of Allotment, may be transferred to any other person holding Equity Shares which are locked in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock in applicable to the transferee and compliance with the provisions of the Takeover Regulations.

(e) ***Lock in of Equity Shares to be Allotted, if any, to Anchor Investors***

Any Equity shares Allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period 90 days on 50% of the Equity Shares allotted from the date of Allotment and 30 days on remaining 50% of the Equity Shares allotted from the date of Allotment.

6. **SHAREHOLDING PATTERN OF OUR COMPANY**

The table below presents the shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus:

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid-up Equity Shares held (IV)	No. of Partly paid-up Equity Shares held (V)	No. of Equity Shares underlying Depository Receipts (VI)	Total no. of Equity Shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of Equity Shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Equity Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted Equity Share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								No of Voting Rights										
								Class: Equity	Class: Others	Total	Total as a % of (A+B+C)			No. (a)	As a % of total Equity Shares held (b)	No. (a)	As a % of total Equity Shares held (b)	
(A)	Promoter & Promoter Group	4	44,691,352	-	-	44,691,352	99.99	44,691,352	-	44,691,352	99.99	-	99.99		-		-	44,691,352
(B)	Public	3	3,000	-	-	3,000	0.01	3,000	-	3,000	0.01	-	0.01		-		-	3,000
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-		-		-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-		-		-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-		-		-	-
	Total	**7**	**44,694,352**	**-**	**-**	**44,694,352**	**100.00**	**44,694,352**	**-**	**44,694,352**	**100.00**	**-**	**100.00**		**-**		**-**	**44,694,352**

7. As of the date of the filing of this Draft Red Herring Prospectus, the total number of our Shareholders are seven.

8. **DETAILS OF EQUITY SHAREHOLDING OF THE MAJOR SHAREHOLDERS OF OUR COMPANY**

(a) ***Set forth below is a list of shareholders holding 1% or more of the issued and paid-up Equity Share capital of our Company, as on the date of this Draft Red Herring Prospectus:***

S. No.	Name of the shareholder	Pre-Offer	
		Number of Equity Shares	Percentage of the Equity Share capital (%)
1.	Snehal Ravjibhai Patel	43,880,464	98.18

(b) ***Set forth below is a list of shareholders holding 1% or more of the Equity Share capital of our Company, as of 10 days prior to the date of this Draft Red Herring Prospectus:***

S. No.	Name of the shareholder	Pre-Offer	
		Number of Equity Shares	Percentage of the Equity Share capital (%)
1.	Snehal Ravjibhai Patel	43,880,464	98.18

(c) ***Set forth below is a list of shareholders holding 1% or more of the issued and paid-up Equity Share capital of our Company, as of one year prior to the date of this Draft Red Herring Prospectus:***

S. No.	Name of the shareholder	Pre-Offer	
		Number of Equity Shares	Percentage of the Equity Share capital (%)
1.	Snehal Ravjibhai Patel	10,970,116	98.18

(d) ***Set forth below is a list of shareholders holding 1% or more of the issued and paid-up Equity Share capital of our Company, as of two years prior to the date of this Draft Red Herring Prospectus:***

S. No.	Name of the shareholder	Pre-Offer	
		Number of Equity Shares	Percentage of the Equity Share capital (%)
1.	Snehal Ravjibhai Patel	10,970,116	98.18

9. **DETAILS OF EQUITY SHARES HELD BY OUR DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT OF OUR COMPANY**

Set out below are details of the Equity Shares held by our Directors or Key Managerial Personnel or Senior Management in our Company as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name	No. of Equity Shares held	Pre-Offer (%)	Post-Offer (%)
1.	Snehal Ravjibhai Patel	43,880,464	98.18	[●]
2.	Ravjibhai Dudabhai Dudhat	366,944	0.82	[●]
3.	Mili Snehal Patel	77,000	0.17	[●]
	Total		**99.17**	**[●]**

Except for the Equity Shares held by our Directors or Key Managerial Personnel or Senior Management, as stated above, there are no Equity Shares held by the Key Managerial Personnel or Senior Management in our Company.

10. The BRLMs and their associates (determined as per the definition of 'associate company' under the Companies Act, 2013, and as per definition of the term 'associate' under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares as on the date of this Draft Red Herring Prospectus. The BRLMs and their respective affiliates may engage in transactions

with and perform services for our Company, in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

11. Except as disclosed in this DRHP, our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation. For further details, please see "—*Share Capital History of our Company*" on page 90.

12. No person connected with the Offer, including, but not limited to, our Company, the members of the Syndicate, our Directors or the members of our Promoter Group, shall offer in any manner whatsoever any incentive, whether direct or indirect, in cash, in kind or in services or otherwise to any Bidder for making a Bid. Further, no payment, direct or indirect benefit in the nature of commission (except underwriting commission that may be paid to the underwriters) and allowance or otherwise shall be offered or paid either by our Company or our Promoter to any person in connection with making an application for or receiving any Equity Shares pursuant to this Offer.

13. Our Company does not have an employee stock option scheme existing as on the date of this Draft Red Herring Prospectus.

14. Except as stated below, none of our Promoter and members of our Promoter Group, our Directors, and their relatives (as defined under the Companies Act, 2013) have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus with SEBI:

Transferor	Transferee	Date of transfer/ allotment	Number of Equity Shares	Price per Equity Share (in ₹)
Mili Snehal Patel	Devang Jayantilal Shah	February 14, 2023	1,000	100
Mili Snehal Patel	Kalpesh Jayantilal Shah (jointly with Vaishali Kalpesh Shah)	February 27, 2023	1,000	100
Mili Snehal Patel	Vaishali Kalpesh Shah	March 1, 2023	1,000	100

15. Neither our Company, nor our Directors have entered into any buy-back and / or standby arrangements for purchase of Equity Shares from any person. Further, the BRLMs have not entered into any buy-back and/or standby arrangements for purchase of Equity Shares from any person.

16. Our Company has not raised any bridge loans which are proposed to be repaid from the proceeds of the Offer.

17. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on date of this Draft Red Herring Prospectus.

18. Our Company, Directors, Promoter or Promoter Group shall not make any payments direct or indirect, discounts, commissions, allowances or otherwise under the Offer except as disclosed in this Draft Red Herring Prospectus.

19. None of the Equity Shares are pledged or otherwise encumbered.

20. All Equity Shares issued pursuant to the Offer shall be fully paid-up at the time of allotment and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus.

21. Except for our Promoter, Snehal Ravjibhai Patel who is offering Equity Shares in the Offer for Sale, none of our Promoter and members of the Promoter Group will submit Bids or participate in the Offer.

22. There have been no financing arrangements whereby Promoter, members of the Promoter Group, our Directors and their relatives have financed the purchase by any other person of securities of our Company during a period of six months preceding the date of this Draft Red Herring Prospectus with SEBI.

23. In terms of Rule 19(2)(b) of the SCRR, and in compliance with Regulation 6(1) of the SEBI ICDR Regulations this is an Offer wherein not more than 50% of the Offer will be available for allocation on

a proportionate basis to QIBs, provided that our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors, on a discretionary basis, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. Further, such number of Equity Shares representing 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remaining Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors) including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. Further, not less than such number of Equity Shares representing 15% of the Offer shall be available for allocation to Non-Institutional Bidders and not less than such number of Equity Shares representing 35% of the Offer shall be available for allocation to Retail Individual Bidders, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All Bidders (except Anchor Investors) shall mandatorily participate in this Offer only through the ASBA process and shall provide details of their respective bank accounts in which the Bid amount will be blocked by SCSBs to participate in the offer. For details, see "*Offer Procedure*" on page 432.

24. Undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines.

25. Except for Mutual Funds sponsored by entities related to the BRLMs, Syndicate Members and any persons related to the BRLMs or Syndicate Members cannot apply in the Offer under the Anchor Investor Portion. No person related to our Promoter or other members of the Promoter Group shall apply under the Anchor Investor Portion. A Bidder cannot make a Bid exceeding the number of Equity Shares offered through this Offer and subject to the investment limits or maximum number of Equity Shares that can be held by them under applicable law. For more information see "*Offer Procedure*" on page 432.

26. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

27. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

28. No person connected with the Offer, including, but not limited to, the members of the Syndicate, our Company, the Directors, members of our Promoter Group and the Promoter, shall offer or make payment of any incentive, direct or indirect, in the nature of discount, commission and allowance, except for fees or commission for services rendered in relation to the Offer, in any manner, whether in cash or kind or services or otherwise, to any Bidder for making a Bid.

29. Our Company shall ensure that transactions in the Equity Shares by our Promoter and the members of the Promoter Group if any, during the period between the date of filing of the Draft Herring Prospectus and the date of closure of the Offer shall be intimated to the Stock Exchanges within 24 hours of such transaction.

30. Except for the Equity Shares allotted pursuant to the Offer and the Pre-IPO Placement, there will be no further issue of Equity Shares whether by way of issue of bonus shares, rights issue, preferential issue or any other manner during the period commencing from the date of filing of this Draft Red Herring Prospectus until the listing of the Equity Shares on the Stock Exchanges pursuant to the Offer or refund of application monies.

31. Except for the Pre-IPO Placement, our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/Offer Opening Date. However, if there is any significant change in the business environment resulting in a potential impact on the company's financial condition, the Company may in such a situation, subject to compliance with the applicable law, decide to raise additional capital through issue of further Equity Shares. Moreover, if our Company enters acquisitions, joint ventures or other arrangements, our Company may, subject to necessary approvals and applicable law, consider raising additional capital to fund such activity or use Equity Shares as consideration for acquisitions or participation in such joint ventures or other arrangements. Further, there will be no further issue of Equity Shares by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential basis or by way of issue of bonus shares or on a

rights basis or by way of further public issue of Equity Shares or qualified institutions placements or otherwise, until the Equity Shares have been listed on the Stock Exchanges or all application moneys have been refunded to the Anchor Investors, or the application moneys are unblocked in the ASBA Accounts on account of non-listing, under-subscription etc., as the case may be.

32. As on the date of this Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other convertible instruments into Equity Shares, or any other right which would entitle any person any option to receive Equity Shares.

SECTION V: PARTICULARS OF THE OFFER

OBJECTS OF THE OFFER

The Offer comprises the Fresh Issue and the Offer for Sale.

Offer for Sale

The Promoter Selling Shareholder will be entitled to the proceeds of the Offer for Sale after deducting the Offer-related expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale will not form part of the Net Proceeds. The details of the Offer for Sale are set out below:

S. No.	Name of Promoter Selling Shareholder	Date of consent letter	Number of offered shares
1.	Snehal Ravjibhai Patel	March 27, 2023	Up to 8,938,870 Equity Shares aggregating up to ₹[●] million

Fresh Issue

Our Company proposes to utilize the net proceeds of the Fresh Issue, i.e. gross proceeds of the Fresh Issue less the Offer related expenses in relation to the Fresh Issue ("**Net Proceeds**") towards funding the following objects:

1. Re-payment/Prepayment of certain outstanding borrowings availed by our Company;
2. Funding of capital expenditure requirements of our Company towards setting up Phase - 2 at our Dahej Facility to expand our product offerings of pharmaceutical intermediates;
3. Funding our working capital requirements; and
4. General corporate purposes.

(collectively, the "**Objects**")

In addition, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges and enhancement of our Company's visibility and brand image and creation of a public market for our Equity Shares in India. The main objects and objects incidental and ancillary to the main objects set out in our Memorandum of Association enable us: (i) to undertake our existing business activities and other activities set out therein; and (ii) to undertake the activities proposed to be funded from the Net Proceeds and (iii) undertake the activities towards which the loans proposed to be repaid or pre-paid from the Net Proceeds were utilised.

Net Proceeds

The details of the Net Proceeds of the Fresh Issue are set out below:

Particulars	Estimated Amount *(₹ million)*
Gross proceeds of the Fresh Issue	Up to 3,000(1)
(Less) Offer-related expenses in relation to the Fresh Issue	[●](2) (3)
Net Proceeds	[●](3)

(1) Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR. Upon allotment of Equity Shares issued pursuant to the Pre- IPO Placement and after compliance with requirements prescribed under the Companies Act, our Company may utilise the proceeds from such Pre-IPO Placement towards the objects to the Offer.

(2) See "—Offer Expenses" on page 115.

(3) To be finalized upon determination of the Offer Price and will be updated in the Prospectus prior to filing with the RoC.

Utilization of Net Proceeds

Our Company proposes to utilize the Net Proceeds towards the following objects:

Particulars	Amount^ *(₹ million)*
Re-payment/Prepayment of certain outstanding borrowings availed by our Company	550.00

Particulars	Amount^
	(₹ million)
Funding of capital expenditure requirements of our Company towards setting up Phase - 2 at our Dahej Facility to expand our product offerings of pharmaceutical intermediates	1,223.23
Funding our working capital requirements	400.00
General corporate purposes(1)	[●]
Total	[●]

^ Includes the proceeds, if any, received pursuant to the Pre-IPO Placement. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR, as amended. Details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus.

(1) To be finalized upon determination of the Offer Price and will be updated in the Prospectus prior to filing with the RoC. The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.

Proposed schedule of implementation and deployment of Net Proceeds

We propose to deploy the Net Proceeds towards the Objects in accordance with the estimated schedule of implementation and deployment of funds, as set forth in the table below:

Particulars	Estimated utilization from Net Proceeds	Estimated schedule of deployment of Net Proceeds	
		Fiscal 2024	Fiscal 2025
			(₹ million)
Re-payment/Prepayment of certain outstanding borrowings availed by our Company;	550.00	550.00	-
Funding of capital expenditure requirements of our Company towards setting up Phase - 2 at our Dahej Facility to expand our product offerings of pharmaceutical intermediates	1,223.23	300.00	923.23
Funding our working capital requirements	400.00	400.00	-
General corporate purposes(1)	[●]	[●]	-
Total	[●]	[●]	-

(1)To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.

The above fund requirements and the proposed deployment of funds for the above-stated Objects are based on (a) our current business plan and internal management estimates based on current market conditions (b) certificate from CNK & Associates, Chartered Accountants, our Statutory Auditors, for certifying the working capital requirements (c) current and valid quotations from suppliers, and (d) other commercial and technical factors. Further, the estimated cost of setting up Phase - 2 at our Dahej Facility and the schedule of deployment of the capital expenditure is based on the report dated March 27, 2023 issued by Vishwakarma Consultancy Services Private Limited, Chartered Engineer. The deployment of funds herein has not been appraised by any bank or financial institution. For further details, see "*Risk Factors — 15. Our funding requirements and the proposed deployment of Net Proceeds are not appraised by any independent agency and are based on management estimates and may be subject to change based on various factors, some of which are beyond our control. Any changes in the estimated funding requirements could affect our business and results of operations.*" on page 42. These are based on current conditions and are subject to revisions in light of changes in costs, implementation schedule, funding requirements, our financial condition, our business operations or growth strategy or negotiation with vendors or external circumstances which may not be in our control. As a consequence, if the Net Proceeds are not utilized (in full or in part) for the Objects of the Offer during the periods stated above, the remaining Net Proceeds shall be utilized (in part or full) in subsequent periods as may be determined by our Company, in accordance with applicable laws. For further information on factors that may affect our internal management estimates, see "*Risk Factors — 29. Any variation in the utilisation of the Net Proceeds and the proceeds from the Pre-IPO Placement would be subject to certain compliance requirements, including prior shareholders' approval* " on page 49.

Subject to applicable laws, in the event of any increase in the actual utilization of funds earmarked for the purposes set forth above, such additional funds for a particular activity will be met by way of means available to us, including from internal accruals and any additional equity and/or debt arrangements. Further, if the actual utilization towards any of the stated objects is lower than the proposed deployment, the balance remaining may be utilized towards future growth opportunities, and/or towards funding any of the other existing Objects, and/or general corporate purposes, subject to applicable laws to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the Gross Proceeds in accordance with the SEBI ICDR Regulations and in compliance with the objectives as set out under "—*Details of the Objects — General corporate purposes*" below and will be consistent with the requirements of our business.

Further, in case of a shortfall in raising requisite capital from the Net Proceeds, business considerations may require us to explore a range of options including utilising our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls.

Means of finance

The fund requirements for the Objects are proposed to be met from the Net Proceeds and our internal accruals. Accordingly, we confirm that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue as required under Paragraph 9(C)(1) of Part A of Schedule VIII and Regulation 7(1)(e) the SEBI ICDR Regulations and existing identifiable internal accruals. In case of a shortfall in the Net Proceeds or any increase in the actual utilisation of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals.

Details of the Objects

1. ***Repayment/Prepayment of certain outstanding borrowings availed by our Company***

Our Company has entered into various borrowing arrangements with banks and financial institutions including borrowings in the form of term loans and non-fund based working capital facilities. We intend to utilize up to ₹ 550.00 million from the Net Proceeds towards full or partial repayment/ prepayment of all or a portion of certain borrowings (including the accrued interest thereon) availed by our Company. For further details, please see "*Financial Indebtedness*" on page 362.

The following table sets forth details of certain borrowings availed by our Company which are outstanding as on February 28, 2023, which are proposed to be pre-paid/re-paid from the Net Proceeds:

S.No.	Lender	Nature of borrowing	Sanctioned Amount as of February 28, 2023 (₹ million)	Amount outstanding as of February 28, 2023 (₹ million)	Interest rate	Purpose	Repayment schedule	Prepayment conditions
1.	State Bank of India	Term Loan	30.00	14.42	1.75%+ EBLR	Term Loan	60 instalments from April 15, 2019 to March 15, 2024	2% of prepaid amount
2.	State Bank of India	Term Loan	36.00	15.13	1.75%+ EBLR	Term Loan	60 equal instalments from April 15, 2020 to March 15, 2025	2% of prepaid amount
3.	State Bank of India	Term Loan	45.60	21.68	0.75%+ EBLR	Term Loan	36 equal instalments from August 15, 2021 to July 15, 2024	2%of prepaid amount
4.	HDFC Bank Ltd	Term Loan	550.00	506.13	Reference Rate +3.25%	Term Loan	96 months	4% of Total Limit sanctioned. For Term Loan 4% on Principle outstanding.

S.No.	Lender	Nature of borrowing	Sanctioned Amount as of February 28, 2023 (₹ million)	Amount outstanding as of February 28, 2023 (₹ million)	Interest rate	Purpose	Repayment schedule	Prepayment conditions
Total			661.60	557.36	-	-	-	-

(1) As certified by our Statutory Auditors, CNK & Associates LLP, Chartered Accountants, by way of their certificate dated March 27, 2023, in accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations. Further, our Statutory Auditors have confirmed that the above borrowings have been utilized for the purposes for which such borrowings were availed.

In terms of our borrowing arrangements with the relevant lenders of the borrowings set out above, we are required to, *inter alia*, obtain prior consents from our lenders for any prepayment or re-payment of our outstanding borrowings. As on the date, we have obtained all such consents from our lenders.

Our Company has availed certain loans from one of the BRLMs, HDFC Bank Limited which is proposed to be re-paid/pre-paid from the Net Proceeds. The loan sanctioned to our Company by HDFC Bank Limited was done as part of its separate lending activities in the ordinary course of business and we do not believe that there is any conflict of interest under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, or any other applicable SEBI rules or regulations. Accordingly, there is no conflict of interest under the SEBI Merchant Banker Regulations, as amended, or any other applicable SEBI rules or regulations. For details, see "*Risk Factors – 49. A portion of the Net Proceeds may be utilized for repayment or pre-payment of borrowings availed from HDFC Bank Limited, which is one of our BRLMs.*" on page 58.

Given the nature of the borrowings and the terms of prepayment or re-payment of our outstanding borrowings, the aggregate outstanding amounts under the borrowings may vary from time to time and our Company may, in accordance with the relevant repayment schedule, repay or prepay some of their existing borrowings prior to filing the Red Herring Prospectus. We may also choose to repay or pre-pay borrowings availed by us, other than those identified in the table above, which may include additional borrowings we may avail after the filing of this Draft Red Herring Prospectus. Given the nature of these borrowings and the terms of repayment/pre-payment, the aggregate outstanding borrowing amounts may vary from time to time. In light of the above, at the time of filing the Red Herring Prospectus, the table shall be suitably updated to reflect the revised amounts or loans, as the case may be, which have been availed by us. Accordingly, our Company may utilize the Net Proceeds for prepayment or re-payment of any existing facilities (including the accrued interest thereon) or any additional facilities obtained by our Company. Pursuant to the terms of the borrowing arrangements, prepayment of certain indebtedness may attract prepayment charges as prescribed by the respective lender. Such prepayment charges, as applicable, will also be funded out of the Net Proceeds. The amount allocated for estimated schedule of deployment of Net Proceeds in a particular fiscal may be utilized for prepayment or re-payment of borrowings availed by our Company in the subsequent fiscal, as may be deemed appropriate by our Board, subject to applicable law. However, the aggregate amount to be utilised from the Net Proceeds towards repayment/ prepayment of certain borrowings, in part or in full, would not exceed ₹ 550.00 million.

We believe that such prepayment or re-payment of our outstanding borrowings will help reduce our outstanding indebtedness, improve our debt to equity ratio and enable utilization of the internal accruals for further investment towards business growth and expansion. In addition, we believe that this would improve our ability to raise further resources in the future to fund potential business development opportunities.

The borrowings proposed to be prepaid or repaid amongst our borrowing arrangements availed will be based on various factors, including (i) cost of the borrowing, including applicable interest rates, (ii) 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, (iii) receipt of consents for prepayment from the respective lenders, (iv) levy of any prepayment penalties and the quantum thereof, (v) provisions of any laws, rules and regulations governing such borrowings, and (vi) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan. The selection and extent of the borrowings proposed to be prepaid and / or repaid as mentioned in the table above, is not determined and our Company may utilize the Net Proceeds to prepay and / or repay the facilities disclosed above in accordance with commercial considerations, including amounts outstanding at the time of prepayment and/ or repayment.

In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, which requires a certificate from the statutory auditor, certifying the utilization of loan for the purposes availed, our Company has obtained the requisite certificate from our Statutory Auditors, CNK & Associates LLP, Chartered Accountants. by way of their certificate dated March 27, 2023.

2. ***Funding of capital expenditure requirements of our Company towards setting up Phase - 2 at our Dahej Facility to expand our product offerings of pharmaceutical intermediates***

We propose to utilize ₹ 1,223.23 million from the Net Proceeds towards capital expenditure proposed to be incurred in respect of setting up Phase 2 at our Dahej Facility to expand our product offerings of pharmaceutical intermediates ("**Proposed Expansion**"). As of the date of this Draft Red Herring Prospectus, our Company has not deployed any funds towards Proposed Expansion.

To cater to the growing demand from our existing customers and to meet requirements of new customers, we intend to, and are in the process of, expanding our manufacturing capabilities. In March 2023, we have commissioned the first phase of our new manufacturing site located at Dahej, Gujarat which consists of an automated manufacturing block equipped with programmable logic controller ("**PLC**") ("**Dahej Block - 1**") as well as common utilities, storage facilities, quality control lab and administrative facilities (together with Dahej Block-1 the "**Dahej Phase – 1**"). Dahej Phase – 1 is spread over 63,021 sq. mts. of land. Post completion of Dahej Phase - 1, 35,637 sq. mts. of land is still available for further development which can be used for setting up further manufacturing blocks. Plant I at Dahej is dedicated towards manufacturing of Bromine derivatives for captive consumption as well as for external sale. For further details, please see "*Our Business – Strategies*" on page 218.

From the IPO proceeds, we plan to set up Phase- 2 at our Dahej Facility. Phase – 2 is proposed to be used for manufacturing of xanthene derivatives as well as a few other intermediates and the KSMs for APIs in the anti-depressant and anti-psychotic therapeutic segments. We intend to utilise an approximate amount of ₹ 1,223.23 million in Fiscal 2024 and Fiscal 2025 towards development of the second phase of our Dahej Facility. These efforts would help us to increase our product offerings and tap newer customers and markets. For further details, please see "*Our Business – Strategies*" on page 218.

Land and Utilities

We have arrangements for regular power and water supply at our existing Dahej Facility. Further, the land on which the Proposed Expansion is proposed to be executed, is part of our existing Dahej Facility and is held by our Company on leasehold basis. For details, see "*Our Business-Properties*" on page 235.

Capacity and schedule of implementation

Dahej Phase - 1 has been commissioned on March, 2023, with a volumetric reactor capacity of 108.80 KL for Dahej Block – 1. With existing Ankleshwar facility, our total volumetric reactor capacity has increased to 333.80 KL. Further, with the proposed expansion (Dahej Phase - 2), we plan to add 442 KL of additional reactor capacity taking our total volumetric reactor capacity to 550.80 KL at our Dahej Facility. For details, see "*Our Business*" on page 208. Further, we plan to utilize part of the Net Proceeds from the Offer for setting up Phase – 2 at our Dahej Facility.

Schedule of implementation

The expected schedule of implementation of the Proposed Expansion is set forth below:

S. No.	Particulars	Expected commencement date	Expected completion date
1.	Land Acquisition	Acquired	N.A.
2.	Gujarat Pollution Control Board Non-Objection Certification	Received	N.A.
3.	Site Plan and Individual Buildings drawing passed by Factory Inspector, Bharuch.	November 2023	January 2024
4.	Civil and Construction work	December 2023	January 2025
5.	Procurement of Equipment	April 2024	September 2024
6.	Installation of Equipment	July 2024	January 2025
7.	Plant Testing & Commissioning	February 2025	March 2025
8.	Commercial Production	April 2025	N.A.

The aforementioned schedule of implementation is based on the report dated March 27, 2023 issued by Vishwakarma Consultancy Services Private Limited, Chartered Engineer. For further information, see "*Risk Factors - 57. Information relating to the installed manufacturing capacity of our manufacturing facilities included in this Draft Red Herring Prospectus are based on various assumptions and estimates and future production and capacity may vary.* " on page 60.

Estimated Cost

Our Board in its meeting dated March 27, 2023 took note that an amount of ₹ 1,223.23 million is proposed to be utilised for the Proposed Expansion from the Net Proceeds. The total estimated cost of the Proposed Expansion is ₹1,223.23 million, as certified by the Chartered Engineer, pursuant to their certificate dated March 27, 2023. The entire amount is proposed to be funded from the Net Proceeds. However, the fund requirements, the deployment of funds and the intended use of the Net Proceeds, for the Proposed Expansion, as described herein are based on our current business plan, management estimates, current and valid quotations from suppliers and other commercial and technical factors. However, such total estimated cost and related fund requirements have not been appraised by any bank or financial institution. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, business and strategy, competition and interest or exchange rate fluctuations and other external factors, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management.

The total estimated cost for setting up the Proposed Expansion comprises the following:

S. No.	Particulars	Total estimated cost* (in ₹ million)
a)	Civil and construction works	387.30
b)	Plant and machinery	342.58
c)	Electricals and instruments	79.02
d)	Utilities	54.70
e)	Mechanical work	132.54
f)	Instrumentation	43.00
g)	Quality control and quality assurance set up	68.50
h)	IT equipment	12.33
i)	Interior work for admin building	25.00
j)	Consultancy	20.00
k)	Contingency	58.25
	Total	**1,223.23**

**The entire amount is proposed to be funded from the Net Proceeds*
Notes:
(1) Total estimated cost as per the Project Report dated March 27, 2023 issued by the Chartered Engineer.
(2) The estimated cost of project is summarized with all expected expenditures based on certain reasonable assumptions.
(3) The above estimate is based on prevailing market rates of material and labour of Baroda region.
(4) The above estimates are based on quotations which are valid as on date of this DRHP.
(5) Subject to applicable taxes, to the extent not included in the estimated cost.
(6) There is no second hand machinery to be used in this project.

Break-up of the estimated cost

Civil and construction work

Civil and structural work for the proposed expansion includes costs towards work, among others, production building, pilot plant, solvent recovery plant, quality control and quality assurance building, warehouse, work shop area, security building, canteen building, employee office, ETP area, Boiler area, compound wall, road work and tank farm. The total estimated cost for civil and structural work for the proposed expansion is ₹ 387.30 million.

Plant and machinery

Our Company has identified the plant and machinery to be purchased and obtained quotations from respective vendors and is yet to place any orders or enter into any definitive agreements for such plant and machinery. No second-hand or used machinery is proposed to be purchased out of the Net Proceeds. The amount to be spent and plant and machinery to be procured by our Company will depend upon business requirements and technology advancement. Our Company intends to utilise ₹ 342.58 million from the Net Proceeds to purchase such plant and machinery.

Electricals and instruments

Electricals and instruments for the proposed expansion includes costs towards, among others, power distribution and lighting distribution panels, cabling, earthing, lighting, transformers and statutory approvals required for electrical installation. The total estimated cost for electricals and instruments for the proposed expansion is ₹ 79.02 million.

Utilities

Utilities for the proposed expansion includes costs towards, among others, boilers, chimney, brine and water chillers, cooling tower and DG sets. The total estimated cost for utilities for the proposed expansion is ₹ 54.70 million.

Mechanical work

Mechanical work for the proposed expansion includes costs towards, among others, fabrication and erection of pipe rack and piping, erection of equipment, fabrication and erection of structures, hand railing and such other incidental supply, erection, fixation, fabrication, modification, painting and manpower supply. The total estimated cost for mechanical work for the proposed expansion is ₹ 132.54 million.

Instrumentation

Instrumentation work for the proposed expansion includes costs towards, among others, development, supply & commissioning of programmable automation controller based control system, supply, installation & supervision of installation of field instrument, supply & installation of cable & cable tray and other required accessories and overall site support for instrumentation. The total estimated cost for instrumentation for the proposed expansion is ₹ 43.00 million.

Quality control and quality assurance set up

Quality control and quality assurance set up for the proposed expansion includes costs towards, among others, development of high-performance liquid chromatography lab, gas chromatography lab, weight analysis lab, instrument lab, sampling tools, quality control furniture and other quality control and quality assurance related instruments. The total estimated cost for quality control and quality assurance set up for the proposed expansion is ₹ 68.50 million.

IT equipment

IT equipment for the proposed expansion includes costs towards, among others, servers, switches, storage, UPS, CCTV surveillance, structural cabling, PA system, computers and ThinClient for IT setup, laptops, printers and disaster recovery activity for IT setup and QC lab. The total estimated cost for IT equipment for the proposed expansion is ₹ 12.33 million.

Interior work for admin building

Interior work for admin building for the proposed expansion includes costs towards, among others, providing alternate layouts for floor plan, façade designs, furniture, electrical, false ceiling, flooring layout plans, colour scheme, and co-ordination and supervision of work on site. The total estimated cost for interior work for admin building for the proposed expansion is ₹ 25.00 million.

Consultancy

Consultancy expenses for the proposed expansion includes costs towards detailed engineering services (such as process, mechanical, instrumentation, electrical, civil and structural engineering services). The total estimated cost for consultancy for the proposed expansion is ₹ 20 million.

Contingency

Contingency costs have been computed as a percentage of estimated cost for the proposed expansion. Accordingly, the total costs towards contingency have been estimated as ₹ 58.25 million.

A detailed break-up of such estimated cost towards Proposed Expansion which is proposed to be funded from the Net Proceeds is set forth below:

The details and total estimated cost towards Proposed Expansion are set forth below:

Sr No.	Particulars	Total Cost (₹ in million)(2)(3)	Date of Quotation	Name of Supplier / Vendor	Validity of Quotation
Plant and Machinery					
1.	Reactors (GLR & SSR) with Agitator	180.20	February 16, 2023	Sachin Industries	180 Days from the date of quotation
2.	Dryers & CFs	44.00	February 16, 2023	Sachin Industries	180 Days from the date of quotation
3.	Autoclave	24.00	February 8, 2023	DYKE Engineering Services	160 Days from the date of quotation
4.	Distillation Column (Column SRP)	4.02	February 13, 2023	DYKE Engineering Services	160 Days from the date of quotation
5.	Glass Pot	2.65	February 9, 2023	Goel Scientific Glass Works Limited	180 Days from the date of quotation
6.	Heat Exchanger	16.10	February 9, 2023	Goel Scientific Glass Works Limited	180 Days from the date of quotation
7.	Metallic Pumps	7.20	January 8, 2023	IEC Engineering Private Limited	180 Days from the date of quotation
8.	Spiral Tank	15.04	February 17, 2023	Jet Fibre India Private Limited	180 Days from the date of quotation
9.	Vessel	1.40	February 17, 2023	Jet Fibre India Private Limited	180 Days from the date of quotation
10.	Scrubber Tank & System	0.67	February 17, 2023		180 Days from the date of quotation
11.	Pump, Pipeline Work & Heat Exchanger	1.27	February 17, 2023	Jet Fibre India Private Limited	180 Days from the date of quotation
12.	AHUs	10.85	January 28, 2023	Lab Services	180 Days from the date of quotation
13.	STP Plant	1.75	February 8, 2023	Biorock India Sewage Treatment Plant LLP	180 Days from the date of quotation
14.	Transformer	2.95	February 25, 2023	Voltamp Transformers Limited	180 Days from the date of quotation
15.	Electrical Stacker Battery & Dock Leveller	1.65	February 8, 2023	Nilkamal Limited	180 Days from the date of quotation
16.	Warehouse Rack	1.75	February 13, 2023	Nilkamal Limited	180 Days from the date of quotation
17.	Balance & Filling Station	1.93	February 8, 2023	Precia Molen India Private Limited	160 Days from the date of quotation
18.	Insulation	25.17	February 8, 2023	Goodwill Insulation	180 Days from the date of quotation
	Sub-total	**342.58**			
Utility					
19.	Boiler	21.78	February 8, 2023	Boiler House Corporation	180 days from the date of submission of the offer
20.	Chimney – 15 Mtr	0.16	February 17, 2023	Jet Fibre India Private Limited	180 days from the date of the quotation
21.	Brine and Water Chiller	20.00	February 8, 2023	BHC Enterprise	180 days from the date of the quotation
22.	Cooling Tower	5.39	February 8, 2023	Himgiri FRP Cooling Towers Private Limited	180 days from the date of the quotation
23.	DG Set	7.37	February 10, 2023	EMTECH Sales and Service	180 days from the date of submission of the offer

	Sub-total	**54.70**			
Mechanical					
24.	Piping & Fabrication	132.54	February 24, 2023	Shree Datta Engineers Private Limited	180 days from the date of submission of the offer
	Sub-total	**132.54**			
Electrical					
25.	Electrical Panels	13.73	February 8, 2023	Precise Automation & Control Private Limited	180 days from the date of the quotation
26.	Electrical Instruments and Laying	65.30	February 20, 2023	Hi-Tech Electrification Private Limited	180 days from the date of submission of the offer
	Sub-total	**79.02**			
Instrumentation					
27.	Instrument Equipment and Laying	43.00	February 8, 2023	Servilink Systems Limited	180 days from the date of the quotation
	Sub-total	**43.00**			
QC/QA Setup					
28.	HPLC, GC, FTIR and UV	49.17(4)	February 9, 2023	Agilent Technologies, Singapore	180 days from the date of the quotation
29.	QC and QA setup	10.06	February 7, 2023	Phoenix India Solutions	180 days from the date of submission of the offer
30.	QC Furniture and Other Furniture	9.27	February 8, 2023	Citizen Industries	160 days from the date of the quotation
	Sub-total	**68.50**			
IT Equipment					
31.	IT Equipment & CCTV Camera	12.33	February 21, 2023	Ab's Infotel	180 days from the date of submission of the offer
	Sub-total	**12.33**			
Interior work for admin building					
32.	Interior work	25.00	February 20, 2023	Studio Yamini Design Consultant	180 days from the date of issue of the PO
	Sub-total	**25.00**			
Civil/ Construction					
33.	Civil and construction works	387.30	February 15, 2023	Adroit Structural Engineers Private Limited	180 days from the date of submission of the offer
	Sub-total	**387.30**			
Consultancy					
34.	Project consultancy charges	20.00	February 16, 2023	ASP Industrial Solution	180 days from the date of submission of the offer
	Sub-total	**20.00**			
Contingency					
35.	Contingency	58.25	-	-	-
	Sub-total	**58.25**			
Total estimated cost(1)			**₹ 1,223.23 million**		

(1) *Total estimated cost as per certificate dated March 27, 2023 issued by the Chartered Engineer.*
(2) *Expenses are exclusive of taxes (including not limited to GST, Custom duties, etc.)*
(3) *Certain equipment quotations and cost estimates are subject to additional charges including freight, transit, installation costs, forward cost, commissioning charges, transportation costs, packaging costs, insurance costs, insurance duties, as applicable, which shall be paid from Net Proceeds or our internal accruals, as applicable.*
(4) *The quotation for the equipment is in foreign currency, US Dollars. Assuming USD INR conversion rate of ₹ 82.68 as on February 28, 2023 (Source : www.fbil.org.in).*

All quotations received from the vendors mentioned above are valid as on the date of this Draft Red Herring Prospectus. We have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the equipment or provide the service at the same costs. If there is any increase in the costs of equipment, the additional costs shall be paid by our Company from its internal accruals. Basis any such additional costs, if any, details of the estimated cost for the proposed expansion, will be suitably updated at the time of filing of the Red Herring Prospectus with the RoC. The quantity of equipment to be purchased is based on the present estimates of our management. Our Company shall have the flexibility to deploy such equipment in relation to the Capital Expenditure or such other equipment as may be considered appropriate, according to the business or engineering requirements of such facilities, subject to the total amount to be utilized towards purchase of such equipment not exceeding ₹ 1,223.23 million. see "*Risk Factors — 12. We have not yet placed orders in relation to the capital expenditure to be incurred for the proposed expansion of Dahej Phase- 2 which is proposed to be financed from the Offer proceeds of the IPO. In the event of any delay in placing the orders, or in the event the vendors are not able to provide the equipment in a timely manner, or at all, may result in time and cost over-runs and our business, prospects and results of operations may be adversely affected. Our proposed capacity expansion plans via one of our new manufacturing facilities are subject to the risk of unanticipated delays in implementation and cost overruns.* " on page 40.

Our Promoters, Directors, Key Managerial Personnel and Senior Management Personnel do not have any interest in the proposed acquisition of the plant and machinery or in the entity from whom we have obtained quotations in relation to such proposed acquisition of the plant and machinery.

Government Approvals

In relation to the Proposed Expansion, we are required to obtain approvals, which are routine in nature, from certain governmental or local authorities, the status of which is provided below and certified by the Chartered Engineer pursuant to their certificate dated March 27, 2023.

S. No.	Approval/License	Authority	Nature of approval	Status/validity
Material Approvals Received				
1.	Environmental Clearance for bulk drugs and intermediates under category B2-5(f) EIA Notification of MoEF dated 14th September, 2014.	Gujarat Pollution Control Board	Environmental Approval	July 27, 2022 (No validity period)
2.	Certificate of registration and factory license as per the Factories Act, 1948, as amended (and rules made thereunder), for the unit at Plot No. D-3/27/3, Dahej Industrial Estate III, GIDC, Dahej, Bharuch, Gujarat	Office of Director Industrial Safety and Health, Gujarat State	Factory License	November 21, 2022 (No validity period)

3. ***Funding our working capital requirements***

We fund a majority of our working capital requirements in the ordinary course of business from banks and internal accruals. As on February 28, 2023, our total outstanding indebtedness in respect of our working capital facilities was ₹430.00 million. Our Company requires additional working capital for meeting the future demand for its products, funding future growth requirements of our Company and for other business purposes. We intend to utilise ₹400.00 million from the Net Proceeds to fund working capital requirements of our Company.

Our Company requires additional working capital for funding its incremental working capital requirements in Fiscals 2024 due to increase in revenue from operations and expansion of business. The funding of the incremental working capital requirements of our Company will help lead to a consequent increase in our profitability and in achieving the proposed targets as per our business plan.

Basis of estimation of working capital requirement

(a) Existing working capital:

The details of our Company's working capital as at the six month period ended September 30, 2022 and as of March 31, 2022, March 31, 2021, March 31, 2020 as derived from the Restated Financial Information are set out below:

(₹ million)

Particulars	For the six month period ended September 30, 2022	For the period ending March 31, 2022	For the period ending March 31, 2021	For the period ending March 31, 2020
Current Assets				
(a) Inventories				
(i) Raw materials	76.72	38.51	50.59	35.69
(ii) Work-in-process	88.32	68.14	47.96	53.25
(iii) Finished goods (other than those acquired for trading)	81.47	84.74	73.17	5.64
(iv) Stores and spares	13.66	8.65	6.10	1.22
(v) Packing Materials	0.74	0.57	0.78	1.66
(b) Financial assets				
(i) Trade receivables	453.75	412.07	330.40	273.30
(ii) Loans	0.13	0.27	0.01	0.59
(iii) Other financial assets	0.06	0.16	9.20	0.22
(c) Other current assets	21.23	20.25	13.44	14.69
Total current assets (A)	**736.08**	**633.36**	**531.65**	**386.26**
Current Liabilities				
(a) Financial Liabilities				
(i) Trade payables	238.30	209.33	230.66	149.95
(ii) Lease liabilities	0.41	0.83	0.76	0.70
(iii) Other financial liabilities	0.54	0.41	0.65	0.40
(b) Other current liabilities	35.34	33.20	33.80	31.19
(c) Short term Provisions	2.08	2.63	2.10	2.15
(d) Current tax liabilities (net)	2.27	8.57	-	1.18
Total current liabilities (B)	**278.94**	**254.97**	**267.97**	**185.57**
Net working capital requirement (A-B)*	**457.14**	**378.39**	**263.68**	**200.69**
Existing Funding Pattern				
A. Borrowings from banks, financial institution and non-banking financial companies (including bill discounting)	206.03	184.72	102.40	108.37
B. Internal Accruals/Equity	251.11	193.67	161.28	92.32
Total (A-B)	**457.14**	**378.39**	**263.68**	**200.69**

The working capital details as at September 30, 2022, March 31, 2022, March 31, 2021 and March 31, 2020 have been certified by CNK & Associates LLP, Chartered Accountants pursuant to their certificate dated March 27, 2023.
** Net working capital requirement = Current Assets (excluding cash and cash equivalents) – Current Liabilities (excluding current borrowings)*

(b) Working capital requirements

The proposed working capital requirements, as approved by the Board pursuant to a resolution dated March 27, 2023, and the basis of key assumptions with respect to the determination of the same are mentioned below. Our Company's expected working capital requirements for Fiscal 2023 and 2024 are set out below:

(₹ million)

Particulars	For the period ending March 31, 2023 (Estimated)	For the period ending March 31, 2024 (Estimated)
Current Assets		
(a) Inventories		
(i) Raw materials	73.70	139.85
(ii) Work-in-process	88.44	167.83
(iii) Finished goods (other than those acquired for trading)	103.18	195.80
(iv) Stores and spares	6.50	12.38
(v) Packing Materials	1.82	3.54
(b) Financial assets		
(i) Trade receivables	483.67	984.81
(ii) Loans	0.29	0.29
(iii) Other financial assets	0.16	0.16

Particulars	For the period ending March 31, 2023 (Estimated)	For the period ending March 31, 2024 (Estimated)
(c) Other current assets	22.28	24.50
Total current assets (A)	**780.04**	**1,529.16**
Current Liabilities		
(a) Financial Liabilities		
(i) Trade payables	250.59	475.51
(ii) Lease liabilities	0.91	1.00
(iii) Other financial liabilities	0.45	0.49
(b) Other current liabilities	35.49	51.49
(c) Short term Provisions	3.75	5.27
(d) Current tax liabilities (net)	-	-
Total current liabilities (B)	**291.19**	**533.76**
Net working capital requirement (A-B)	**488.85**	**995.40**
Proposed Funding Pattern		
Borrowing	430.00	430.00
Internal accruals/Equity	58.85	165.40
Proceeds from the Fresh Issue	Nil	400.00
Total Source of Finance	**488.85**	**995.40**

The projected working capital details as at, March 31, 2023 and March 31, 2024 have been certified by CNK & Associates, LLP, Chartered Accountants pursuant to their certificate dated March 27, 2023.

Our Company proposes to utilize up to ₹400.00 million from the Net Proceeds towards funding our working capital requirements. Our Company expects that the funding pattern for working capital requirements for Fiscal 2024 will comprise of working capital funding from Net Proceeds and internal accruals.

Holding levels

Provided below are details of the holding levels (days) considered:

Particulars	Holding levels on the basis of	Fiscal year (Actuals)			Six months period ended September 30, 2022 (Actuals)	Fiscal year (Projected)	
		2020	2021	2022		2023	2024
Trade receivables days	Revenue from operations	82	91	103	94	105	110
Inventory days	Cost of Goods sold						
(i) Raw materials		17	22	16	25	25	25
(ii) Work-in-process		25	21	29	29	30	30
(iii) Finished goods (other than those acquired for trading)		3	32	36	27	35	35
Other Current Assets	Revenue from operations	4	4	5	9	5	3
Trade payables days	Cost of Materials consumed	75	94	85	76	85	85
Other Current liabilities	Revenue from operations	9	9	8	15	8	6

As certified by CNK & Associates, LLP, Chartered Accountants pursuant to their certificate dated March 27, 2023.

Key assumptions and justifications for holding levels

The table below sets forth the key justifications for holding levels:

Particulars*	Assumptions and Justifications
Inventory	*Raw material* The Company procures raw materials which is essential for manufacturing the products from domestic and international vendors. 61%, 67%, 61% and 65% of our cost of raw materials in Fiscal 2020, Fiscal 2021 and Fiscal 2022 and Six months ended September, 2022. The Company maintained an inventory of raw material required for 17 days, 22 days, 16 days and 25 days in Fiscals 2020, 2021, 2022 and six months ended September 30, 2022 respectively. Such inventory is essential for the Company to ensure uninterrupted production. Accordingly, the Company has assumed raw material inventory of 25 days of its cost of material consumed for Fiscal ended March 31, 2023 and Fiscal March 31, 2024. *Work-in-Process* Historically, work in process inventory has been 25 days, 21 days, 29 days and 29 days of cost of materials consumed for Fiscals 2020, 2021, 2022 and for the six months ended September 30, 2022 respectively. Accordingly, the Company has assumed work in process inventory of 30 days of cost of material consumed for Fiscal ended March 31, 2023 and Fiscal ended March 31, 2024. *Finished Goods* Finished goods inventory of Fiscal 2020 was 3 days. This was due to lower stock of Finished Goods. However, in order to ensure timely availability of products to our customers, our Company has maintained finished goods inventory of 32 days, 36 days and 27 days in Fiscals 2021, 2022 and for the six months ended September 30, 2022. Accordingly, the Company has assumed finished goods inventory of 35 days of cost of material consumed for Fiscal ended March 31, 2023 and Fiscal ended March 31, 2024
Trade receivables	Our Company had 82 Trade Receivables Days in Fiscal 2020, 91 Trade Receivables Days in Fiscal 2021, 103 Trade Receivables Days in Fiscal 2022 and 94 Trade Receivables Days in the six months period ended September 30, 2022. Basis the past trend, it is expected to continue to maintain the Trade Receivable days level of 105 and 110 days for Fiscal ended March 31, 2023 and ended March 31, 2024, respectively.
Trade Payables	Our Company had 75 Trade Payable Days in Fiscal 2020, 94 Trade Payable Days in Fiscal 2021, 85 Trade Payable Days in Fiscal 2022 and 76 Trade Payable Days in six months period ended September 30, 2022 Which it continues to maintain at level of 85 days for Fiscal ended March 31, 2023 and ended Fiscal March 31, 2024.
Other Current Assets	Current Assets includes Advances to suppliers, Pre paid expenses, Balance with Government Authority, Gratuity Fund etc. As on March 31, 2022 and on September 2022, other Current Assets were ₹20.25 million and ₹21.23 million respectively resulting in Other Current Assets days of 5 and 9 for the respective periods. The Other Current Assets are estimated to be between ₹22.28 million to ₹24.50 million from financial year 2023-2024, based on latest assumptions resulting in Other Current Assets days of 5 and 3 for the Fiscal ended March 31, 2023 and ended March 31, 2024, respectively.
Other Current Liabilities and	Other Current Liabilities includes Advance from Customers, Payables for Statutory dues, Salaries & Wages etc. As on March 2022 and on September 2022, other current liabilities was ₹33.20 million and ₹35.34 million respectively resulting in Other Current Liabilities days of 8 and 15 for the respective periods. It is estimated that the Other Current Liabilities would be between ₹35.49 million to ₹51.49 million for the Fiscal ended March 31, 2023 and ended March 31, 2024 resulting in Other Current Liabilities days of 8 and 6 respectively for the said periods.
Capacity Utilization	The Company's management assumed the following production volumes and capacity utilization levels for the Fiscal years ended March 31, 2023 and March 31, 2024:

	Production Volume (MT)	
Financial Year	**Ankleshwar Facility**	**Dahej Facility**
Fiscal 2023	556,865	NA
Fiscal 2024	634,202	2,724,000

	Utilization %	
Financial Year	**Ankleshwar Facility**	**Dahej Facility**
Fiscal 2023	63.07%	NA
Fiscal 2024	71.82%	28.95%

**As certified by CNK & Associates, LLP, Chartered Accountants pursuant to their certificate dated March 27, 2023.*

4. ***General corporate purposes***

Our Company proposes to deploy the balance Net Proceeds aggregating to ₹ [●] million towards general corporate purposes, subject to such amount not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilise Net Proceeds include, but are not restricted to, strategic initiatives, funding growth opportunities, strengthening marketing capabilities, meeting ongoing general corporate exigencies and contingencies; meeting our business requirements, expenses incurred in ordinary course of business, payment of commission and/or fees to consultants, acquisition of fixed assets, business development initiatives, employee welfare activities, other expenses including salaries and wages, administration, insurance, repairs and maintenance, payment of taxes and duties and any other purpose, as may be approved by the Board or a duly constituted committee thereof, subject to compliance with applicable law, including provisions of the Companies Act.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company and other relevant considerations, from time to time. Our Company's management, in accordance with the policies of our Board, shall have flexibility in utilizing surplus amounts, if any. In addition to the above, our Company may utilize the balance Net Proceeds towards any other expenditure considered expedient and as approved periodically by our Board or a duly appointed committee thereof, subject to compliance with applicable law. Our management will have the discretion to revise our business plan from time to time and consequently our funding requirement and deployment of funds may change. This may also include rescheduling the proposed utilization of Net Proceeds. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilize such unutilized amount in the subsequent Fiscals.

Offer expenses

The total expenses of the Offer are estimated to be approximately ₹[●] million. The Offer related expenses primarily include fees payable to the BRLMs and legal counsel, fees payable to the Auditors, brokerage and selling commission, underwriting commission, commission payable to Registered Brokers, RTAs and CDPs, SCSBs' fees, Escrow Collection Bank fees, Sponsor Banks' fees, the Registrar's fees, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

Other than the listing fees for the Offer which will be borne solely by our Company, all fees, costs and expenses required to be paid in respect of the Offer will be shared among our Company and the Promoter Selling Shareholder on a *pro-rata* basis, in proportion to the Equity Shares issued and allotted by our Company in the Fresh Issue and the Offered Shares sold by the Promoter Selling Shareholder in the Offer for Sale, upon the successful completion of the Offer, in compliance with applicable law. All proportional Offer-related fees, costs and expenses to be borne by the Promoter Selling Shareholder and shall be deducted from his portion of the Offer proceeds and only the balance amount will be paid to the Promoter Selling Shareholder.

It is clarified that, in the event that the Offer is withdrawn, abandoned or terminated for any reason whatsoever, the expenses incurred in relation to the proposed Offer will also be shared among the Company and the Promoter Selling Shareholder on a *pro-rata* basis, in proportion to the Equity Shares issued and allotted by our Company in the Fresh Issue and the Offered Shares sold by the Promoter Selling Shareholder in the Offer for Sale

The estimated Offer related expenses are set out below.

Activity	**Estimated expenses**[(1)]	**As a percentage of the total estimated Offer expenses**[(1)]	**As a percentage of the total Offer size**[(1)]
	(₹ million)	*(%)*	*(%)*
BRLMs' fees and commissions (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Selling commission/processing fee for SCSBs, Sponsor Banks and fee payable to the Sponsor Banks for Bids made by RIBs[(2)(3)(4)]	[●]	[●]	[●]
Brokerage and selling commission and bidding/uploading charges for members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs[(5)]	[●]	[●]	[●]

Activity	Estimated expenses(1)	As a percentage of the total estimated Offer expenses(1)	As a percentage of the total Offer size(1)
	(₹ million)	*(%)*	*(%)*
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Others			
(i) Listing fees, SEBI filing fees, upload fees, BSE and NSE processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
(ii) Printing and stationery expenses	[●]	[●]	[●]
(iii) Advertising and marketing expenses	[●]	[●]	[●]
(iv) Fees payable to legal counsels	[●]	[●]	[●]
(v) Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

(1) *Amounts will be finalized and incorporated in the Prospectus on determination of Offer Price.*

(2) *Selling commission payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders, which are directly procured by the SCSBs, would be as follows:*

Portion for Retail Individual Bidders	*[●]% of the Amount Allotted* (plus applicable taxes)*
Portion for Non-Institutional Bidders	*[●]% of the Amount Allotted* (plus applicable taxes)*

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price*

Selling commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the bid book of BSE or NSE.

(3) *No processing fees shall be payable by our Company or the Promoter Selling Shareholder to the SCSBs on the Bid cum Application Forms directly procured by them. Processing fees payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/CDPs and submitted to the SCSBs for blocking, would be as follows: ₹[●] per valid application (plus applicable taxes)*

(4) *The processing fees for applications made by UPI Bidders using the UPI Mechanism would be as follows:*

Sponsor Banks	*₹[●] per valid Bid cum Application Form (plus applicable taxes)* *The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws*

(5) *Selling commission on the portion for UPI Bidders and Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs would be as follows:*

Portion for UPI Bidders	*[●]% of the Amount Allotted* (plus applicable taxes)*
Portion for Non-Institutional Bidders	*[●]% of the Amount Allotted* (plus applicable taxes)*

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price*

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and such payment of processing fees to the SCSBs shall be made in compliance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories). Accordingly, Syndicate / Sub-Syndicate Members shall not be able to accept Bid Cum Application Form above ₹ 500,000 and the same Bid Cum Application Form needs to be submitted to SCSBs for blocking of fund and uploading on the exchange bidding platform. To identify bids submitted by Syndicate / Sub-Syndicate Members to SCSB, a special Bid Cum Application Form with a heading / watermark, 'Syndicate ASBA' may be used by Syndicate / Sub-Syndicate Member along with SM code and Broker code mentioned on the Bid Cum Application Form to be eligible for brokerage on Allotment. However, such special forms, if used for RIB Bids and NIB Bids up to ₹ 500,000 will not be eligible for brokerage.

Interim use of the Net Proceeds

Our Company, in accordance with the applicable law, policies established by our Board from time to time and in order to attain the Objects set out above, will have flexibility to deploy the Net Proceeds. Pending utilization of the Net Proceeds for the purposes described in this section, our Company may temporarily invest the Net

Proceeds in deposits in one or more scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934, as may be approved by our Board. In accordance with Section 27 of the Companies Act, our Company confirms that, other than as specified in this section for the purposes of the Objects, it shall not use the Net Proceeds for buying, trading or otherwise dealing in equity securities or any equity linked securities.

Appraising entity

None of the Objects for which the Net Proceeds will be utilized have been appraised by any agency.

Bridge financing facilities

Our Company has not raised any bridge loans from any bank or financial institution as of the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds.

Monitoring of utilization of funds

Our Company will appoint a monitoring agency to monitor utilization of proceeds from the Fresh Issue, including the proceeds proposed to be utilised towards general corporate purposes, prior to filing of the Red Herring Prospectus with the RoC, in accordance with Regulation 41 of the SEBI ICDR Regulations. Our Company undertakes to place the Net Proceeds in a separate bank account which shall be monitored by the Monitoring Agency for utilization of the Net Proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose and continue to disclose the utilization of the Net Proceeds, including interim use, under a separate head in its balance sheet for such fiscal periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, specifying the purposes for which the Net Proceeds have been utilized. Our Company will also, in its balance sheet for the applicable fiscal periods, provide details, if any, in relation to all such Net Proceeds that have not been utilized, if any, of such currently unutilized Net Proceeds. Further, our Company, on a quarterly basis, shall include the deployment of Net Proceeds under various heads, as applicable, in the notes to our quarterly consolidated results.

Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds, which shall discuss, monitor and approve the use of the Net Proceeds along with our Board. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilized. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. The statement prepared on an annual basis for utilization of the Net Proceeds shall be certified by the Auditors.

Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilization of the proceeds of the Fresh Issue from the Objects; and (ii) details of category wise variations in the actual utilization of the proceeds of the Fresh Issue from the Objects. This information will also be published on our website.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act and Regulation 59 and Schedule XX of the SEBI ICDR Regulations, our Company shall not vary the Objects, without our Company being authorized to do so by its Shareholders by way of a special resolution and our Company shall include the requisite explanation in the director's report in relation to such variation. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("Notice") shall specify the prescribed details and be published in accordance with the Companies Act. The Notice shall simultaneously be published in the newspapers, one in English and one in Gujarati, the vernacular language of the jurisdiction where our Registered Office is situated. Pursuant to the Companies Act, the Promoter, as at the time of such proposed variation, will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the Objects, subject to the provisions of the Companies Act and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with our Articles of Association, the provisions of the Companies Act and the SEBI ICDR Regulations.

Other confirmations

Except to the extent of any proceeds received pursuant to the sale of Equity Shares proposed to be sold by the Promoter Selling Shareholder in the Offer for Sale, neither our Promoter, nor members of the Promoter Group, Directors, KMPs, Senior Management, or Group Companies will receive any portion of the Offer Proceeds and there are no material existing or anticipated transactions in relation to utilization of the Offer Proceeds with our Promoter, members of the Promoter Group, Directors, KMPs, Senior Management, or Group Companies. Further, except in the ordinary course of business, there is no existing or anticipated interest of such individuals and entities in the objects of the Fresh Issue as set out above.

Further, pursuant to the Offer, the Net Proceeds received by our Company shall only be utilised for objects identified by our Company and for general corporate purposes and none of our Promoter, member of our Promoter Group, Group Companies and associates of our Company, as applicable, shall receive any part of the Net Proceeds, directly or indirectly.

BASIS FOR OFFER PRICE

The Price Band and the Offer Price will be determined by our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Managers, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and the quantitative and qualitative factors as described below and is justified in view of these parameters. The face value of the Equity Shares is ₹10 each and the Floor Price is [●] times the face value and the Cap Price is [●] times the face value. Investors should also refer to "*Risk Factors*", "*Our Business*", "*Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 31, 208, 273 and 365, respectively, to have an informed view before making an investment decision.

Qualitative factors

Some of the qualitative factors which form the basis for computing the Offer Price are:

1. Strong and diversified portfolio of Pharma Intermediates and KSMs catering to growing therapeutic areas;
2. Diversified customer base with long standing relationships across multiple geographies;
3. Research and development focused company, specialized in chemistries involving long chain multi-stage reactions;
4. High entry barriers due to complex manufacturing process, long customer approval cycles and strict compliance requirements;
5. Focus on quality, environment, health and safety;
6. Strong sales and marketing capabilities; and
7. Experienced leadership team with technocrat Promoter and strong corporate governance.

For further details, see *"Our Business – Our Strengths"* on page 218.

Quantitative factors

Some of the information presented below relating to our Company is derived from the Restated Financial Information. For details, see *"Financial Information"* on page 273.

Some of the quantitative factors which may form the basis for calculating the Offer Price are as follows:

1. Basic and diluted Earnings per Share ("EPS") at face value of ₹10 each:

Derived from Restated Financial Information:

Financial Year/Period	Basic and diluted EPS (in ₹)	Weight
2022	4.30	3
2021	3.73	2
2020	2.32	1
Weighted Average	**3.78**	-
As of six month period ended September 30, 2022*	2.26	-

**Not annualized*

Notes:

(1) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights.

(2) Earnings per Share (₹) = Profit after tax excluding exceptional items before other comprehensive income attributable to equity shareholders for the year/weighted average number of equity shares.

(3) The earnings per share figure for all the years and period have been adjusted to give effect to the allotment of the bonus shares, as required by Ind AS-33.

(4) The above statement should be read with significant accounting policies and the notes to the Restated Financial Information as appearing in "Restated Financial Information" beginning on page 273.

2. Price/Earnings Ratio in relation to Price Band of ₹[●] to ₹[●] per Equity Share:

Particulars	P/E at the Floor Price (no. of times)	P/E at the Cap Price (no. of times)
P/E ratio based on basic EPS for Fiscal 2022	[●]	[●]
P/E ratio based on diluted EPS for Fiscal 2022	[●]	[●]

Note: Information in relation to price/earnings ratio shall be updated in the Prospectus after finalization of the Offer Price.

3. **Industry Peer Group Price / Earnings P/E ratio**

Industry P/E ratio

Particulars	P/E
Highest	91.60
Lowest	13.75
Average	51.89

Note:

(1) Based on peer set provided below. The industry average has been calculated as the arithmetic average P/ E of the industry peer set disclosed in this section.

(2) The industry P / E ratio mentioned above is for the financial year ended March 31, 2022.

(3) All the financial information for listed industry peers mentioned above is sourced from the audited financial statements of the relevant companies for Fiscal 2022, as available on the websites of the Stock Exchanges.

4. **Return on Net Worth ("RoNW")**

Financial Year	RoNW (%)	Weight
2022	28.00	3
2021	33.80	2
2020	31.82	1
Weighted Average	**30.57**	-
As of six month period ended September 30, 2022*	12.83	-

**Not annualized*

Notes:

(1) Return on Net Worth (%) is calculated as profit after tax for the period/ year attributable to the equity shareholders of the Company divided by total as equity as at respective period/ year end. Total equity = equity share capital + instruments entirely equity in nature + other equity.

(2) Weighted Average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/total of weights.

5. **Net Asset Value ("NAV") per Equity Share (Face value of ₹10 each)**

Net Asset Value per Equity Share	(₹)
As at March 31, 2022	61.48
As at September 30, 2022	70.54
After the completion of the Offer	
- At the Floor Price	[●]
- At the Cap Price	[●]
Offer Price	[●]

Notes:

(1) Offer Price per equity share will be determined on conclusion of the Book Building Process.

(2) Net asset value per equity share is calculated as net worth as of the end of relevant year divided by the number of equity shares outstanding at the end of the year. Net worth represents aggregate value of equity share capital, instruments entirely equity in nature and other equity and are based on the Restated Financial Information.

6. **Key Performance Indicators ("KPIs")**

The following table highlights the key performance indicators of our financial and operational performance that have a bearing on arriving at the basis for Offer Price and have been used historically by our Company to understand and analyze the business performance, which in result, help us in analyzing the growth of various verticals in comparison to our peers.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated March 23, 2023. The Audit Committee has confirmed and taken on record that (a) no KPIs have been shared by our Company with any investors in the three years prior to filing of this Draft Red Herring Prospectus, and (b) verified details of the aforementioned KPIs have been included in this section. Further, the KPIs herein have been certified by CNK & Associates LLP, Chartered Accountants, by their certificate dated March 27, 2023.

The KPIs of our Company have been disclosed in the sections "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" starting on pages 208 and 365 respectively. We have described and defined the KPIs, as applicable, in "*Definitions and Abbreviations – Financial and operational key performance indicators*" on page 17 of this Draft Red Herring Prospectus.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilisation of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Offer Section, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations.

Particulars	For the six months ended September 30, 2022*	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020
Financial KPIs				
Revenue from operations (1)	879.12	1,456.41	1,329.49	1,209.26
Gross Profit (2)	321.21	593.32	495.63	442.13
Gross Margin (%) (3)	36.54%	40.74%	37.28%	36.56%
EBITDA (₹ million) (4)	157.08	300.29	225.45	184.28
EBITDA Margin % (5)	17.87%	20.62%	16.96%	15.24%
PAT (₹ million) (6)	101.13	192.33	166.70	103.83
PAT Margin % (7)	11.42%	13.13%	12.24%	8.57%
Net cash from operating activities (₹ Million) (8)	40.14	131.10	133.67	206.01
Net Worth (₹ million) (9)	788.21	686.96	493.18	326.30
Total Debt (₹ million) (10)	606.19	419.35	250.31	253.26
ROCE(11)	10.76%	25.61%	32.08%	29.23%
ROE (12)	12.83%	28.00%	33.80%	31.82%
Operational KPIs				
Export Revenue (₹ million) (13)	52.77	353.38	224.84	313.73
Domestic Revenue (₹ million) (14)	826.35	1,103.04	1,104.65	895.53
Export % of Revenue(13)	6.00%	24.26%	16.91%	25.94%
Domestic % of Revenue(14)	94.00%	75.74%	83.09%	74.06%
Total quantity sold (kilograms)	277,509	661,854	743,213	716,402
Sales Realization per Kg (15)	3,106.51	2,139.32	1,723.74	1,591.72

**KPIs for the period are not annualized.*
Note: As certified by CNK & Associates, LLP, Chartered Accountants through their certificate dated March 27, 2023.

Explanation for the KPIs:

S.No.	KPI	Remarks/ Definitions/ Assumptions
Financial KPIs		
1	Revenue from Operations (₹ million)	Revenue from Operations means the revenue from operations as appearing in the Restated Financial Information
2	Gross Profit (₹ million)	Gross Profit is calculated as revenue from operations less cost of materials consumed, changes in inventories of finished goods and work-in-progress.
3	Gross Margin %	Gross Margin refers to the percentage margin derived by dividing Gross Profit by Revenue from Operations.
4	EBITDA (₹ million)	EBITDA is calculated as restated profit / (loss) for the period / year (excluding Other Income), plus finance costs, total taxes, and depreciation and amortization expense.
5	EBITDA Margin %	EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.
6	Profit After Tax (₹ million)	PAT is restated Profit/ (Loss) or the period/ year as appearing in the Restated Financial Information.
7	PAT Margin %	PAT Margin refers to the percentage margin derived by dividing Profit after Tax by Total Income.
8	Net cash from operating activities (₹ million)	Net cash from operating activities is Profit before Tax after giving adjustments of Non-Operating incomes and expenses and Change in Operating Assets and Liabilities.
9	Net Worth (₹ million)	Net Worth is sum of Equity Share capital and other Equity.
10	Total Debt (₹ million)	Total Debt is sum of Short term and Long term Borrowings.
11	ROCE %	Return on Capital Employed (ROCE) is calculated as earnings before interest and taxes divided by Capital Employed.

S.No.	KPI	Remarks/ Definitions/ Assumptions
		-Earnings before interest and tax is calculated as restated profit / (loss) for the period /year plus total tax expense / (credit) plus finance costs. -Capital Employed is calculated as total equity plus total borrowings (including lease liabilities).
12	ROE %	Return on Equity (ROE) refers to restated profit for the year/period attributable to equity shareholders of our Company divided by Closing Equity for the year/period.
Operational KPIs		
13	Export Revenue (₹ million) and Export % of Revenue	This metric enables us to track the progress of our revenues in the export markets
14	Domestic Revenue (₹ million) and and Domestic % of Revenue	This metric enables us to track the progress of our revenues in the domestic markets
15	Sales Realization per Kg	Sales Realization per Kg is calculated as Revenue from sale of products divided by total quantity sold (other than by-products). This metric enables us to track the share of higher value products as a part of our overall product revenue (other than By products) divided by total quantity of Finished products sold during the year/ period.

7. Comparison with Listed Industry Peers

Comparison of Accounting Ratios with Listed Industry Peers:

Fiscal 2022	Standalone/ Consolidated	Face Value	EPS (₹)		NAV (per share) (₹)	P/E	RONW (%)	Total Revenue (in ₹ millions)
			Basic	Diluted				
SPC Life Sciences Limited	Standalone	10.00	4.30	4.30	61.48	N.A.	28.00%	1,464.42
Listed peers								
Aarti Industries	Consolidated	5.00	36.06	36.06	163.16	13.75	22.10%	70,007.60
Ami Organics	Consolidated	10.00	21.03	21.03	143.34	42.64	13.78%	5,228.97
Neogen Chemicals	Consolidated	10.00	18.70	18.70	176.12	68.80	10.16%	4,883.20
Aether Industries	Standalone	10.00	9.67	9.67	34.33	91.60	28.16%	5,970.21
Anupam Rasayan	Consolidated	10.00	15.22	15.18	172.26	56.32	8.81%	10,811.07
Tatva Chintan	Consolidated	10.00	44.59	44.59	213.44	38.22	20.27%	4,425.41

Notes:

i. *NAV is computed as the net worth for the year ended March 31, 2022 divided by the outstanding number of equity shares as of March 31, 2022.*

ii. *P/E Ratio has been computed based on the closing market price of equity shares on NSE on March 24, 2023, divided by the Diluted EPS for the year ended March 31, 2022.*

iii. *Return on Net Worth (%) = Net Profit after Tax divided by Net worth at the end of the year. Net worth represents the equity share capital and other equity.*

Source:

All the financial information for listed industry peers mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the annual reports as available of the respective company for the year ended March 31, 2022 available on the website of the stock exchanges.

The peer group above has been determined on the basis of listed public companies comparable in size to our Company or whose business portfolio is comparable with that of our business.

8. Comparison of Key Performance Indicators for Fiscal 2022, Fiscal 2021, Fiscal 2020 and the six months ended September 30, 2022 with listed industry peers

Particulars	Aarti Industries (Consolidated)				Ami Organics				Neogen Chemicals			
	For the six months ended September 30, 2022^	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020	For the six months ended September 30, 2022^	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020	For the six months ended September 30, 2022^	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020
Financial KPIs												
Revenue from Operations (₹ million)	32,952.90	69,999.60	45,061.00	41,863.10	2,779.93	5,201.35	3,406.08	2,396.43	2,960.20	4,872.50	3,364.16	3,061.22
Gross Profit (₹ million)	13,909.60	37,061.40	23,775.40	21,299.90	1,345.23	2,472.99	1,609.22	1,107.30	1,354.60	2,122.80	1,387.87	1,220.24
Gross Margin %	42.21%	52.95%	52.76%	50.88%	48.39%	47.55%	47.25%	46.21%	45.76%	43.57%	41.25%	39.86%
EBITDA (₹ million)	5,485.10	19,288.10	9,815.30	9,773.30	510.47	1,051.76	801.53	410.16	489.00	865.90	643.58	580.52
EBITDA Margin %	16.65%	27.55%	21.78%	23.35%	18.36%	20.22%	23.53%	17.12%	16.52%	17.77%	19.13%	18.96%
PAT (₹ million)	2,600.20	13,071.90	5,234.70	5,360.80	339.00	719.46	539.99	274.70	209.70	446.30	313.32	286.57
PAT Margin %	7.89%	18.67%	11.62%	12.78%	12.13%	13.76%	15.79%	11.33%	7.05%	9.14%	9.31%	9.36%
Net cash from operating activities (₹ million)	2,181.90	4,707.60	8,727.10	11,020.60	154.06	-86.60	279.60	270.77	-932.60	14.10	835.70	-345.47
Net Worth (₹ million)	46,885.80	59,144.60	35,029.00	29,787.70	5,444.31	5,222.74	1,669.33	1,118.14	4,533.10	4,392.40	1,830.24	1,562.46
Total Debt (₹ million)	27,674.60	22,340.70	25,052.40	18,105.10	7.18	8.44	1,366.36	538.24	2,812.10	2,287.50	2,018.87	1,322.95
ROCE	5.42%	20.14%	12.50%	16.72%	8.56%	18.71%	25.48%	24.35%	5.79%	11.40%	15.06%	18.38%
ROE	5.55%	22.10%	14.94%	18.00%	6.23%	13.78%	32.35%	24.57%	4.63%	10.16%	17.12%	18.34%
Operational KPIs												

Particulars	Aarti Industries (Consolidated)				Ami Organics				Neogen Chemicals			
	For the six months ended September 30, 2022^	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020	For the six months ended September 30, 2022^	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020	For the six months ended September 30, 2022^	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020
Export Revenue (₹ million)	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Domestic Revenue (₹ million)	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Export % of Revenue	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Domestic % of Revenue	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total quantity sold (kilograms)	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Average Sales Realisation (₹ per kilogram)	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

Particulars	Aether Industries				Anupam Rasayan				Tatva Chintan			
	For the six months ended September 30, 2022^	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020	For the six months ended September 30, 2022^	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020	For the six months ended September 30, 2022^	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020
Financial KPIs												
Revenue from Operations (₹ million)	3,001.61	5,900.47	4,498.16	3,018.75	7,298.86	10,660.01	8,108.88	5,288.80	1,784.93	4,336.47	3,003.59	2,632.39
Gross Profit (₹ million)	1,489.32	3,020.14	2,191.28	1,457.20	4,305.95	6,961.01	4,719.26	3,183.47	951.97	2,390.08	1,483.54	1,304.72
Gross Margin %	49.62%	51.18%	48.72%	48.27%	58.99%	65.30%	58.20%	60.19%	53.33%	55.12%	49.39%	49.56%

Particulars	Aether Industries				Anupam Rasayan				Tatva Chintan			
	For the six months ended September 30, 2022^	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020	For the six months ended September 30, 2022^	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020	For the six months ended September 30, 2022^	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020
EBITDA (₹ million)	793.13	1,681.07	1,121.59	696.55	2,028.19	2,970.41	1,935.86	1,347.63	263.93	1,082.39	664.36	549.52
EBITDA Margin %	26.42%	28.49%	24.93%	23.07%	27.79%	27.86%	23.87%	25.48%	14.79%	24.96%	22.12%	20.88%
PAT (₹ million)	578.20	1,089.29	711.19	396.12	897.76	1,521.79	702.96	532.06	169.08	958.74	522.62	377.89
PAT Margin %	18.49%	18.25%	15.67%	13.04%	12.51%	14.08%	8.39%	9.86%	9.30%	21.66%	17.10%	14.28%
Net cash from operating activities (₹ million)	-423.16	-54.42	231.96	248.58	1,178.99	-1,712.26	14.59	949.45	-158.19	203.79	196.94	253.12
Net Worth (₹ million)	12,027.84	3,868.88	1,743.33	1,034.49	17,933.18	17,268.50	15,734.02	5,935.31	4,859.32	4,730.89	1,659.64	1,176.94
Total Debt (₹ million)	326.39	2,907.29	2,112.67	1,439.60	8,994.84	8,362.15	4,231.34	7,948.11	1,396.95	1,199.38	902.48	791.98
ROCE	6.63%	23.55%	27.26%	25.94%	5.81%	9.83%	8.44%	8.42%	4.02%	18.37%	25.33%	26.18%
ROE	4.81%	28.16%	40.79%	38.29%	5.01%	8.81%	4.47%	8.96%	3.48%	20.27%	31.49%	32.11%
Operational KPIs												
Export Revenue (₹ million)	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Domestic Revenue (₹ million)	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Export % of Revenue	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Domestic % of Revenue	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

Particulars	Aether Industries				Anupam Rasayan				Tatva Chintan			
	For the six months ended September 30, 2022^	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020	For the six months ended September 30, 2022^	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020	For the six months ended September 30, 2022^	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020
Total quantity sold (kilograms)	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Average Sales Realisation (₹ per kilogram)	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

^ *KPIs for the period are not annualized*

9. Weighted average cost of acquisition

(a) The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities)

There has been no issuance of Equity Shares or convertible securities during the 18 months preceding the date of this DRHP, excluding the shares issued under the ESOP Schemes and issuance of bonus shares, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-Offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

(b) The price per share of our Company based on the secondary sale / acquisition of shares (equity / convertible securities)

There have been no secondary sale / acquisitions of Equity Shares or any convertible securities, where the promoters, members of the promoter group, selling shareholders, or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-Offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

Since there are no such transaction to report to under (a) and (b), the following are the details of the last five primary or secondary transactions (secondary transactions where Promoter or members of the Promoter Group or Shareholder(s) having the right to nominate Director(s) on our Board, are a party to the transaction), not older than three years prior to the date of this Draft Red Herring Prospectus irrespective of the size of transactions:

Primary Issuances

Except as disclosed below, there have been no primary transactions in the last three years preceding the date of this Draft Red Herring Prospectus:

Date of allotment of Equity Shares	Nature of transaction	Name of allottee	Nature of allottee	No. of Equity Shares transacted	Face Value (₹)	Cost per Equity Share (incl. securities premium) (₹)	Total Cost (₹)
March 19, 2021	Bonus issue	Ravjibhai Dudabhai Dudhat	Promoter Group	68,802	10	Nil	Nil
	Bonus issue	Sangitaben Ravjibhai Dudhat	Promoter Group	68,802	10	Nil	Nil
	Bonus issue	Mili Snehal Patel	Promoter Group	15,000	10	Nil	Nil
	Bonus issue	Snehal Ravjibhai Patel	Promoter	8,227,587	10	Nil	Nil
November 16, 2022	Bonus issue	Ravjibhai Dudabhai Dudhat	Promoter Group	275,208	10	Nil	Nil
	Bonus issue	Sangitaben Ravjibhai Dudhat	Promoter Group	275,208	10	Nil	Nil
	Bonus issue	Mili Snehal Patel	Promoter Group	60,000	10	Nil	Nil
	Bonus issue	Snehal Ravjibhai Patel	Promoter	32,910,348	10	Nil	Nil
Weighted average cost of acquisition					Nil		

Secondary Issuances

There have been no secondary transactions where the Promoter, members of the Promoter Group and the Promoter Selling Shareholder are a party to the transaction, in the last three years preceding the date of this Draft Red Herring Prospectus.

10. Floor Price and Cap Price vis-à-vis weighted average cost of acquisition based on past allotment(s)/ secondary transaction(s)

Floor Price and Cap Price as compared to the weighted average cost of acquisition of Equity Shares based on primary/ secondary transaction(s), as disclosed in paragraph above, are set out below:

Past Transactions	Weighted average cost of acquisition (in ₹)^	Floor Price (*i.e.*, ₹ [●])#	Cap Price (*i.e.*, ₹ [●])#
Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity/ convertible securities), excluding shares issued under an employee stock option plan/ employee stock option scheme, and issuance of bonus shares, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days	NA	[●] times	[●] times
Weighted average cost of acquisition for last 18 months for secondary sale / acquisition of shares equity/convertible securities), where our Promoters or Promoter Group entities or Selling Shareholders or shareholder(s) having the right to nominate director(s) in our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days*	NA	[●] times	[●] times
Since there were no primary or secondary transactions of equity shares of the Company during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, the information has been disclosed for price per share of the Company based on the last five primary or secondary transactions (secondary transactions where Promoter /Promoter Group entities or Selling Shareholders or Shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction), not older than three years prior to the date of filing of this Draft Red Herring Prospectus irrespective of the size of the transaction.			
- Based on primary transactions	Nil	[●] times	[●] times
- Based on secondary transactions	Nil	[●] times	[●] times

 # To be included at the Prospectus stage.
^ *Certified by CNK & Associates, LLP, Chartered Accountants pursuant to their certificate dated March 27, 2023.*

11. Explanation for Offer Price / Cap Price being [●] price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out at point 9 above) along with our Company's key performance indicators and financial ratios for the six months ended September 30, 2022 and the Fiscals 2022, 2021 and 2020.

[●]*
** To be included upon finalisation of the Price Band and updated in the Prospectus.*

12. Explanation for Offer Price / Cap Price being [●] price of weighted average cost of acquisition of

primary issuance price / secondary transaction price of Equity Shares (set out at point 9 above) in view of the external factors which may have influenced the pricing of the Offer.

[●]*
** To be included upon finalisation of the Price Band and updated in the Prospectus.*

The Offer Price of ₹[●] has been determined by our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Managers, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters. Investors should read the above-mentioned information along with "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Restated Financial Information*" on pages 31, 208, 365 and 273, respectively, to have a more informed view.

The trading price of the Equity Shares could decline due to the factors mentioned in "*Risk Factors*" on page 31 and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE LAWS IN INDIA

To,
The Board of Directors
SPC Life Sciences Limited (*Formerly known as SPC Life Sciences Private Limited)*
284/1, 2 & 3, GIDC Estate, Makarpura,
Vadodara - 390010,
Gujarat, India

Statement of Special Tax Benefits available to SPC Life Sciences Limited (*Formerly known as SPC Life Sciences Private Limited)* and its shareholders prepared in accordance with the requirement under Schedule VI – Part A – Clause (9) (L) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the SEBI ICDR Regulations")

1. We CNK & Associates LLP, Chartered Accountants (Firm Registration Number: 101961W/W-100036), Chartered Accountants hereby confirm that the enclosed Annexures, prepared by SPC Life Sciences Limited (the "**Company**"), provides the special tax benefits available to the Company and to the shareholders of the Company under the following direct and indirect tax laws presently in force in India:

   i. the Income Tax Act, 1961 (the "**Act**") as amended by the Finance Act, 2022 applicable for the Financial Year 2022-23 relevant to the Assessment Year 2023-24, presently in force in India; and

   ii. the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 and applicable goods and services tax legislations, as promulgated by various states, Union Territories Goods and Services Tax Act, 2017 ("**GST Acts**"), the Customs Act, 1962 ("**Customs Act**") and the Customs Tariff Act, 1975 ("**Tariff Act**"), as amended by the Finance Act 2022 applicable for the Financial Year 2022-23, Foreign Trade Policy 2015-20 as extended till March 31, 2022 vide Notification 33/2015-2020 dated September 28, 2021 (unless otherwise specified) ("**FTP**"), presently in force in India.

   The Act, the GST Acts, the Customs Act, the Tariff Act and the FTP, as defined above, are collectively referred to as the "**Relevant Acts**".

2. The company does not have any subsidiary company.

3. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Relevant Acts. Hence, the ability of the Company and/ or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil. The benefits discussed in the enclosed **Annexures I & II** are not exhaustive and the preparation of the contents stated in the Annexures is the responsibility of the Company's management. We are informed that these Annexures are only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed Initial Public Offer ("**IPO**") of equity shares of face value of ₹10 each of the Company (the "**Offer**"). In respect of non-residents, the tax rates and consequent taxation shall be subject to any benefits available under the applicable Double Taxation Avoidance Agreements, if any, between India and the country in which the non-resident has fiscal domicile.

4. We do not express any opinion or provide any assurance as to whether:
   i. the Company or its shareholders will continue to obtain these benefits in future;
   ii. the conditions prescribed for availing the benefits have been / would be met with; and
   iii. the revenue authorities/courts will concur with the views expressed herein.

5. The contents of the enclosed Annexures are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company. We have relied upon the information and documents of the Company being true, correct and complete and have not audited or tested them.

6. We conducted our examination in accordance with the 'Guidance Note on Reports and Certificates for Special Purposes' ("**Guidance Note**") issue by the Institute of Chartered Accountants of India ("**ICAI**"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI. We confirm that while issuing this certificate, we have complied with the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

8. This certificate is addressed to Board of Directors and issued at specific request of the Company. The enclosed Annexures are intended solely for your information and for inclusion in the Draft Red Herring Prospectus, Red Herring Prospectus, the Prospectus and any other material to be filed with the Securities and Exchange Board of India, relevant stock exchanges and Registrar of Companies, Gujarat at Ahmedabad, where applicable, in connection with the Offer (collectively, **"Offer Documents"**), and is not to be used, referred to or distributed for any other purpose without our prior written consent. Any subsequent amendment / modification to provisions of the applicable laws may have an impact on the views contained in our statement.

All capitalized terms used but not defined herein shall have the same meaning as assigned to them in the Offer Documents.

Yours Sincerely,
For and on behalf of CNK & Associates LLP
Chartered Accountants
Firm Registration No. 101961W/W-100036

Alok Shah
Partner
Membership Number: 042005
UDIN: 23042005BGSQWL5460
Certificate No.: CNKBRD/580/2022-23

Place: Vadodara
Date: March 27, 2023

ANNEXURE I TO THE STATEMENT OF SPECIAL TAX BENEFITS (DIRECT TAX)

The information provided below sets out the possible special tax benefits available to **SPC Life Sciences Limited (*Formerly known as SPC Life Sciences Private Limited*)** *(the "**Company**") and the Equity Shareholders under the Income Tax Act 1961 as amended by the Financial Act, 2022, i.e. applicable for the Financial Year 2022-23 relevant to the Assessment Year 2023-24, as amended and presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.*

YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION.

A. SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY

1. Lower corporate tax rate under Section 115BAA of the Act:

As per Section 115BAA of the Act, with effect from Financial Year 2019-20 [i.e. Assessment Year ('AY') 2020 21], a domestic company has an option to pay income tax in respect of its total income at a concessional tax rate of 22% (plus surcharge of 10% and cess) subject to satisfaction of certain conditions.

In case a company opts for Section 115BAA of the Act, provisions of MAT under Section 115JB of the Act would not be applicable and MAT credit of the earlier year(s) will not be available.

The option needs to be exercised on or before the due date of filing the tax return by filing Form 10-IC on income tax e-filing. Once the option has been exercised for any previous year, it cannot be subsequently withdrawn for the same or any other previous year.

The Company has opted for the provisions of Section 115BAA of the Act for AY 2020-21 onwards and hence, the beneficial tax rate of 22% (plus surcharge of 10% and education cess of 4%) is applicable.

2. Deduction under Section 80JJAA of the Act, in respect of employment of new employees :

In accordance with and subject to the conditions specified under Section 80JJAA of the IT Act, a company is entitled to a deduction of an amount equal to 30% of additional employee cost incurred in the course of business in a previous year, for 3 consecutive assessment years including the assessment year relevant to the previous year in which such additional employment cost is incurred. Additional employee cost means the total emoluments paid or payable to additional employees employed in the previous year, which satisfy certain conditions. The deduction under section 80JJAA would continue to be available to the company even where the company opts for the lower tax rate of 22% under the provisions of section 115BAA (as discussed above). The company should be eligible to claim this deduction in case it incurs additional employee cost within the meaning of Explanation (i) to Section 80JJAA of the Act and satisfies the conditions mentioned in the section.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

The Shareholders of the Company are not entitled to any special tax benefits under the Act.

Notes:

a) The above Statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

b) The above Statement covers only certain relevant benefits under the Act read with relevant rules, circulars and notifications and does not cover any indirect tax law benefits or benefit under any other law.

c) The above Statement of possible tax benefits is as per the Act read with relevant rules, circulars and notifications relevant for the assessment year ended March 31, 2024.

d) This Statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

e) In respect of non-residents, the tax rates and consequent taxation will be further subject to any benefits available under the relevant double tax avoidance agreements, if any, between India and the country in which such non-resident is a tax resident of.

f) Our views expressed in this Statement are based on the facts and assumptions as indicated in the Statement. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the Draft offer documents/ documents.

ANNEXURE 2 TO THE STATEMENT OF POSSIBLE TAX BENEFITS (INDIRECT TAX)

The information provided below sets out the possible special tax benefits available to **SPC Life Sciences Limited (*Formerly known as SPC Lifesciences Private Limited)*** *(the "**Company**") and the Equity Shareholders under* Goods and Services Tax Act, 2017 ("**GST Acts**"), the Customs Act, 1962 ("**Customs Act**") and the Customs Tariff Act, 1975 ("**Tariff Act**"), as amended by the Finance Act 2022 applicable for the Financial Year 2022-23, Foreign Trade Policy 2015-20 as extended till March 31, 2022 vide Notification 33/2015-2020 dated September 28, 2021 (unless otherwise specified) ("**FTP**") (Collectively referred as "Indirect Tax Laws") *presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.*

YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION.

A. SPECIAL TAX BENEFITS TO THE COMPANY

1. Benefits under The Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2015-20):

The Company is availing benefit under the advance authorization scheme vide which it is eligible to undertake duty free import of material which are used in manufacturing of goods which are exported out of India. Consequent to this, the Company is under obligation to undertake export of goods within a prescribed time period.

2. Benefits of Duty Drawback scheme under Section 75 of the Customs Act, 1962:

As per Section 75 of the Customs Act, the Central Government is empowered to allow duty drawback on export of goods, where the imported materials are used in the manufacture of such goods. The Company avails duty drawback benefit equal to or less than the duty paid, as applicable, on imported material when it undertakes export of goods.

3. Letter of Undertaking (LUT) under section 54 of CGST ACT 2017:

Refund of unutilized ITC of Zero rated supplies made without payment of tax under export under LUT of section 54 of CGST Act 2017. The company is currently availing this tax benefit and will continue to avail the same on full filling the conditions stipulated under the said act.

4. Scheme of Remission of Duties and Taxes on Exported Product

Duty credit scrips under Merchandise Export from India Scheme ("MEIS") covered in Chapter 3 – as extended till September 30, 2022. New scheme "RoDTEP" comes into force from January 1 2021, and replaces MEIS. However, benefit under this scheme is not extended to Exported Oriented Units. The scheme will ensure that the exporters receive the refunds on the embedded taxes and duties previously non-recoverable. The scheme was brought about with the intention to boost exports which were relatively poor in volume previously. The rate of duty of remission for the products under RoDTEP scheme has been notified by the Government of India and it ranges from 0.5% to 4%

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

The Shareholders of the Company are not entitled to any special tax benefits under the GST Act.

Note:

a) The above Statement of Indirect Tax benefits sets out the special tax benefits available to the Company, and its shareholders under the Indirect Tax Laws mentioned above.

b) The above Statement covers only above-mentioned tax laws benefits and does not cover any income tax law benefits or benefits under any other law.

c) All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.

d) This Statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the Draft offer documents / documents.

SECTION VI: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*Unless stated otherwise, industry and market data used in this section have been extracted from the report titled "Independent Market Report - India Chemicals, Specialty Chemicals and Pharmaceuticals", released on March 26, 2023 (the "**F&S Report**"), which has been commissioned, and paid for, by our Company exclusively in connection with the Offer pursuant to an engagement letter dated November 7, 2022. The information also includes information available from reports or databases of Frost & Sullivan India (Private) Limited ("**F&S**"). F&S is not in any way related to our Company, its Directors, its Promoters or Key Managerial Personnel. Industry publications are also prepared on information as of specific dates and may no longer be current or reflect current trends. Accordingly, investment decisions should not be based on such information. The F&S Report will be available on the website of our Company from the date of filing of the Red Herring Prospectus until the Bid/Offer Closing Date.*

*F&S has taken due care and caution in preparing the "Independent Market Report - India Chemicals, Specialty Chemicals and Pharmaceuticals", released on March 26, 2023 (the "**F&S Report**") based on the information obtained by F&S from sources which it considers reliable ("**Data**"). The F&S Report is not a recommendation to invest / disinvest in any entity covered in the Report and no part of the F&S Report should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. While preparing its report, F&S has also sourced information from publicly available sources, including our Company's financial statements. For more information, see "Risk Factors – 22. Certain sections of this Draft Red Herring Prospectus contain information from the F&S Report which we commissioned and purchased and any reliance on such information for making an investment decision in the Offer is subject to inherent risks" on page 46. Also see, "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data" on page 19. Unless otherwise indicated, financial, operational, industry and other related information derived from the Frost and Sullivan Report and included herein with respect to any particular year refers to such information for the relevant calendar year.*

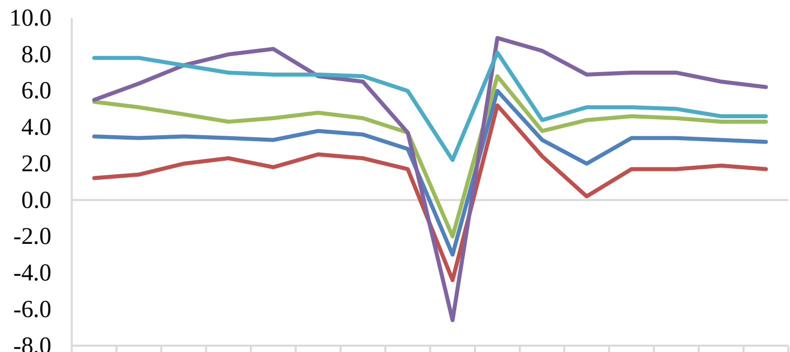
Macroeconomic Overview – Global

Global Gross Domestic Product (GDP) Growth

In 2022, post-pandemic realities exacerbated after the onset of the Russo-Ukrainian war. Severe commodity price pressures, steep interest rate hikes amidst soaring inflation, a surge in energy prices weighing on the cost of living and business transport costs, and prolonged lockdowns in China further disrupting global supply chains were driving forces of a tumultuous 2022.

Frost & Sullivan expects the emerging markets and developing economies GDP to post 3.3% growth in 2023, while advanced economies grow by a meagre 0.2%.

Real GDP Growth (%) 2012- 2027F



	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022E	2023F	2024F	2025F	2026F	2027F
World	3.5	3.4	3.5	3.4	3.3	3.8	3.6	2.8	-3.0	6.0	3.3	2.0	3.4	3.4	3.3	3.2
Advanced Economies	1.2	1.4	2.0	2.3	1.8	2.5	2.3	1.7	-4.4	5.2	2.4	0.2	1.7	1.7	1.9	1.7
Emerging markets & developing economies	5.4	5.1	4.7	4.3	4.5	4.8	4.5	3.7	-2.0	6.8	3.8	4.4	4.6	4.5	4.3	4.3
India	5.5	6.4	7.4	8.0	8.3	6.8	6.5	3.7	-6.6	8.9	8.2	6.9	7.0	7.0	6.5	6.2
China	7.8	7.8	7.4	7.0	6.9	6.9	6.8	6.0	2.2	8.1	4.4	5.1	5.1	5.0	4.6	4.6

Source: GDP estimates for FY2022-23 are based on Frost & Sullivan analysis of World Economic Outlook data

Macroeconomic Overview of India

GDP Growth and Outlook

India's real GDP growth stood at 8.7% for the calendar year 2021, compared to a contraction of 6.6% seen in 2020, as per the IMF. Frost & Sullivan's January 2023 forecasts show India growing at 6.8% in FY2022-23 and 5.8% in FY2023-24. Pent-up demand, steady fiscal support, large-scale public investments, and export strength bolstered growth in 2021 and 2022. However, inflation induced monetary policy tightening and slowing global growth will impact Indian growth momentum in H1 2023. Interest rate cuts and a pullback in price levels will support domestic demand and the investment climate in the latter half of 2023. Inflation in India is expected to moderate throughout 2023, following its steady upward climb in 2022. Frost & Sullivan forecasts show the year-on-year rate of inflation easing from 5.9% in November 2022 to 4.8% in November 2023, while repo rate is likely to end FY2023-24 at 5.75% compared with FY2022-23's 6.50%.

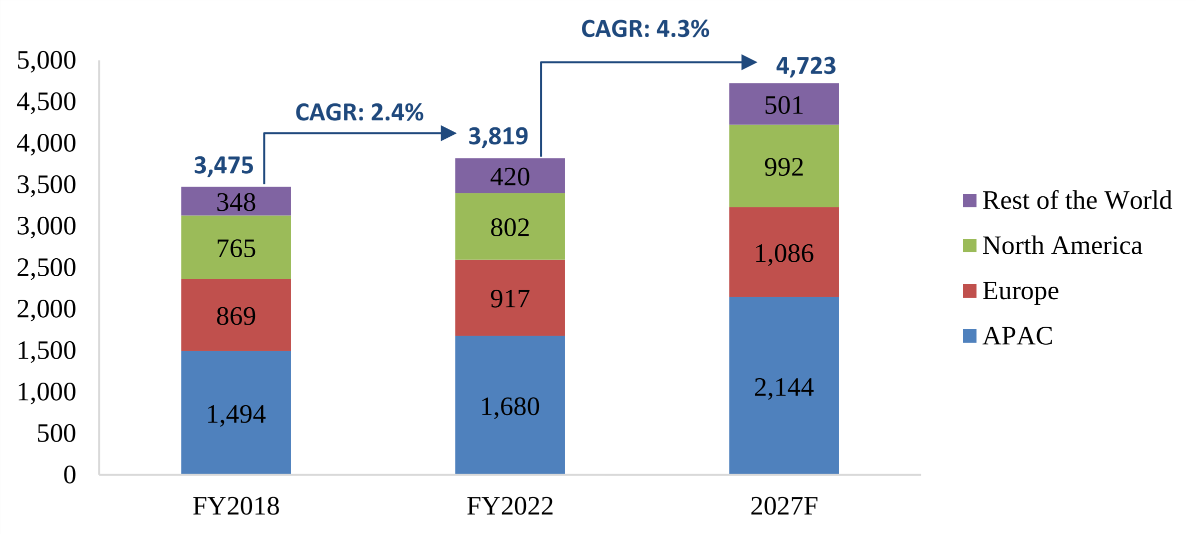
The World Bank averaged CPI inflation at 7.2% (year on year) in the first half of financial year 2022-23, remaining above the upper limit of tolerance range (2-6%) set by the RBI.

India overall received a larger share of FPI flows amongst the emerging markets, despite net outflows.

Global Chemical Industry Overview

The global chemicals market is valued at around USD 3,819 Bn in FY2022 with China accounting for major market share (~42%) in the segment followed by European Union (~15%) and United States (~13%). India accounts for ~3% market share in the global chemicals market. The global chemicals market is expected to grow at ~4.3% CAGR, reaching USD 4,723 Bn by FY2027. During the forecast period, APAC is anticipated to grow at the fastest rate of 5-6% during the forecast period (FY2022-27F). The chemicals markets in Western Europe, North America, and Japan are relatively mature and hence would record slow growth rates of around 2-3%.

Global chemicals market along with geography wise CAGR growth

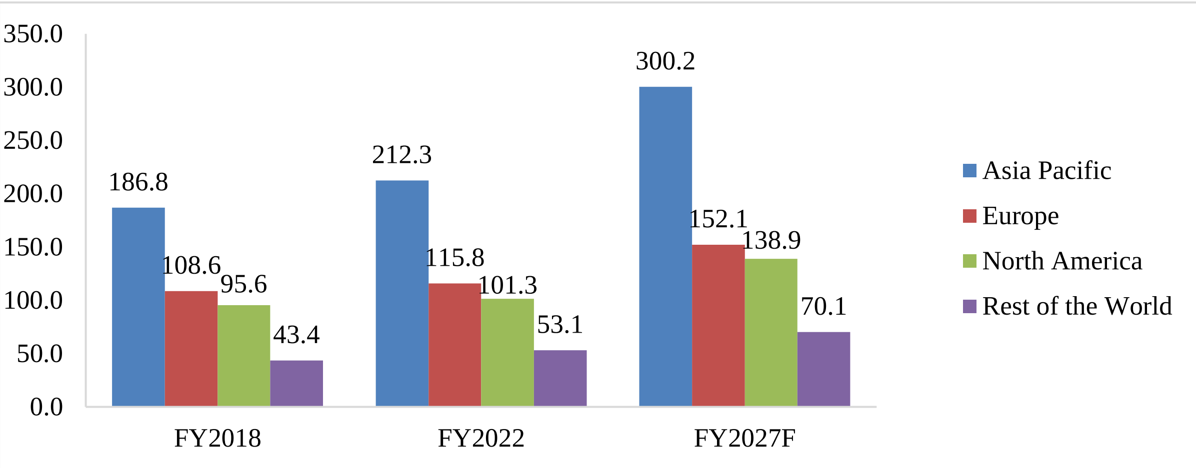


Source: Frost & Sullivan Research and Analysis

Global Specialty Chemicals Market

Rapid industrialisation in India and China is expected to drive demand for specialty chemicals. The Asia Pacific (APAC) dominates the market across the world, with a share of 42%, owing to the huge customer base, leading to high demand for specialty chemicals, increasing industrial production, and robust growth of the construction sector in the region. APAC is followed by Europe and North America.

Global Specialty Chemicals Market , Value (USD Bn)



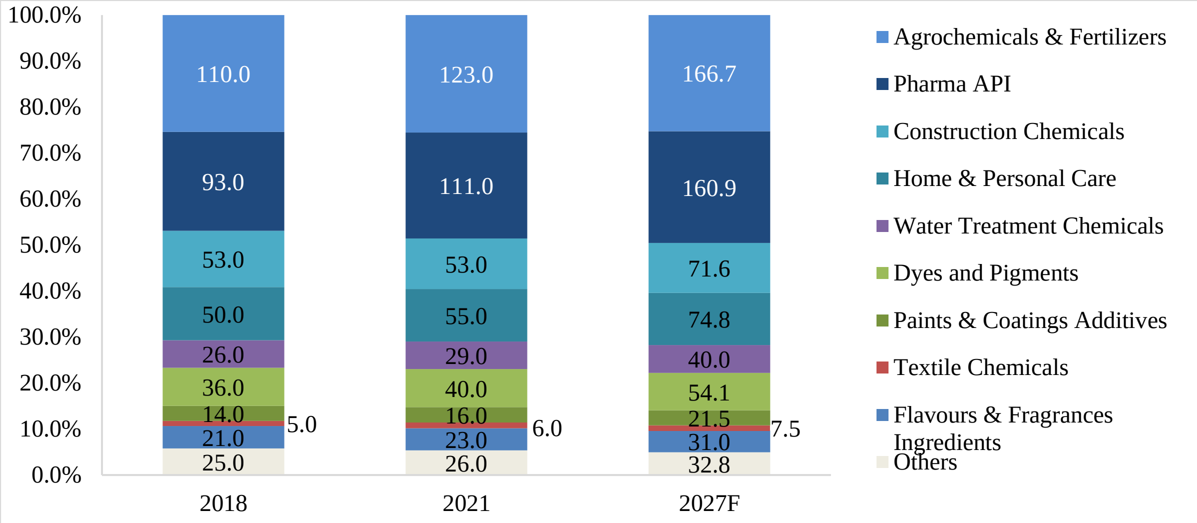
Source: Frost & Sullivan Research and Analysis

China has showed consistent investments in an intense competitive environment in the last two decades. Ease of raw material and production tech availability and financing has led to overcapacity in many sectors – chemicals being the prominent one. However, chemicals industry in China is witnessing a slowdown as a result of slower economic growth. Cost competitiveness is also one of the key contributors to China losing ground within the specialty chemicals market.

Market Segmentation – by Industry and Application Type

Specialty chemicals industry can be categorised into a mix of end-use driven segments and application-driven segments. In terms of attractiveness, the various segments across specialty chemicals differ in competitive intensity, margin profiles, defensibility against raw material cost movements, and growth.

Global Specialty Chemicals Market, Value (USD Bn)



Others include Sealants and Adhesives, Polymer Additives etc.
Source: Frost & Sullivan Research and Analysis

Forecast year growth splits by key industries highlighting key factors driving growth

Segments	**Key Growth Drivers**	**(FY2022-27F CAGR)**
Pharmaceutical Chemicals (API)	• Growing demand for generic drugs globally and India being the largest provider of generic drugs results in higher demand for domestic consumption of Pharmaceuticals chemicals.	7.7%
Construction/ Infratech Chemicals	• Rise in construction projects across emerging markets and increased adoption of construction chemicals for improvement in quality of projects	6.2%
Agrochemicals & Fertilizers	• Increasing global population, Decreasing arable land, and consequent requirement to improve crop yields. • New demand for agricultural products would also be created by the use of agricultural products for industrial applications such as in fuel blending and polymer manufacturing, opening up new avenues of applications for agrochemicals	6.3%
Personal Care and home care Ingredients	• Growth in demand for personal care and home care products is driven primarily by emerging markets in the Asia-Pacific region, particularly China and India which are expected to grow at around 9-10% CAGR. • USA and Europe are expected to grow at ~4% primarily driven by the shift towards natural active ingredients.	6.3%
Paints & Coatings Additives	• Demand driven by growing automotive industry, increasing urban population, rising household consumption expenditure, and improving economic conditions	5.5%
Water Treatment Chemicals	• Strengthening environmental regulations and rising water quality standards for municipal consumption in matured markets of North America and Europe • In emerging markets, strong economic growth resulting in greater municipal and industrial spending in water treatment effort will drive growth of this segment.	6.3%
Textile Chemicals	• Increasing demand for finishing chemicals that allow a variety of beneficial properties like anti-microbial properties, wrinkle-free properties, stain-resistance, etc. to be imparted to the textile	5.4%

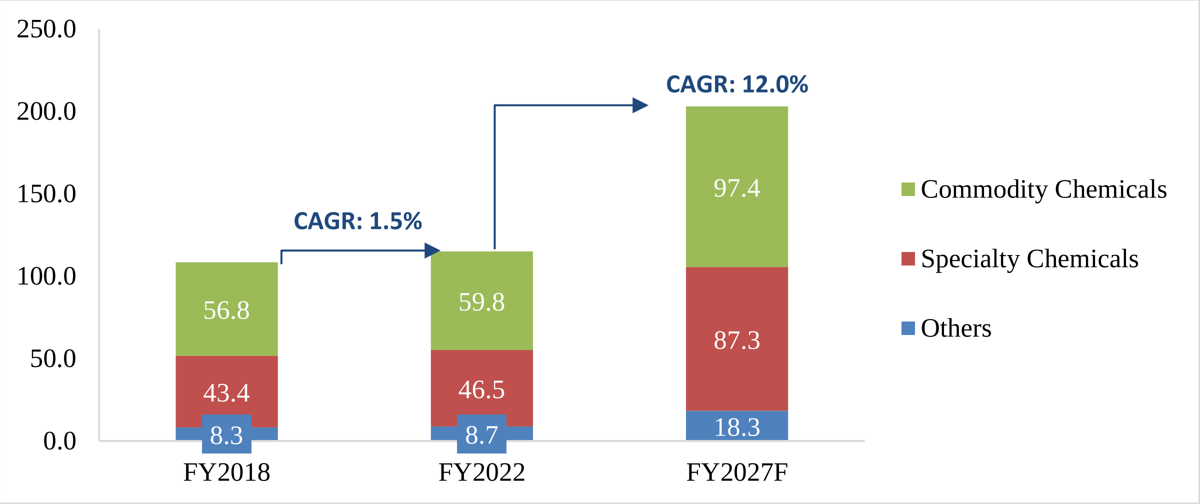
Flavours and Fragrances Ingredients	• Strong growth in low-fat and low-carbohydrate foods and beverages in North America • Higher consumer willingness to experiment with new flavours and fragrances. • Increased production of processed foods in developing countries causing a spurt in the demand for flavours • A shift in perception of fragrance from being a nonessential attribute to an indispensable part of personal care	6.0%
Dyes and Pigments	• Growth is demand for high performance pigments (HPP) which are highly durable pigments, resistant to UV radiation, heat and chemical. • Use of eco-friendly colorants such as low impact dyes is emerging	6.2%

India Chemical Industry Overview

The Indian chemicals market is valued at USD 115 Bn in year FY2022 (~3-4% share in the global chemical industry) with the commodity chemicals accounting for approximately ~50%. It is expected to reach ~USD 203 Bn by FY2027, with an anticipated growth of ~12% CAGR.

FDI inflows in Indian chemicals sector (excluding fertilisers) reached USD $20.75 Bn between April 2000-September 2022. Specialty chemicals industry forms ~40% of the domestic chemical market, which is expected to grow at a CAGR of around 11-12%. Pharmaceutical API segment constitutes ~17% within the Indian chemicals market, contributing significantly to the growth of Indian specialty chemicals industry.

Indian Chemicals Market (USD Bn)



Source: Frost & Sullivan Research and Analysis

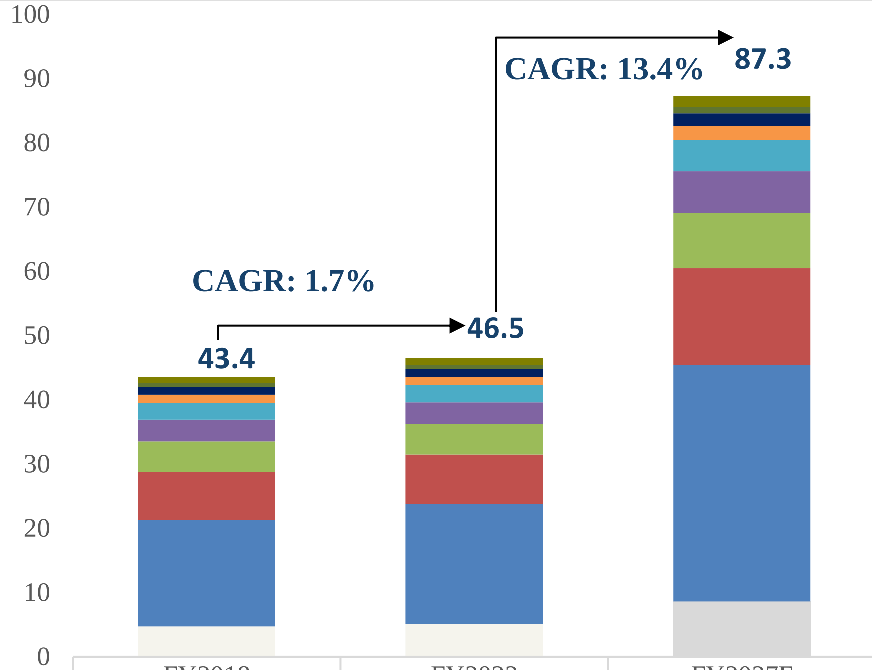
Note: Indian chemical industry generally showcases Agrochemicals & Fertilizers outside of Specialty chemicals. In the above graph the specialty chemicals section, however, is inclusive of Agrochemicals & Fertilizers to maintain consistency with the Global section.

The Specialty chemicals industry is driven by both domestic consumption and exports. India's specialty chemical companies are gaining favour with global MNCs because of the geopolitical shift after the outbreak of Covid-19 as the world looks to reduce its dependence on China. In 2019, China accounted for ~15-17% of the world's exportable specialty chemicals, whereas India accounted for merely 1-2% indicating that the country has large scope of improvement and widespread opportunity. Post Covid scenario, India's share in specialty chemicals sector has doubled up and increased to 4%. It is anticipated that Specialty chemicals will be the next great export pillar for India.

Market Segmentation– by Industry and Application Type

Traditionally, low-cost labour and raw material availability were the advantages enjoyed by Indian manufacturing companies. Increasingly, though, specialty chemicals companies are focusing beyond these traditional cost advantages. Product development capabilities have become progressively more important across various segments and differentiate the top and bottom performers.

Indian Specialty Chemicals Market, Value (USD Bn)

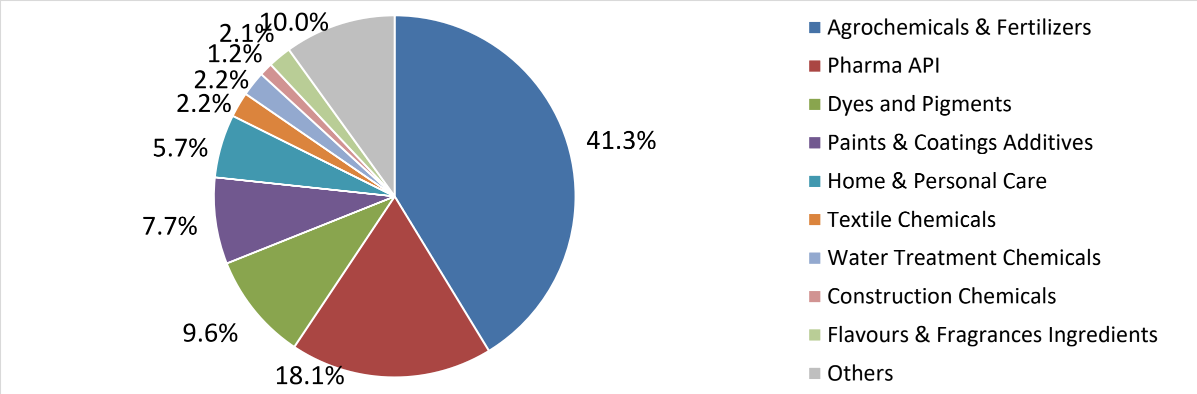


	FY2018	FY2022	FY2027F
Flavours & Fragrances Ingredients	1	1.1	1.7
Construction Chemicals	0.6	0.6	1
Water Treatment Chemicals	1.2	1.2	2
Textile Chemicals	1.3	1.3	2.2
Home & Personal Care	2.6	2.7	4.8
Paints & Coatings Additives	3.4	3.4	6.5
Dyes and Pigments	4.7	4.7	8.6
Pharma API	7.5	7.7	15.1
Agrochemicals & Fertilizers	16.6	18.7	36.8
Others	4.7	5.1	8.6

Others include: Sealants and Adhesives, Polymer Additives etc.

Source: Frost & Sullivan Research and Analysis

Indian Specialty Chemicals Market by Industry and Applications, FY2022, Value (USD 115 Bn)



Others include: Sealants and Adhesives, Polymer Additives, Flame retardants etc.

Note: Indian chemical industry generally showcases Agrochemicals & Fertilizers and Pharmaceuticals API outside of Specialty chemicals. In the above graph the specialty chemicals section, however, is inclusive of the 2 categories to maintain consistency with the Global section.Agrochemical & Fertilizer and Pharmaceuticals API contribute tomore than 55% of the specialty chemical space in India.

Inclusions:

Agrochemicals and Fertilizers: Agrochemicals includeorganic fertilizers, liming and acidifying agents (which are designed to change the pH), soil conditioners, insecticides and pesticides, fungicides, herbicides, and other chemicals like crop-growth regulators. Fertilizers are mainly inorganic compounds of nitrogen like urea or ammonium nitrate, compounds of phosphorous and potassium.

Dyes and Pigments: These are inclusive of Reactive Dyes, Disperse Dyes, Acid Direct Dyes, Azo Dyes, Sulphur Dyes, Solvent Dyes, Vat Dyes, Food Colorants,Organic Pigments, Optical Whitening agents, Inorganic Pigments,Pigment emulsions among others

Construction/Infratech Chemicals: These are inclusive of concrete admixtures (plasticizers, accelerators, retarders, air enterainers), waterproofing (bitumen, PVC, silicon, SBR and others), protective coatings (epoxy, PUR, PE, alkyl, acrylic and others), concrete repair mortar (cement based and plaster based), plasters, base coats among others

Paints and Coatings Additives: These are made up of insulating paint additives, powder coating additives, catalysts, wetting agents, levelers, clarifier, coupling agents, deflocculants, thinners, thickeners, anti-caking agents and other chemicals.

Water Treatment Chemicals: These are made up of PH neutralizers, algaecides, antifoams (including insoluble oils, silicones, alcohols, stearates and glycols), biocides, boiler water chemicals, coagulants and flocculants, corrosion inhibitors, disinfectants, defoamers among others.

Textile Chemicals: These are inclusive of coating & sizing agents, colorants & auxiliaries, finishing agents, surfactants, de-sizing agents, bleaching agents, leather chemicals among others.

Flavors and Fragrances: Essential Oils (orange, corn mint, eucalyptus, pepper mint, lemon), Oleoresins (paprika, black pepper, turmeric, ginger, others), Aroma chemicals (esters, alcohol, aldehyde, phenol, others), others.

Home & Personal Care Ingredients: These are inclusive of formaldehyde, glycerols, titanium dioxide, isopropyls, alcohols, dimethicone, sodium lauryl sulphate, parabens, tocopherols benzones, oleochemicals, surfactants, polymers, botanical extracts among others.

Source: Frost & Sullivan Research and Analysis

5-year growth forecast split by key industries highlighting key factors driving growth

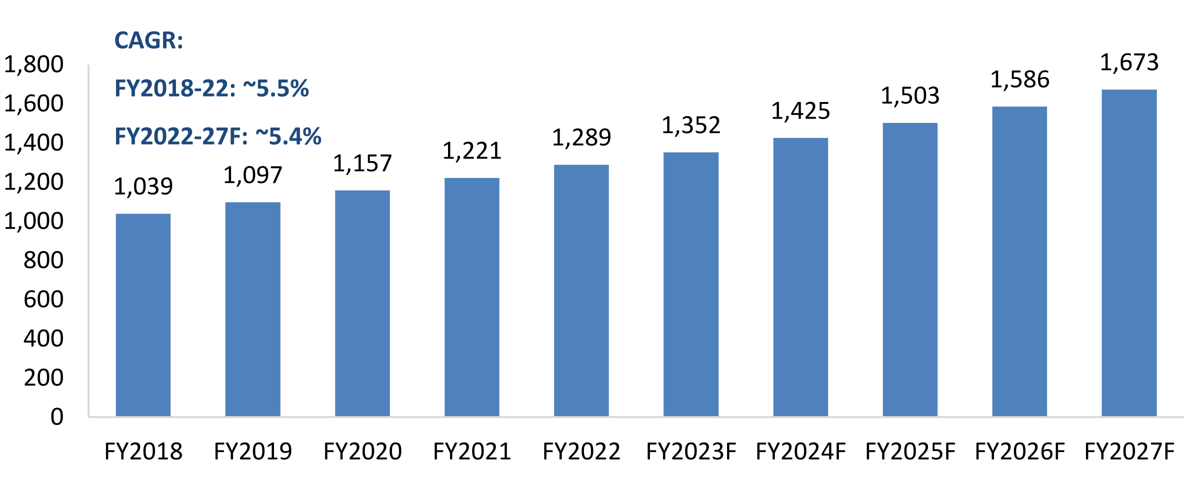
Segments	Key Growth Drivers	India Market, (FY2022-27F CAGR)
Agrochemicals & Fertilizers	• Increase in awareness levels of farmers. • Improvement in rural income encouraged by various government schemes. • Need to improve agricultural yields at a faster pace compared to the growth in demand to be able to meet food sufficiency targets. • DBT (Direct Benefit Transfer) allows for direct transfer of benefit or subsidy to citizens living below poverty line	~12.5%
Pharmaceuticals Ingredients (API)	• India supplying key drugs for treatment of Covid-19 across the world.	~13.8%

	• Growing demand for generic drugs globally and India being the largest provider of generic drugs results in higher demand for domestic consumption of Pharmaceuticals chemicals. • The government of India has launched Production Linked Incentive (PLI) Scheme for promotion of domestic manufacturing of critical Key Starting Materials (KSMs)/ Drug Intermediates (DIs) and Active Pharmaceutical Ingredients (APIs) In India. The scheme intends to boost domestic manufacturing of identified KSMs, Drug Intermediates and APIs by attracting large investments in the sector and thereby reduce India's import dependence in critical APIs. • The Government of India announced INR 9,940 crore packages to boost the domestic API manufacturing industry. The package is divided into two parts – INR 6,940 crore has been allocated for the PLI Scheme and INR 3,000 crore will be spent on setting up three bulk drug parks.	
Paints & Coatings Additives	• Growth in per capita paint consumption in India • Strong growth in automotive industry	~13.1%
Water Treatment Chemicals	• The growing urban population is adding to the demand for water purification and wastewater management. • 'Namami Gange Programme' - an Integrated Conservation Mission, approved as 'Flagship Programme' by the Union Government in June 2014 with budget outlay of INR 20,000 Crores to accomplish the twin objectives of effective abatement of pollution, conservation, and rejuvenation of National River Ganga	~10.0%
Textile Chemicals	• Driven by domestic demand and exports of high-quality textiles	~9.2%
Flavours & Fragrances Ingredients	• Marketing by FMCG companies has created demand for categories like deodorants, room fresheners and perfumed soaps in rural markets • Increasing demand for processed food	~9.7%
Construction Chemicals	• Growth in Indian construction industry over the next five years, driven by housing and infrastructure projects • Increase in adoption of global standards of construction in India will lead to growth of this market	~9.3%
Home & Personal Care Ingredients	• Growth in population and per capita income to drive growth in this segment • Rapid increase in the adoption of personal care products, especially in rural markets	~11.2%
Dyes & Pigments	• The current strategy of most European pigment producers is to use their local facilities for high-end performance colorants for new and niche markets and source non differentiated dye, pigments from low-cost facilities based in China and India	~11.2%

Global Pharmaceutical Market

The Global Pharmaceutical formulations market was valued at USD $1289 Bn in FY2022. It grew with a CAGR of ~5.5% from FY2018 to FY2022. It is expected to grow with a steady CAGR of ~5.4% from FY2022 until FY2027 to reach USD $1673 Bn.

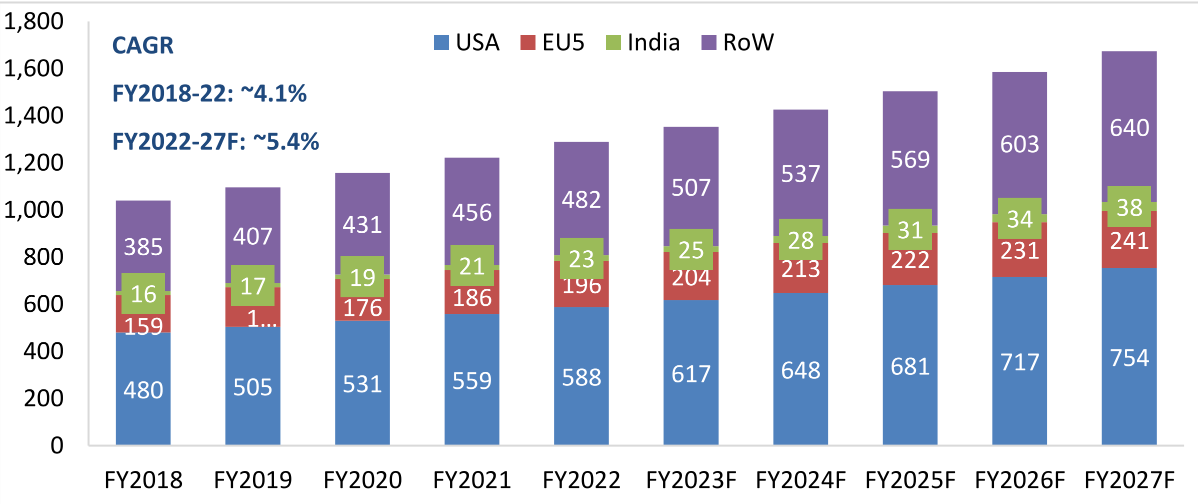
Global Pharmaceutical formulations Market (USD Bn), FY2018-FY2027F



Source: IQVIA, Frost & Sullivan Research and Analysis

The global pharmaceutical market is dominated by the United States, which account for ~45% share in FY2022. The United States is expected to remain a key contributor to growth with a growth rate of 3-4% over FY2022-FY2027. EU5 accounted for ~15% of the global pharmaceutical market in FY2022. Among the EU5 countries the United Kingdom is the fastest growing economy, it is expected to grow at a CAGR of 5-6% during the forecast period, followed by Germany, Italy, and Spain at 4-5% CAGR in the same period.

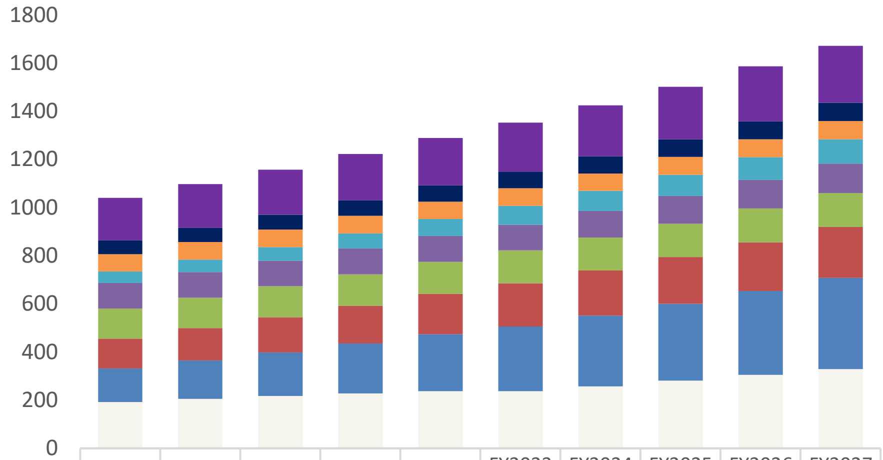
Global Pharmaceutical Market by Region (in USD Bn), FY2018 -FY2027F



Source: IQVIA, Frost & Sullivan Research and Analysis

Between 2010-2020, Asia has grown exponentially and is now the heart of the global pharma industry. It is driving innovation, growth, and future development within the pharma sector. Globally, China and Japan are the second and third largest pharmaceutical markets. China has seen consistent double-digit growth over the last decade, owing to increasing healthcare spending and a favourable regulatory environment.

Global Pharmaceutical Market by therapy areas (in USD Bn)



	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023 F	FY2024 F	FY2025 F	FY2026 F	FY2027 F
Musculo-Skeletal System	177	182	187	192	197	203	211	219	228	237
Respiratory	56	58	61	64	67	70	71	73	74	76
Cardiovascular	73	73	73	73	73	73	73	74	75	76
Blood+B Forming Organs	47	52	57	63	70	78	83	88	94	100
Anti-Infectives	106	106	106	107	107	107	111	115	119	123
Central Nervous System	125	127	129	131	133	136	137	138	140	141
Alimentary Tract & Metabolism	124	134	145	156	168	180	187	195	203	211
Antineoplast+immunomodulators	140	160	182	208	237	269	293	319	348	379
Others	192	205	217	228	237	237	258	281	305	329

Source: IQVIA, Frost & Sullivan Research and Analysis

Global pharmaceutical market by therapy area largely consists of Oncology (antineoplasts and immunomodulating agents), Alimentary Tract and metabolism, Central Nervous System (CNS), Anti-infectives, Cardiovascular (CVS), and Respiratory disorders. Cumulatively these 6 therapy areas accounted for ~75% of the global formulations market in FY2022.

Oncology

Global Oncology market contributes to ~22% accounting for the largest therapy area within the formulations market in the year FY2022. Global spending on oncology drugs as a result of increase in innovative treatments, early access and diagnosis has resulted in strong growth within this segment. Between FY2018 and FY2022, Oncology therapy area grew at ~13%.

Gastrointestinal/alimentary tract and metabolism

Gastrointestinal therapy segment accounts for the second largest contributor to the global pharmaceutical formulations market with ~16% share. It is expected to grow at a CAGR of 4-5% over FY2022- FY2027F.

Central Nervous System (CNS)

Rapid acceleration of neurology market owing to new therapies within Alzheimer's and Parkinson's, migraine therapy and other such neurological diseases are contributing to the growth of CNS segment. During the forecast period, it is expected to grow at a CAGR of ~1%.

Anti-Infectives

Global Anti-Infectives therapy area contributes to ~9% of global pharmaceutical formulations market in FY2022. It is expected to grow at a CAGR of 3-4% over FY2022-FY2027.

Cardiovascular

The global cardiovascular market is expected to witness 25 new launches by FY2024. On the other hand, increasing market for generics as a result of Loss of Exclusivity between 2020-2028 is expected to increase the volume growth in the cardiovascular segment. (source: IQVIA). The therapy segment accounted for ~7% in the global formulations market in FY2022.

Respiratory

Respiratory segment accounted for ~6% share of the total formulations market in FY2022. It is expected to witness a CAGR of 4-5% during the forecast period of FY2022-FY2027.

Global Demand Drivers

Increase in ageing population

As per the United Nations, the number of people with age 65 years and above globally is expected to double by 2050, increasing from 727 million in 20220 to 1.5 billion in 2050. Rapid ageing of the population is increasing the prevalence of chronic illnesses and driving pharmaceutical drugs consumption.

Increasing prevalence of chronic diseases

Sedentary lifestyle and poor dietary habits are contributing to increasing prevalence of chronic diseases such as hypertension, diabetes, chronic respiratory diseases, and cardiovascular diseases.

Strong growth of global generic market

Generics segment is receiving greater adoption in both developed as well as developing economies. Governments across the world are adopting pro-generic measures to offset rising pharmaceutical expenses. For example

- Developed countries across Europe, the United States and Japan are promoting the use of generics to reduce healthcare costs.
- Pharmerging countries are countries with high growth rates and low positioning in the global pharmaceutical market such as India, South Korea, Brazil, Indonesia, South Africa among others. Several such pharmerging countries are actively promoting the local pharmaceutical industries to increase generic drug production
- Regulatory authorities are aiming to improve registration timelines and clear backlogs to increase the availability of generics in the market

Expansion of health insurance coverage

The rollout of basic health insurance coverage in countries across the globe is expected to increase, with private health insurance also anticipated to grow. For instance, in India, the Ayushman Bharat- Pradhan Mantri Jan Arogya Yojana (AB-PMJAY) health insurance scheme, is expected to drive healthcare access to poor and vulnerable patients.

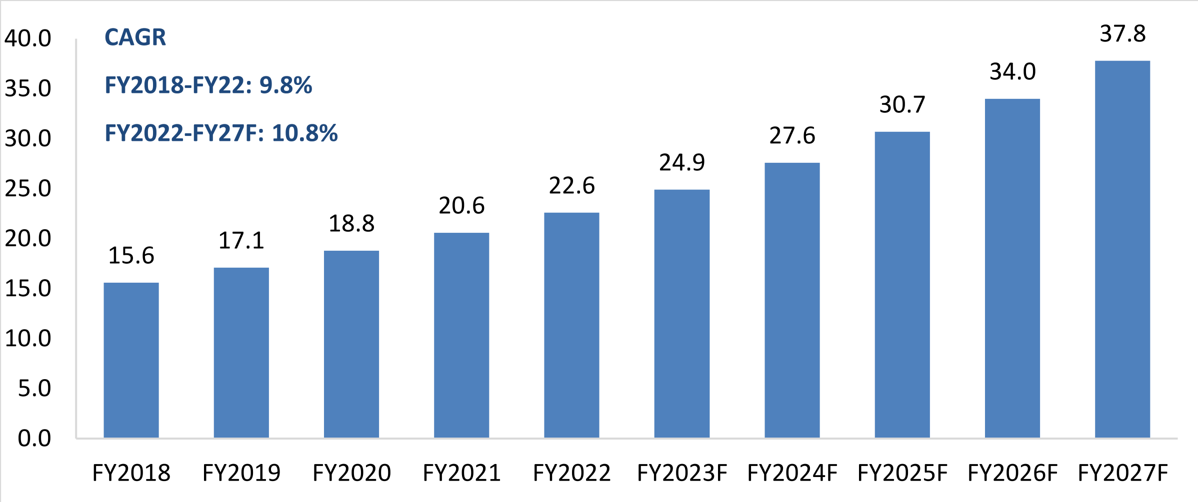
Indian Pharmaceutical Market

The Indian pharmaceutical market was valued at USD $22.6 Bn in FY2022 and registered approximately a CAGR of 9.8% between FY2018-FY2022 *(Source: IQVIA Total Sales Audit (TSA*)). According to IQVIA, the Indian pharmaceutical market is expected to grow at a CAGR of 10-11% and reach ~USD $37 Bn by FY2027.

While international pharmaceutical markets face regulatory pressures, geopolitical tensions and higher R&D spends, the domestic market has been a high growth potential market and a good defence against recession. According to IQVIA, the Indian Pharmaceutical Market grew at a CAGR of 9-10% between FY2018-FY2022 while the developed markets of US and EU5 grew at a CAGR of 5-6% during the same period.

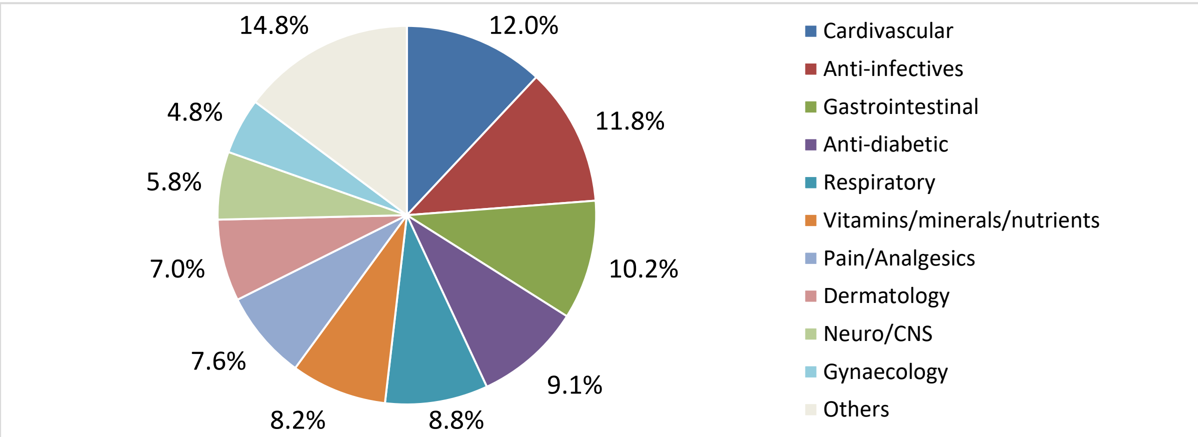
The Indian Pharmaceutical Market is dominated by Indian generic drug manufacturers which account for 80-85% of the overall market.

Indian Pharmaceutical Formulations Market, FY2018- FY2027F (in USD Bn)



Source: IQVIA, Frost & Sullivan Research and Analysis

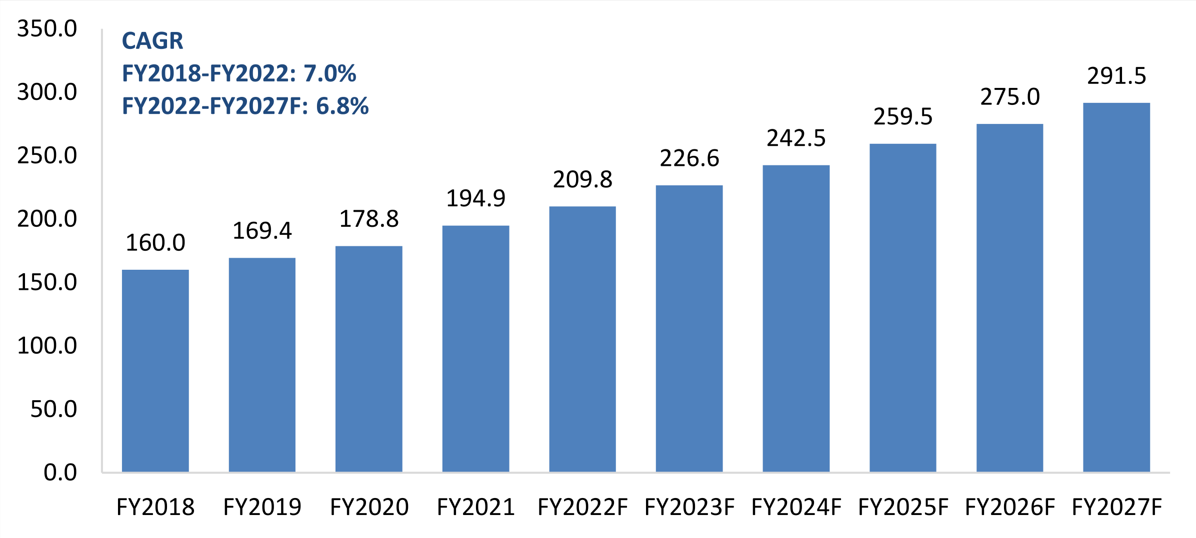
Indian Pharmaceutical Formulations Market, by Therapy Segment (in USD Bn), FY2022 – 22.6 Bn



Global Active Pharmaceutical Ingredients Market

The Global API market has shown steady growth of ~ 7.0% from FY2018 to FY2022 and is expected to further expand at 6.8% till FY2027 due to an increased focus on developing geographies. APAC API industry is majorly involved in manufacturing of API which is consumed domestically and even exported to developed nations on a large scale. The most attractive markets for API manufacturers to export their products are the US and Europe partly because they are the most lucrative markets. Globally on API manufacturing front, it is estimated that Chinese manufacturers make around 40% of all APIs used worldwide and that China and India are the source of 75% to 80% of the APIs imported to the US (FY2022). India plays a prominent role in the formulations segment of the industry. India is the third largest producer of pharmaceuticals in the world by volume.

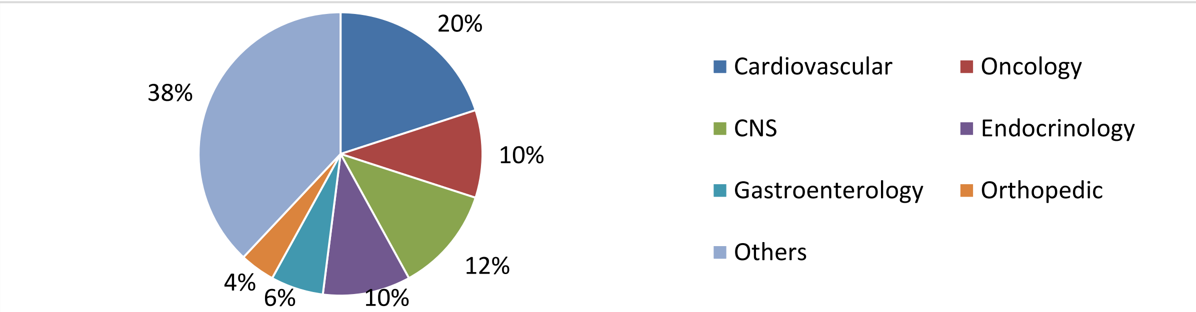
Global API, Industry size (USD Bn), FY2018-FY2027F



Source: Frost & Sullivan Research & Analysis

Synthetic API's form about 70% of the total market and Biologics about 30% (CY2021). Complicated process, higher regulations, high investments have been some of the key reasons for lower share of biologics. With prevalence of more lifestyle induced diseases like in therapy areas of cardiovascular and depression, the segments are expected to see a higher growth and more focus from a product launch perspective. The pandemic has also resulted in major depressive disorders and other health crisis

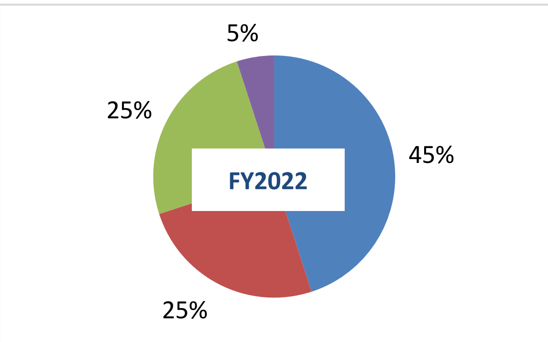
Global API market Split by Therapy Segment, FY2022 (in USD Bn) – USD 210 Bn

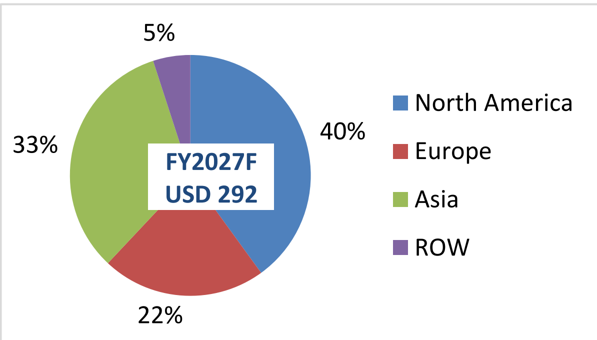


Source: Frost & Sullivan Research & Analysis

Increasing prevalence of cardiovascular diseases worldwide and high demand for fast-acting drugs are some of the key factors responsible for the segment growth. Oncology, HIV and Central Nervous System (CNS) are likely to be the fastest growing during the forecast period.

Global API market segmentation by geography, FY2022 and FY2027F





Source: Frost & Sullivan Research & Analysis

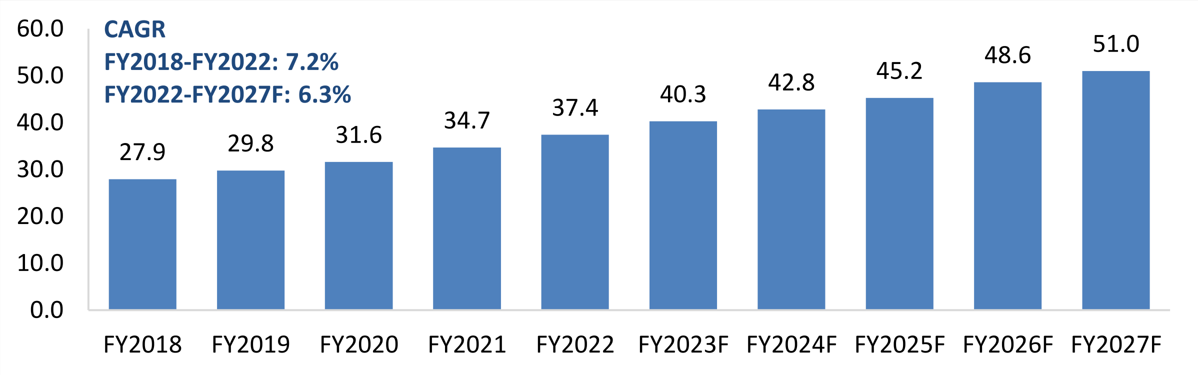
However, with the Pharmerging markets which are mainly in Asia, growth will be over 12% in Asia (FY2022-FY2027). Tier I pharmerging market contains China, which dominated the global pharmerging market because of high government healthcare spending. Tier II is made up of Brazil, India, and Russia, all of which feature an increase in lifestyle diseases, rise in consumer awareness and favourable government policies. Counties in Tier III, which hold the least market shares among pharmerging countries, include Indonesia, Thailand, Mexico, Turkey, Egypt, Vietnam, and South Africa.

Global API-KSM Market

The Global market for speciality intermediates that go into pharmaceutical application was valued at USD 37 Bn for FY2022. Key Starting Material (KSM) term is used for intermediates in pharmaceutical industry. These are building blocks of drug industry. High volume specialty intermediates constitute of the basic synthetic building blocks for producing active ingredients, these intermediates include organic acids, esters, amines, nitriles, aldehydes, anhydrides, ketene and diketene derivatives, ketones, and others.

Emergence of Specialty Segments (Biologics) and with the market facing fierce competition from China, companies have started exploring the specialty segments for export purpose. These include. Key chemistries include Fluorine, Speciality Amines, Chlorine, Bromine etc.

Global API-RM/KSM, Industry size (USD Bn), FY2018-2027F



Source: Frost & Sullivan Research & Analysis

Evolution of production base for KSM and API

Phases	**Novel Product – 1-3 Years from Launch**	**3-10 Years of Launch**	**> 10 Years of Launch**
Price	Extremely High	High Price	Stabilized Price
Demand Volume	Market penetration stage: Low Volume	Exponential Growth: High Volume requirements generated	Marginal Growth: Volume requirements will be high. Lookout for alternatives
API Production Location	Limited to the patent holder's production site , concentrated in North America, Europe, and Japan	API production outsourced to Asian region.	Commoditized production in Asia, mainly in India and China
Intermediate Production Location	Intermediates are mainly in-house or sourced from strategic partners in India	Intermediates are mainly in-house and part of it sourced from Asia, both India and China for intermediates in n-5/n-4 range	Intermediates are sourced mainly from China, for intermediates in n-1/n-3 range

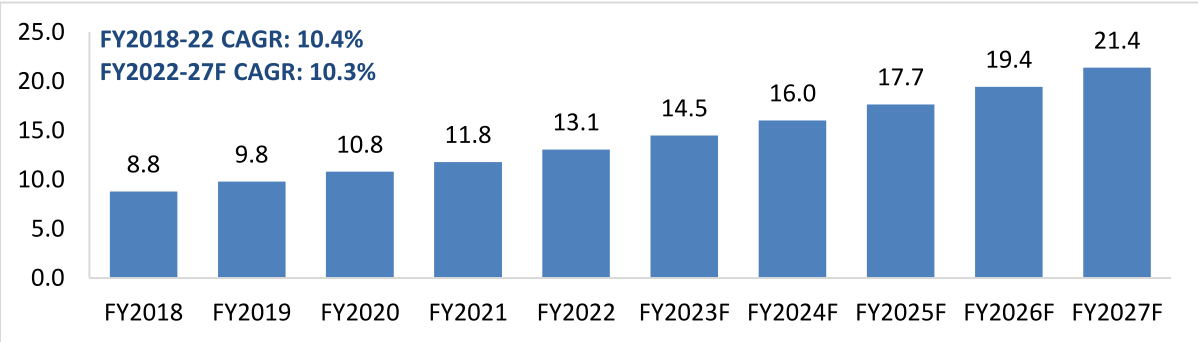
Raw Material Consumption and Procurement	Key raw materials are under contract and generally sourced from fine and speciality chemical companies, mainly in Europe	Key raw materials are under contract and generally sourced from fine and speciality chemical companies, mainly in Europe, India, and China	Key raw materials are sourced at the production location

India Active Pharmaceutical Ingredients Market

The Indian pharmaceutical industry is the world's third largest in terms of volume and fourteenth largest in terms of value in FY2022. The increasing incidence of chronic diseases, along with growing importance of generics is the key factors driving the growth of the Indian APIs market. Advancements in active pharmaceutical ingredient (API) manufacturing and growth of the biopharmaceutical sector is also driving the market growth.

The Indian API market has shown steady growth at a CAGR of 10.4% from FY2018 to FY2022 and is expected to further expand at nearly 10.3% going forward till FY2027. By raising production yields, changing production processes, and increasing sales in international markets, API manufacturers in India are making efforts to improve their marketing ability in the regulated markets. More than 30% of the APIs manufactured in India are exported to countries such as US, UK, Japan, etc. (CY2021)

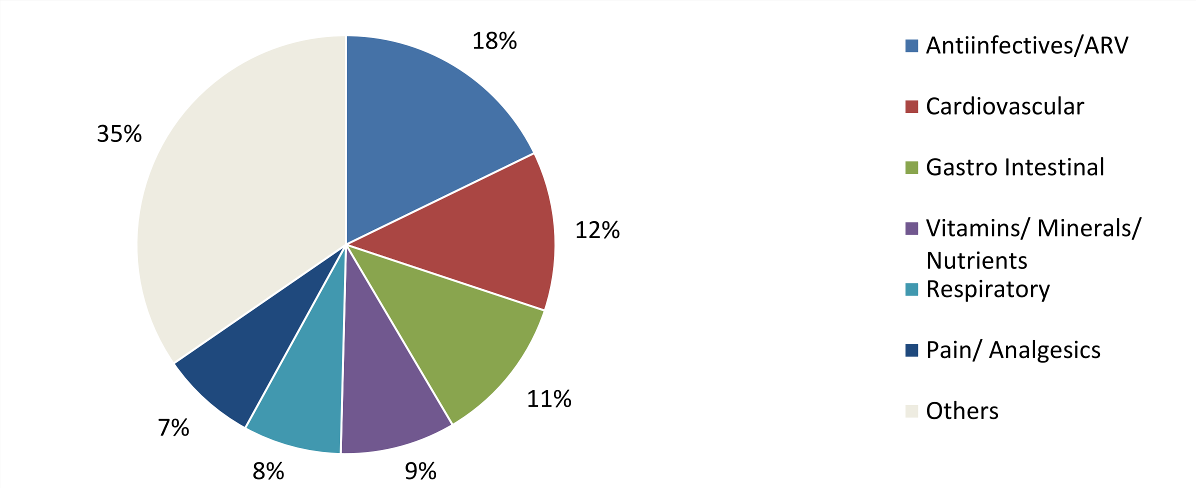
Indian API Industry size (USD Bn), FY2018-2027F



Source: Frost & Sullivan Research and Analysis

The key starting materials/ intermediates form the essential part of pharmaceutical value chain in India as they are the main raw material used to produce the API. Intermediates refer to the substances that are semi-finished products and /or material that is essential to make a product. The market for pharmaceutical intermediates in India for FY2022 was estimated to be around USD 6.8 Bn, which grew at a CAGR of 12.0% over FY2018-22.

Indian API market by Therapy Segment, FY2022 (in USD Bn) – USD 13.1 Bn



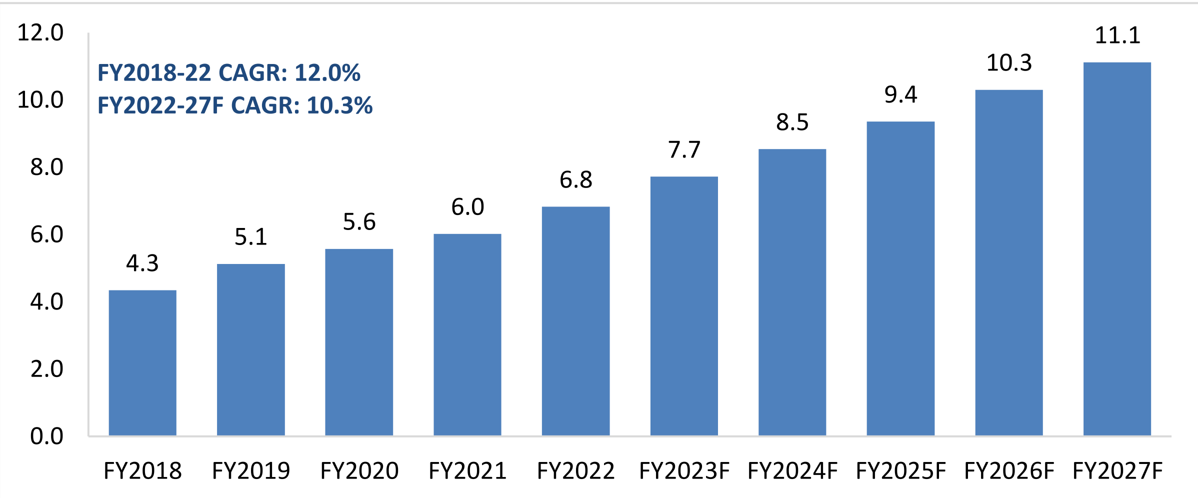
Source: Frost & Sullivan Research & Analysis

Unlike the global market considering that the economy comes under 'developing' nations, anti-infective forms the largest category of APIs. Cardiovascular is one of the growing segments associated with growth in lifestyle diseases. Cardiovascular diseases (CVDs) became the leading cause of mortality in India.

India API-RM/KSM Market

The market for pharmaceutical intermediates in India FY2022 was estimated to be around USD $6.8 Bn, growing at a CAGR of 12.0% over FY2018-FY2022.

Indian API-RM/KSM Market size (USD Bn), FY2018-FY2027F

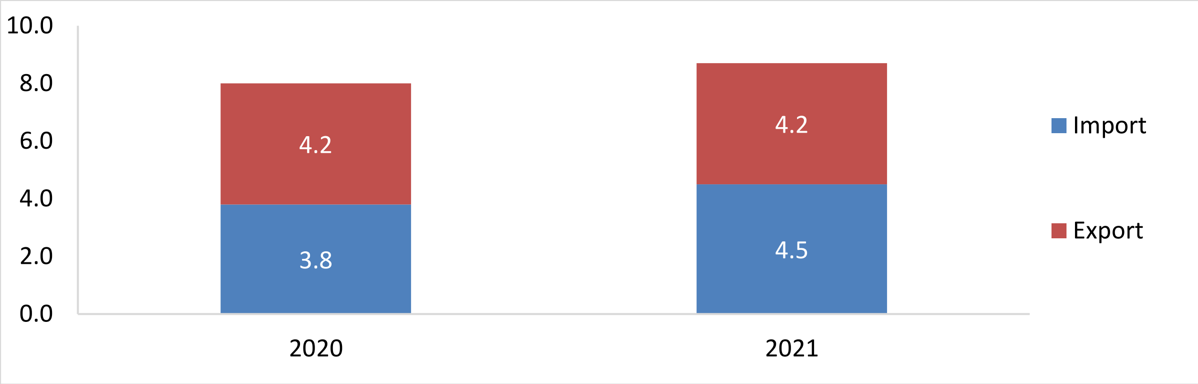


Source: Frost & Sullivan Research and Analysis

The development of specialty intermediates is driven by the need for application-specific chemicals of various industries.

Imports and Exports:

India API-RM/KSM, Trade, 2020-2021, USD Bn



Source: Frost & Sullivan Research and Analysis, World Trade Statistics & HSIE Research,
**Estimates from speciality chemicals trade based on Primaries with experts*

How is the KSMs/Intermediates market growing in India and becoming self reliant

Over 70% of India's KSM/intermediates import requirement is satisfied by China, mostly for antibiotics and vitamins. India's dependence on China for APIs and bulk drugs can be attributed to the fact that Chinese imports are 20%-30% cheaper than their Indian counterparts. According to data from the Trade Promotion Council of India (TPCI), India imported Rs. 35,249 crore worth APIs and Bulk drugs in FY2022. 70% of the imports are from China. Under a government scheme launched in FY2021, 35 APIs began to be produced at 32 plants across India in March. This is expected to reduce dependence on China by up to 35% before the end of the decade.

Key starting material (KSMs) for some key APIs like caffeine, chloramphenicol, azithromycin, sulfadoxine, ciprofloxacin, metformin, ciprofloxacin, levofloxacin, ofloxacin, ampicillin, amoxicillin and cephalosporins are sourced from China. From SPC Life Sciences Limited perspective the KSMs that would reduce dependence on China include those used for: Amiodarone HCL, Levetiracetam and Valproic Acid. SPC Life Sciences Limited is one of the leading manufacturers of advanced intermediates for certain key APIs, including but not restricted to Pentoxifylline, Amiodarone HCL, Cilostazol, Trazodone, Tramadol and Paroxetine.

The DSA (Drug Security Authority) aims to make India self-sufficient and also help it become a global leader in manufacturing of APIs, key starting materials, intermediate and chemicals for domestic as well as export. The aim is to ensure India becomes a USD 120 billion industry in 10 years and transforms itself into a huge pharmaceutical market.

The Government of India in the FY2020-2021 announced INR 9,940 crores packages to boost the domestic API manufacturing industry. The package is divided into two parts – INR 6,940 crores has been allocated for the PLI Scheme and INR 3,000 crores will be spent on setting up three bulk drug parks. Out of the total allocation of INR 6,940 crores for the PLI Scheme, INR 4,600 crores will be earmarked for fermentation-based products and INR 2,340 crores for chemical synthesis products. The PLI scheme is applicable to 41 critical KSMs/APIs and aims to address the supply issue of 53 identified critical APIs. The list has been classified into two broad categories – chemical synthesis products comprising of 27 KSM/APIs and fermentation-based products comprising of 14 KSM/APIs. Under the fermentation-based category, two companies per product will benefit from the incentives, while four companies per product will benefit under the chemical synthesis category.

Drivers & Challenges in Indian API Industry

<u>Key Drivers:</u>

Increased Consumption of Generic Drugs

India is a developing country in which a large part of the population lives below the poverty line. The poverty rate in India is 12.4%, according to the World Bank. These people and many others need cost-effective treatment. Consequently, the market for generic drugs, which are made with the aid of APIs, has increased. The growth of the Indian API market will be fuelled by a further rise in demand for generic medicines.

Invention of New Generation of APIs

There is an urgent need for new research developments in the pharmaceutical industry in India that will yield ground-breaking and successful drugs and therapies. This need is an important factor driving the growth of the country's API industry, which has led to a new generation of APIs being invented. Ionic liquids are one example of the latest age of APIs. Used as APIs are ionic liquids with biological activity. Ionic liquids are organic salts with melting points below 100°C, and composed entirely of ions

Other Drivers

- Increasing disposable income and health care awareness is encouraging multinational and domestic Pharma companies to invest in R&D and new facilities in India
- Local companies with indigenous manufacturing capability, 100% FDI in Pharma through automatic route, a front runner in a wide range of specialties involving complex drugs' manufacture, development, and technology

Key Challenges:

India relies primarily on China to import APIs which form a major pharmaceutical ingredient for some of the main drugs. Around 64% of India's APIs are imported from China.

Inadequate infrastructure

Indian API manufacturers are facing higher operating costs largely because of insufficient funding for infrastructure. There is a shortage of clusters of bulk drugs, access to low-cost services (waste management systems, steam, water, power, etc.), funding for R&D and skilled staff.

Environmental clearances issues

The clearance process is complex as approvals need to be obtained from several authorities, such as the State Environmental Impact Assessment Authority 's Prior Environmental Clearance; the Coastal Regulation Zone (CRZ) clearance from the Coastal Zone Management Authority of the State / Union Territory concerned (CZMA); the State Pollution Control Board's authorization for the handling of hazardous waste; from State Pollution Control Board; evaluation of groundwater abstraction from Central Groundwater Authority and Ministry of Environment, Forests and Climate Change (MoEF&CC)

Complex approval process for setting up a manufacturing plan

There are several regulatory bodies that frame rules and guidelines for the pharmaceutical and bulk drug industries, directly or indirectly. This multiplicity can lead to inefficiencies in resource distribution at the policy-making level and also generates a fragmented agenda.

High entry barrier

- Long gestation period to be enlisted as a supplier to customers, particularly in US and European jurisdictions, due to strict compliance requirements, leading to a high regulatory gestation period
- The involvement of complex chemistries in the manufacturing process, which is difficult to commercialize on a large scale

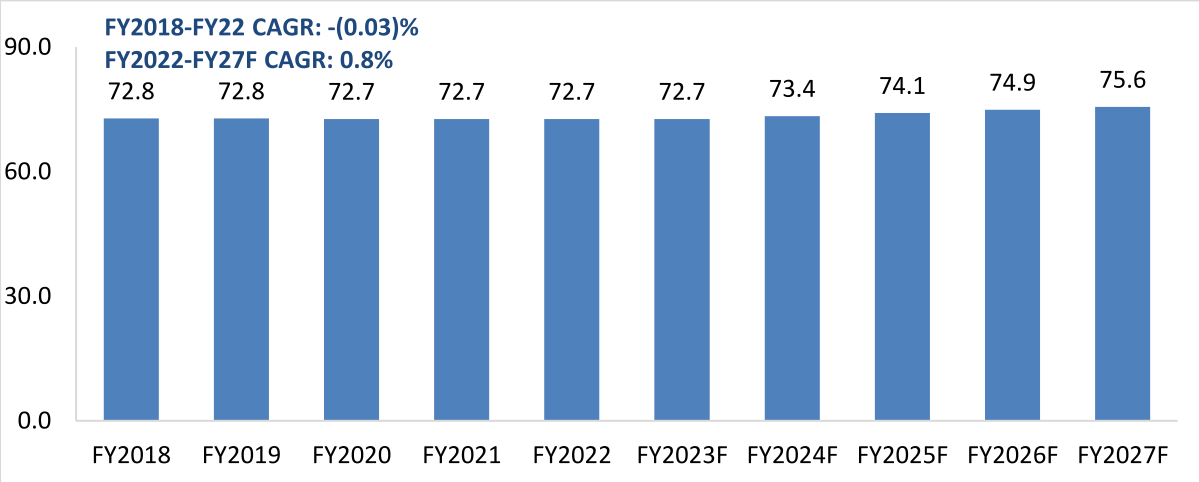
Other Challenges

- Inadequate R&D, Lack of required high end product development capable Human resource, insufficient cold storage facilities are some of the key challenges from manufacturing perspective.
- Absence of a well-structured healthcare System in rural India which is a significant segment of population. According to estimates, urban centres are home to almost 70% of the doctors and almost 65% of the country’s hospital beds despite having less than 30% of the total population.
- Recently, there have been many issues faced by Indian companies due to non-adherence of US FDA norms in manufacturing. The problem faced by Indian companies is not because of the quality issues but more from the documentation maintenance irregularities. Whenever there is a quality issue with the product, Indian companies have voluntarily recalled back the products.

Global Cardiovascular Market

Cardiovascular disease (CVD) includes all the conditions that impacts functioning of the human heart. Conditions ranging from chest pain, heart attacks, strokes, and other related conditions fall under CVD. Some of the types include coronary artery disease, arrhythmias, and heart defects, among others. Globally, heart disease and related ailments remain the biggest cause of death. Existing comorbidities, poor diet, and lack of active lifestyle are key contributors to the prevalence of CVD. The demand for cholesterol inhibitors and blood pressure treatment drugs will rise since the treatment pool is expected to grow and patients who live longer are required to stay on these treatments for extended periods of time. Low-cost generics are the biggest challenge internally to the growth of branded CVD drugs. The development of cardiovascular drugs is time consuming and cost intensive, in addition to stringent clinical trials required to display efficacy. Anticoagulants are expected to record the highest CAGR among the various types within the CVD drugs market.

Global Cardiovascular Market, Industry Size (USD Bn), FY2018-FY2027F



Source: IQVIA, Frost & Sullivan Research and Analysis

The Global Cardiovascular market is valued at ~ $73 Bn in FY2022. It is expected to reach ~$76 Bn by FY2027, growing at a CAGR of 0.8% during the forecast period.

Global CVD Drugs Market – By Type

- Hemorheological
- Anti-hypertensive
- Anti-hyperlipidaemic
- Anti-Coagulant
- Anti-arrhythmic
- Anti-platelets
- Anti-anginal

Global CVD drugs market is mature with the presence of many off-patent drugs. However, CVDs marketplace is replete since these diseases are incurable. Given the anticipated growth in CVD and associated comorbidities the financial burden of CVD is also expected to grow globally.

Hemorheological drugs

This class of drug are used to treat peripheral vascular disease that involve blood vessel diseases in the extremities. The types are arterial (obstructive and vasospastic) and Venous (Deep vein thrombosis, others). Hemorheological class of drugs increase the flexibility of RBCs, thus, aiding in prevention of aggregation of RBCs and platelets.

SPC Life Sciences Limited is one of the key global manufacturers of one of the key intermediates for this API.

Pentoxifylline is one of the recommended drugs for the treatment of peripheral vascular diseases. Pentoxifylline is antioxidant and anti-inflammatory in nature. Due to its ability to regulate the production of inflammatory cytokines, it is one of the recommended drugs in the treatment of Covid-19 induced pulmonary complications. Some of the key intermediates used in the manufacture of pentoxifylline include theobromine and 6-chloro hexane-2-one. SPC Life Sciences Limited is one of the key domestic manufacturers of the intermediate 6-chloro hexane-2-one, used in the manufacture of this drug. SPC Life Sciences Limited holds significant global market share by volume (~93% in FY2022) in the process patented production of this intermediate.

Anti-arrhythmic drugs

Most antiarrhythmic agents are ion channel blockers. There are 4 major classes of Anti-arrhythmic drugs- sodium channel blockers, beta adrenoceptor blockers, potassium channel blocker, calcium channel blockers.

- Sodium channel blockers
    - Class 1A - quinidine, procainamide, and disopyramide
    - Class 1B – lidocaine, mexiletine, tocainide, and phenytoin

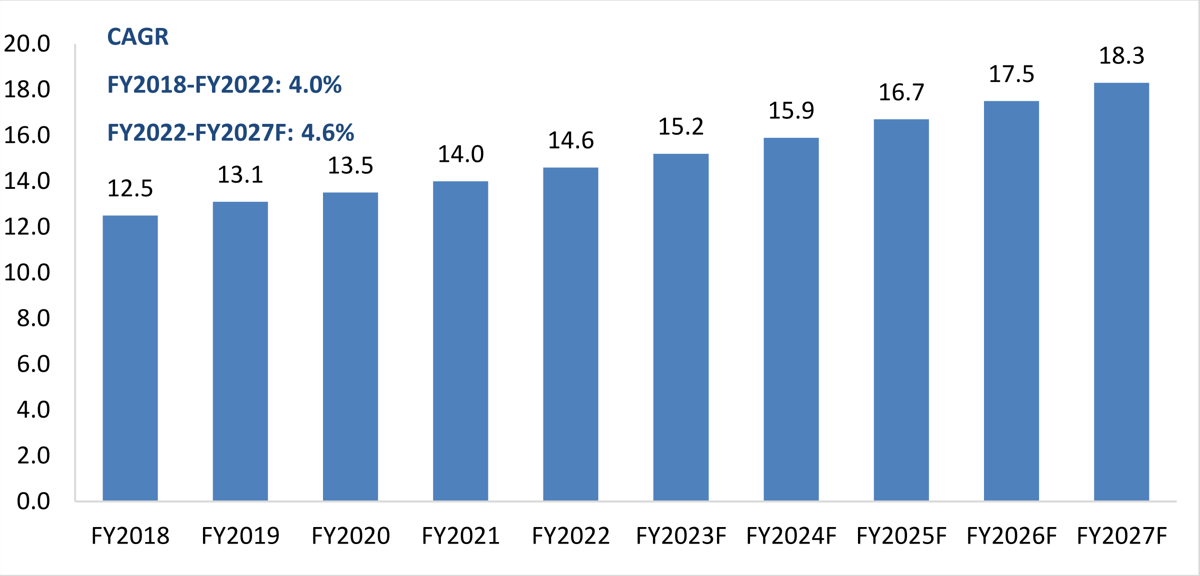
- Class 1C - flecainide, moricizine, and propafenone
- Beta adrenoceptor blockers - propranolol, acebutolol, esmolol
- Potassium Channel blocker – amiodarone HCL, Sotalol, ibutilide, and dofetilide
- Calcium Channel blocker - verapamil and diltiazem

SPC Life Sciences Limited is a major manufacturer of key intermediates for the amiodarone HCL which is an API belonging to Anti-arrhythmic drugs – potassium channel blocker.

Global Antipsychotic Drugs Market

Psychosis is a disorder where the person may face serious distortion of behavior, thought, perception and recognition of reality. The patients may experience hallucinations and delusions along with having wrong evaluation and misperception of other people, facts, or situations. The Global Antipsychotic Drugs Market was valued at USD 14.6 Bn in FY2022 and is expected to grow at a CAGR of 4.6% over the forecast period till FY2027F.

Global Antipsychotic Drugs Market, Industry size (USD Bn), FY2018-FY2027F



Source: Frost & Sullivan Research and Analysis

Global estimates suggest that over 1.25% of the global population suffers from psychosis and related disorders. This translates into a potential market of about 10 Mn people as target consumers for antipsychotic drugs. SPC Life Sciences Limited is a key supplier of intermediates for Antipsychotics such as valproic acid, trazadone, citalopram etc.

Key APIs by Drug Class

First Generation Antipsychotics

- Chlorpromazine
- Droperidol
- Fluphenazine
- Haloperidol
- Loxapine
- Perphenazine
- Pimozide
- Prochlorperazine
- Thioridazine
- Thiothixene
- Trifluoperazine

Second Generation Antipsychotics

- Aripiprazole

- Asenapine
- Clozapine
- Iloperidone
- Lurasidone
- Olanzapine
- Paliperidone
- Quetiapine
- Risperidone
- Ziprasidone

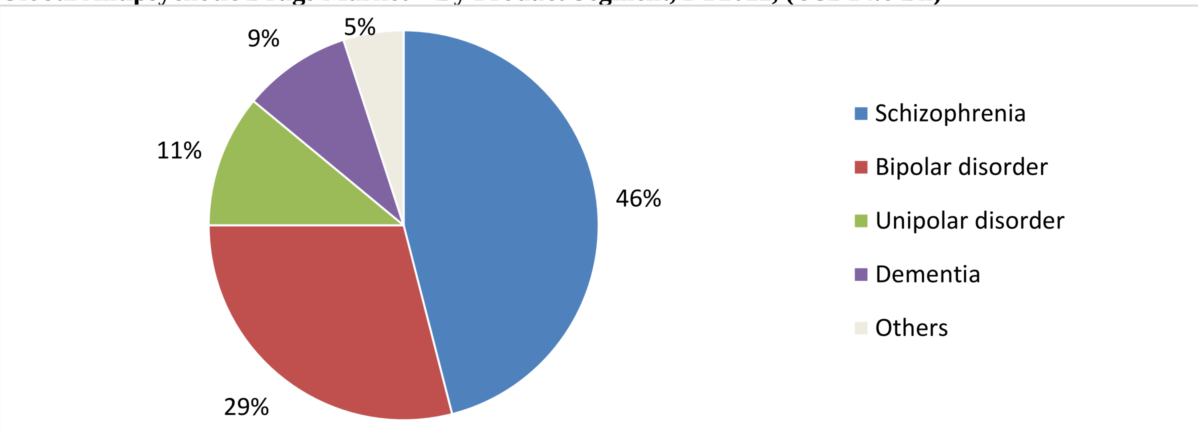
Third Generation Antipsychotics

- Aripiprazole

Global Antipsychotic Drugs Market – By Product Segment

The global antipsychotic drugs market, based on therapeutic applications, has been segmented into schizophrenia, anxiety, bipolar disorder, depression, dementia, and others. The schizophrenia segment emerged dominant in the global antipsychotic drugs market and has acquired ~46% of the Global Antipsychotic market.

Global Antipsychotic Drugs Market – By Product Segment, FY2022, (USD14.6 Bn)

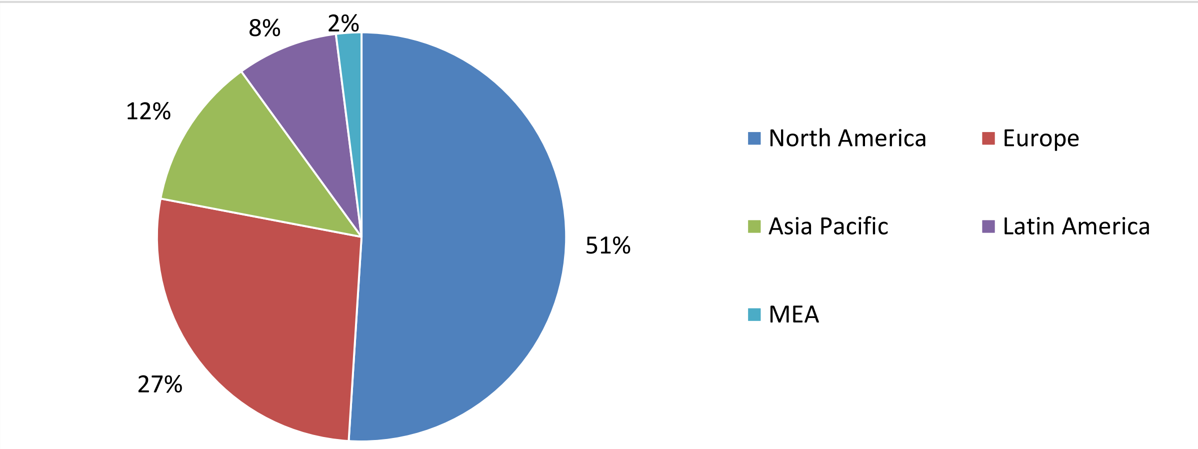


Source: Frost & Sullivan Research & Analysis

Application of antipsychotic drugs in schizophrenia will witness substantial amount of growth over the forecast period.

Geographically, U.S. dominates the North America antipsychotic drugs in the year 2022 and is likely to show similar trend during the forecast period. Asia-Pacific is expected to witness the fastest growth rate during the forecast period.

Global Antipsychotic Drugs Market – By Geography, FY2022, (USD14.6 Bn)

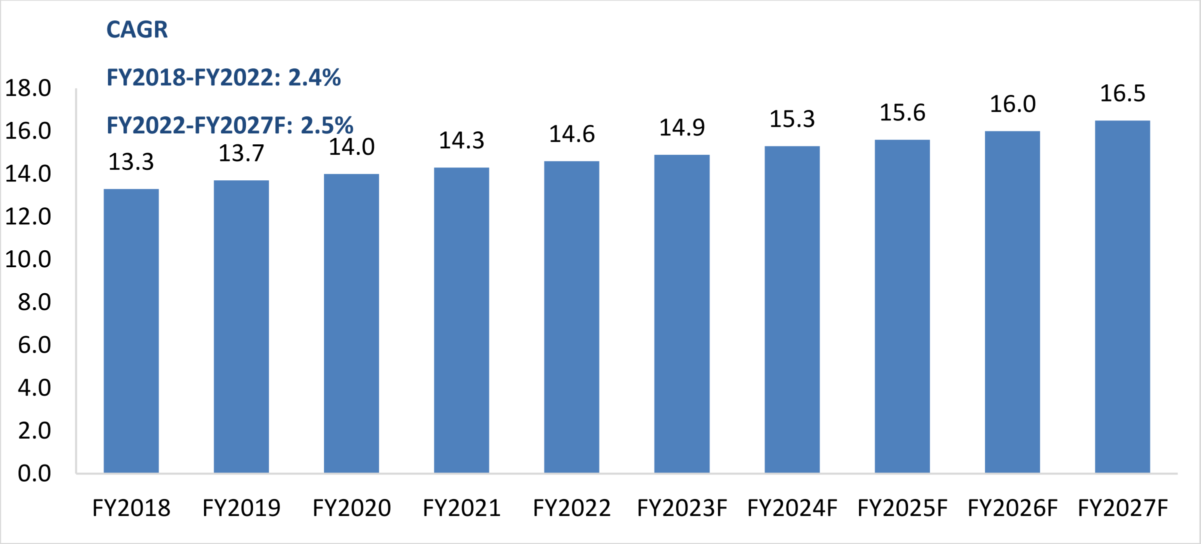


Source: Frost & Sullivan Research & Analysis

Global Antidepressants Market

Antidepressants are medications that can help relieve depression symptoms. The objective is to correct the chemical imbalances of neurotransmitters in the brain that are believed to be responsible for changes in behavior and mood.

Global Antidepressants, Industry size (USD Bn), FY2018-FY2027F



Source: Frost & Sullivan Research and Analysis

Key APIs by Drug Class

- Selective serotonin reuptake inhibitors (SSRIs) include fluoxetine (Prozac), paroxetine (Paxil, Pexeva), sertraline (Zoloft), citalopram (Celexa) and escitalopram (Lexapro)
- Serotonin and norepinephrine reuptake inhibitors (SNRIs) include duloxetine (Cymbalta), venlafaxine (Effexor XR), desvenlafaxine (Pristiq) and levomilnacipran (Fetzima).
- Atypical antidepressants include trazodone, mirtazapine (Remeron), vortioxetine (Trintellix), vilazodone (Viibryd) and bupropion (Wellbutrin SR, Wellbutrin XL, others). These medications don't fit neatly into any of the other antidepressant categories. SPC Life Sciences Limited is one of the leading manufacturers of key intermediates for the APIs belonging to atypical antidepressants drug class such as trazodone.
- Tricyclic antidepressants such as imipramine (Tofranil), nortriptyline (Pamelor), amitriptyline, doxepin and desipramine (Norpramin)
- Monoamine oxidase inhibitors (MAOIs) such as tranylcypromine (Parnate), phenelzine (Nardil) and isocarboxazid (Marplan)

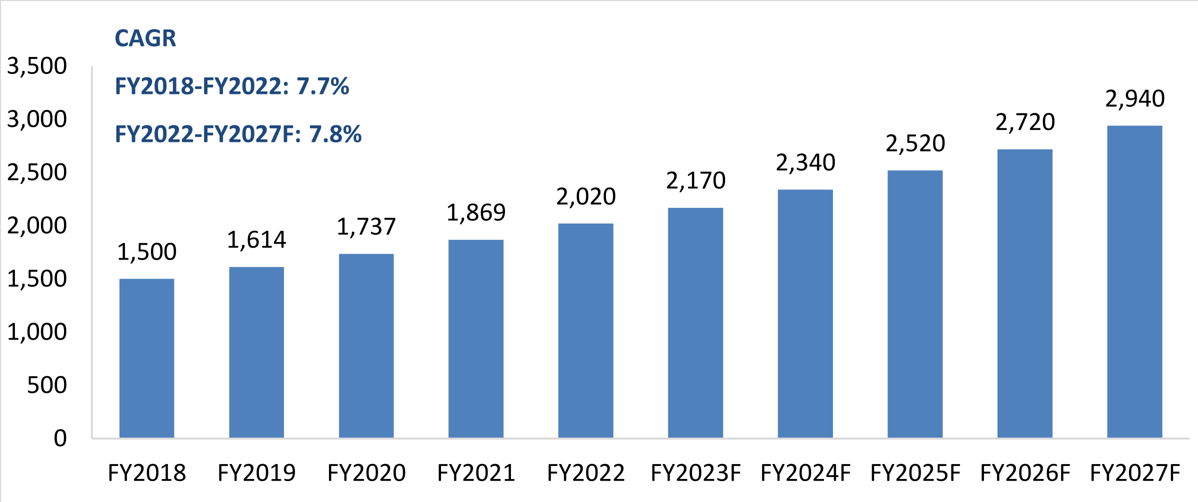
Global Vasolidator (Antiplatelet) Drugs Market

Antiplatelet drugs are often called as platelet agglutination inhibitor is a class of therapeutics that helps in reducing or preventing the blood coagulation by limiting the activity of platelets to stick or bind together.

The global antiplatelet drugs market on the basis of drug class can be segmented into:

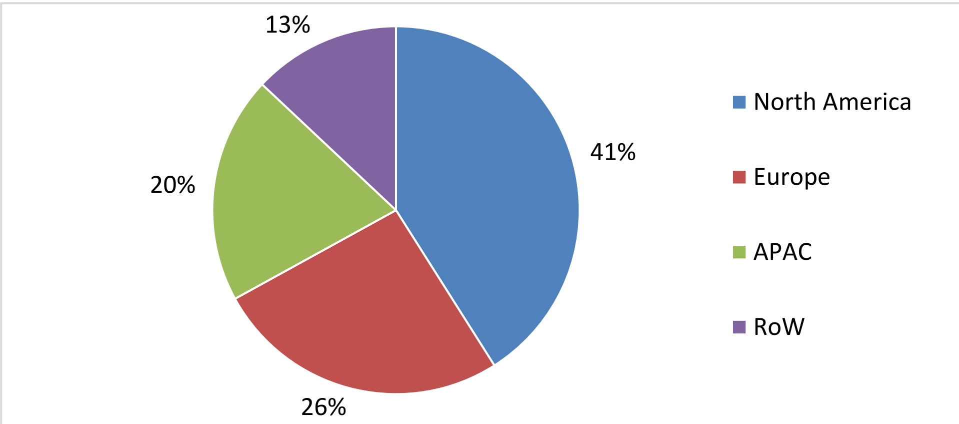
- Platelet Aggregation Inhibitors – API Clopidogrel falls under these therapeutics and (T2E) Thiophene2-Ethanol is required to produce the same.
- Glycoprotein Platelet Inhibitors
- Protease-Activated Receptor-1 Antagonists
- Others

Global Antiplatelet Drugs Market, Industry size (USD Mn), FY2018-2027F



Source: Frost & Sullivan Research and Analysis

Global Antiplatelets Market by geography, FY2022



Source: Frost & Sullivan Research & Analysis

Due to increased cases of cardiovascular diseases, sedentary lifestyles, the market is expected to witness a healthy growth growing at a CAGR of 7.8% during the forecast period of FY2022-2027F.

Overview of Specific API

API – Pentoxifylline

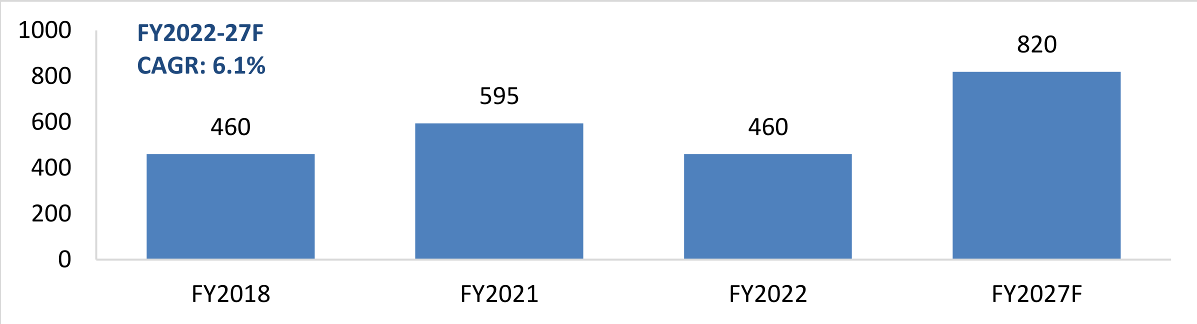
Pentoxifylline belongs to a class of drugs known as hemorheological agents which part of cardiovascular therapy drugs. It works by helping blood flow more easily through narrowed arteries. It is also known as oxpentifylline and is a xanthine derivative. It is mainly used in medicine to reduce pain, cramping, numbness, or weakness in the arms or legs which occurs due to peripheral artery diseases.

The product is generic and is sold under many brand names.

The global market for the API was estimated to be around ~ 450-460 MT in FY2022. The market was valued at USD 25-27 Mn based on an average yearly price of USD 59/kg in FY2022. The prices thereafter has increased by over 24% to reach around USD 72/kg in October 2022. The increase in prices have been attributed to the increase in the key raw material prices. The market is forecast to reach around USD 45-50 Mn by FY2027.

The market volume of Pentoxifylline is expected to grow at a rate of ~ 6.0% till 2027.

Global Pentoxifylline Market Volume- MT, FY2018-FY2027F

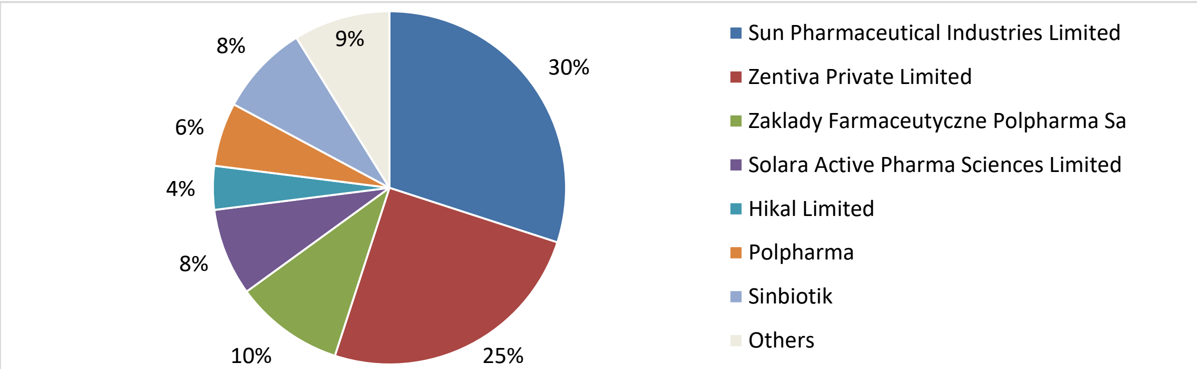


Source: Frost & Sullivan Research & Analysis

Lower production in FY2022 was due to unavailability of the raw material theobromine. The demand for pentoxifylline would have been close to 610 MT in FY2022 under ideal market conditions, as per Frost & Sullivan Analysis.

Globally, there are many manufacturers of Pentoxifylline and most production happens in India. Sun Pharmaceuticals Ind. Ltd. And Zentiva Private Limited are the key manufacturers of the API globally.

Global Pentoxifylline Market Volume- Market Share of Key Companies , FY2022, 460 MT



Others Include: Teva Pharmaceuticals, CSPC innovations, Bakul Pharma, Supriya Lifesciences etc

Market share is calculated on volume basis for FY2022

Source: Frost & Sullivan Research & Analysis

The key intermediates in the manufacturing of Pentoxifylline are (1) 6-Chloro Hexane-2-One and (2) Theobromine.

Both the key intermediates structurally form essential part of the final API molecule.

6-Chloro Hexane-2-One

The global market for 6-Chloro Hexane-2-One in Pentoxifylline was estimated to be around 300 MT in FY2022, India demand is about ~75% of this volume. In terms of value, 6-chloro Hexane-2-one market is estimated at USD 8-9 Mn in FY2022. The market is forecast to reach around USD 15-18 Mn by FY2027 with a CAGR of 12%.

6-Chloro Hexane-2-One forms about 30-35% of the cost of Pentoxifylline API.

Impact of China supply on this product is negligible as most supply is from India. Demand in China is estimated to be only around 8-10% of the global volume.

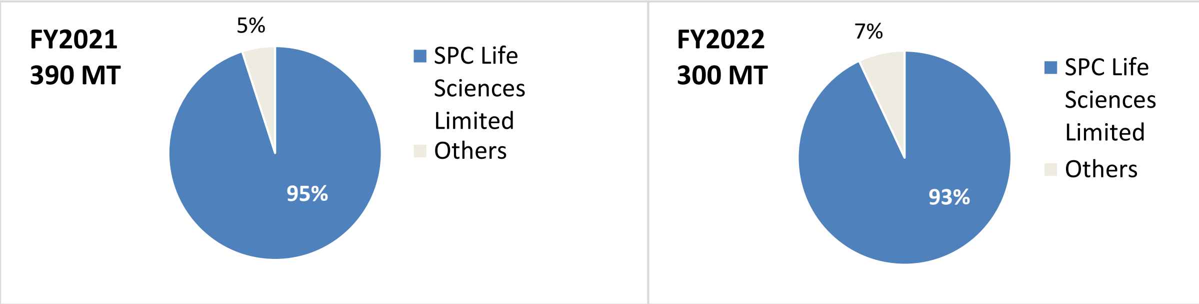
The prices of 6-Chloro Hexane-2-One is in the range of USD 28-30/kg in FY2022. Since April 2021 the prices have increased by over 45% to reach around USD 33-35/kg by end of CY2022.

The following table depicts the key consumers of 6-Chloro Hexane-2-One across the globe.

Company	Location
Sun Pharmaceutical Industries Limited	India
Zentiva Private Limited	India
Zaklady Farmaceutyczne Polpharma SA	Poland

Solara Active Pharma Sciences Limited	India
Hikal Limited	**India**

Global 6-Chloro Hexane-2-One Market Volume- Market Share of Key Companies, FY2021 & FY2022



Others include: Kevy Labs, Unilife Pharma etc
Market share is calculated on volume basis for FY2022
Source: Frost & Sullivan Research & Analysis

SPC Life Sciences Limited holds the largest share with 93% of the global market for 6-Chloro Hexane-2-One for the FY2022. The company is the world's largest manufacturer of this Intermediate. SPC Life Sciences Limited has process patent in India as well as China that gives it an advantage over any other supplier of the intermediate. SPC Life Sciences Limited has also cleared USFDA (The United States Food and Drug Administration) inspection for the product.

Theobromine

Theobromine is a bitter alkaloid of the cacao plant having a chemical formula $C_7H_8N_4O_2$. It is mainly found in leaves of the tea plant, and the kola (or cola) nut. Theobromine belongs to the similar class of stimulants as caffeine but the two are not similar.

The global market for theobromine is in the range of 30,000-35,000 MT in FY2022. The total global market is expected to grow at a CAGR of 3.5% till FY2027. Theobromine for use in Pentoxifylline was valued at USD 13-14 Mn in FY2022 and is expected to reach USD 24-25 Mn in FY2027 growing at a CAGR of 13%.

Theobromine forms about 40-45% of the cost of Pentoxifylline API.

Impact of China supply on this product is again negligible as most supply is from Europe and India. Demand in China is estimated to be only around 15-20% of the total global volume.

The prices of Theobromine were in the range of USD 34-35/kg in FY2022. The prices have increased by 12-15% since FY 2021. The prices in Sep 2022 were around USD 39-40/kg

The following table depicts the key consumers of Theobromine globally

Company	**Location**
Sun Pharmaceutical Industries Limited	India
Zentiva Private Limited	India
Zaklady Farmaceutyczne Polpharma SA	Poland
Solara Active Pharma Sciences Limited	India
Cepham Inc.	USA

Major suppliers of Theobromine include Bajaj Healthcare Limited (100-150 TPA), Bakul Pharma Private Limited (200-250 TPA), Naturex Sa, Dameliz Llp/Uab Muitines Atstovas, Biopharmaceutical Joint-Stock Company, Kores (India) Limited etc.

SPC Life Sciences Limited has commissioned a Bromine Derivative plant in Dahej in March 2023. With this, SPC Life Sciences Limited will become a producer of Theobromine in India with a multi product plant having an overall installed capacity of 9,408 MTPA (MPP).

**MPP – Multi Product Plant*

API – Trazodone

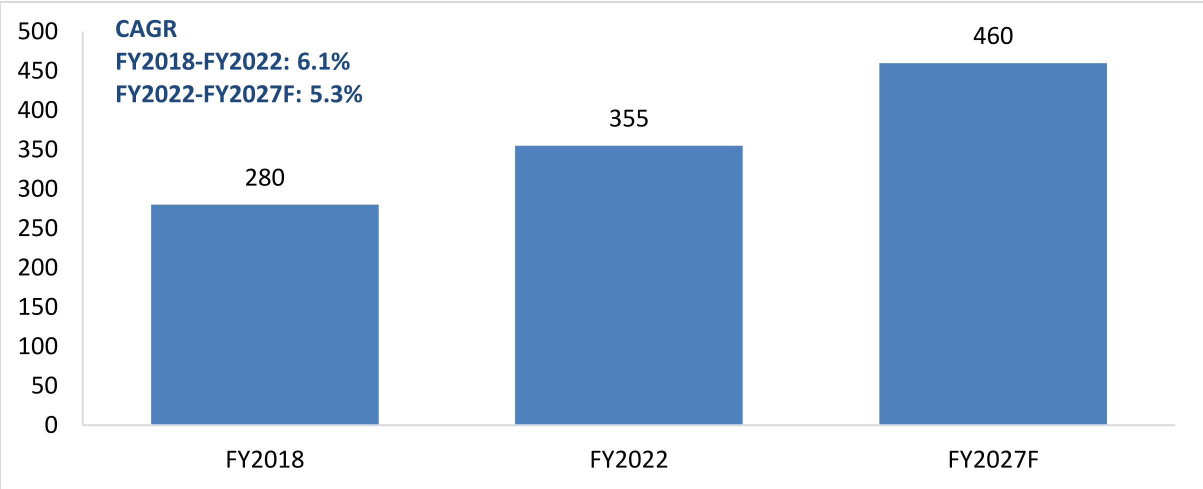
Trazodone is an antidepressant that belongs to a group of drugs called serotonin receptor antagonists and reuptake inhibitors (SARIs). It is used to treat major depressive disorder, anxiety disorders, and difficulties with sleep.

The product is generic and sold under many brand names.

The global market for the API was estimated to be around ~ 355 MT in FY2022. The market was valued at USD 48-49 Mn based on an average yearly price of USD 135-138/kg in FY2022. The prices have been stable over the year and is at USD 135/kg as of October 2022. The demand is expected to reach USD 62-65 Mn by FY2027.

The market volume of Trazodone is expected to grow at a CAGR of ~ 5.3% till 2027.

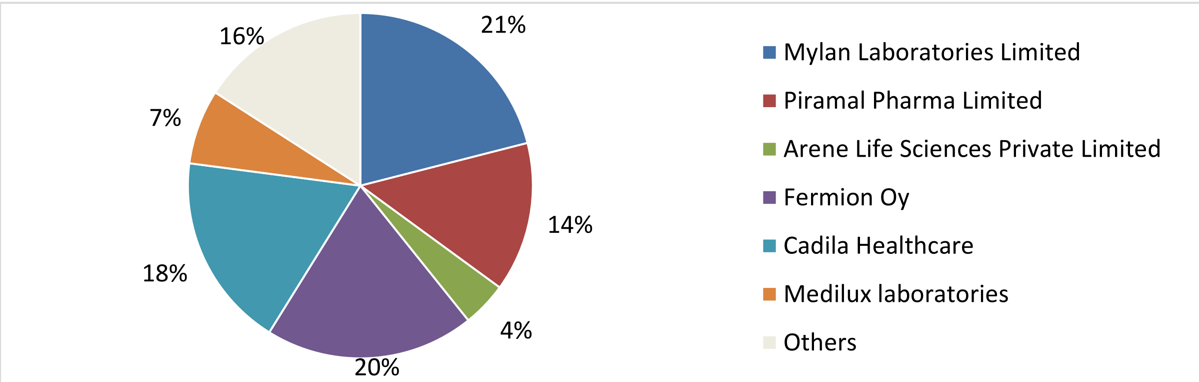
Global Trazodone Market Volume- MT FY2018- FY2027F



Source: Frost & Sullivan Research & Analysis

Globally, there are many manufacturers of Trazodone and most production happens in India and Europe. Mylan Laboratories Limited and Piramal Pharma Limited are the key manufacturers of the API globally.

Global Trazodone Market Volume- Market Share of Key Companies , FY2022, 355 MT



Others Include: Teva Pharmaceuticals, Instas Pharma, Angelini Acraf SPA etc

Market share is calculated on volume basis for FY2022

Source: Frost & Sullivan Research & Analysis

The key intermediates in the manufacturing of Trazodone are (1) 1-(3-Chlorophenyl)-4-(3-Chloropropyl) Piperazine Hydrochloride and (2) [1,2,4] Triazolo[4,3-A]Pyridin-3(2H)-One.

1-(3-Chlorophenyl)-4-(3-Chloropropyl) Piperazine Hydrochloride

This intermediate is a building block and belongs to the family of Amines and Heterocyclics compounds

The global market for 1-(3-Chlorophenyl)-4-(3-Chloropropyl) Piperazine Hydrochloride was estimated to be around 220 MT in FY2022, it was valued at USD 6-7 Mn for the same year. The intermediate is also used in the production of serotonin modulator- Nefazodone. The market is expected to grow at a rate of 6.0% till FY2027. The demand value is forecast to reach USD 8-10 Mn by FY2027.

1-(3-Chlorophenyl)-4-(3-Chloropropyl) Piperazine Hydrochloride forms about 25-30% of the cost of Trazodone API.

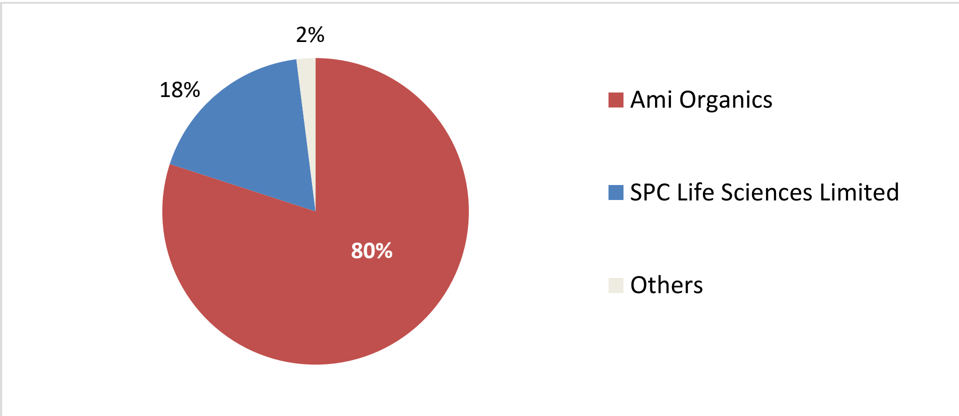
Impact of China supply on this product is negligible as most supply is from India.

The prices of 1-(3-Chlorophenyl)-4-(3-Chloropropyl) Piperazine Hydrochloride has been stable over the years and ranges between USD 27-30/kg

The following table depicts the key consumers of 1-(3-Chlorophenyl)-4-(3-Chloropropyl) Piperazine Hydrochloride

Company	**Location**
Assia Chemical Industries Ltd	Israel
Angelini Pharma	Italy
Piramal Pharma	India
Fermion Oy	Finland
Intas	India
Cadila Healthcare	India

Global 1-(3-Chlorophenyl)-4-(3-Chloropropyl) Piperazine Hydrochloride Market Volume- Market Share of Key Companies , FY2022, 220 MT



Others Include: Darshan Industries , Kalki Chemicals etc

Market share is calculated on volume basis for FY2022

Source: Frost & Sullivan Research & Analysis

<u>SPC Life Sciences Limited is the second largest supplier of 1-(3-Chlorophenyl)-4-(3-Chloropropyl) Piperazine Hydrochloride in the world and holds 18% share of the global market. The company has established largest chain through backward integration from its basic intermediates and is one of the major manufacturers of all the key Intermediates of Trazodone</u>

1,2,4- Triazolo[4,3-A]Pyridin-3(2H)-One

This product is also known as 1,2,4-triazolo[4,3-a]pyridine-3(2H)-one. It is used to prepare a congener of Trazodone (T718500) which was found to be a potent and selective inhibitor of synaptosomal uptake of 5-hydroxytryptamine.

The global market for 1,2,4- Triazolo[4,3-A]Pyridin-3(2H)-One was estimated to be around 200-250 MT in FY2022. It is also sold as a sodium salt. The market is expected to grow at a CAGR of 5.3% between FY2022 and FY2027. The market value was estimated at USD 7-8 Mn in FY2022 and is forecast to reach USD 10-11 by FY2027.

It forms about 25-30% of the cost of Trazodone API.

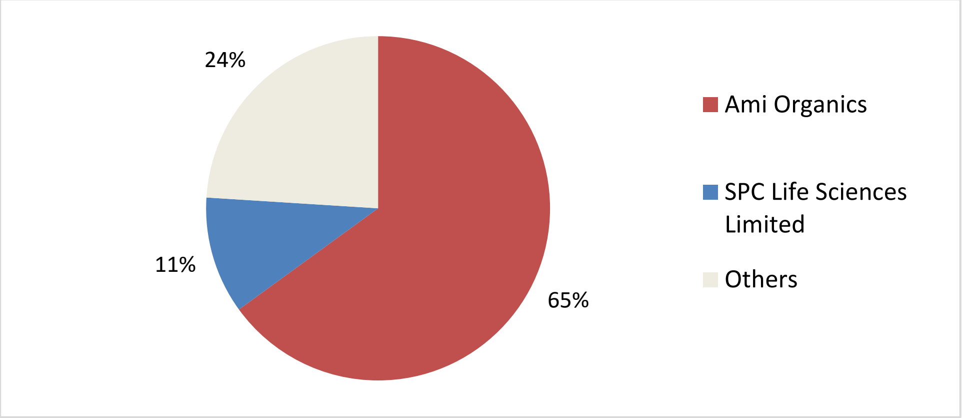
Impact of China supply on this product is negligible as most supply is from India.

The prices of 1,2,4- Triazolo[4,3-A]Pyridin-3(2H)-One has been stable over the years and ranges between USD 33-36/kg

The following table depicts the key consumers of 1,2,4- Triazolo[4,3-A]Pyridin-3(2H)-One

Company	Location
Mylan Laboratories	India
Fermion Oy	Finland
Granules India Limited	India
Angelini Pharma	Italy
Excella GmbH And Co Kg	Germany

Global 1,2,4- Triazolo[4,3-A]Pyridin-3(2H)-One Market Volume- Market Share of Key Companies , FY2022, 220 MT



Others Include: Greymedico Pharma, Freshmedico Pharma etc

Market share is calculated on volume basis for FY2022

Source: Frost & Sullivan Research & Analysis

SPC Life Sciences Limited is the second largest supplier of 1,2,4- Triazolo[4,3-A]Pyridin-3(2H)-One in the world and holds 11% share of the global market in FY2022. The company has established largest chain through backward integration from its basic intermediates and is one of the major manufacturers of all the key Intermediates of Trazodone

API – Amiodarone HCL

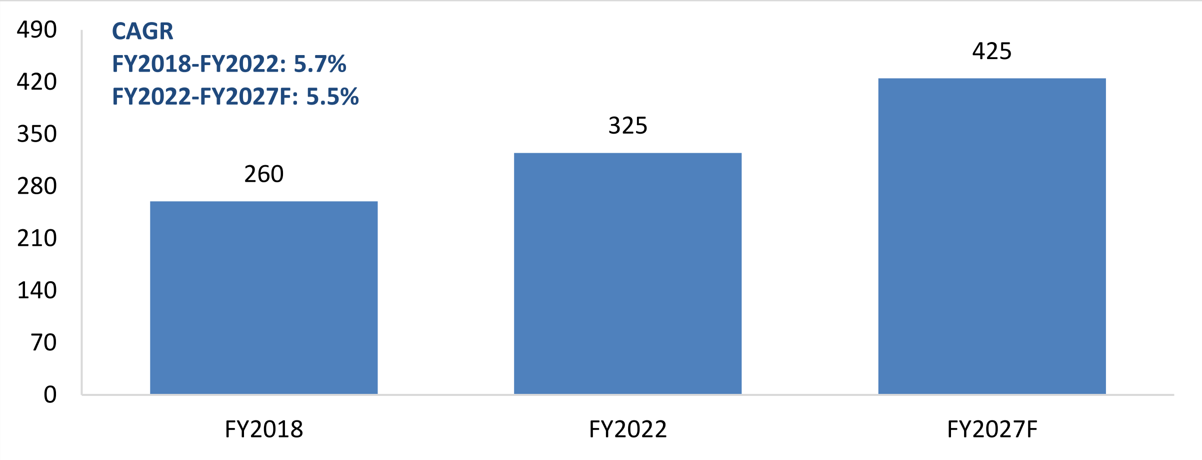
Amiodarone HCL is an antiarrhythmic cardiovascular medication used to treat and prevent several cardiac dysrhythmias. This includes ventricular tachycardia, ventricular fibrillation, and wide complex tachycardia, as well as atrial fibrillation and paroxysmal supraventricular tachycardia.

The product is generic and sold under many brand names.

The global market for the API was estimated to be around ~ 325 MT in FY2022. The market was valued at USD 50-55 Mn based on an average yearly price of USD 165/kg for FY2022. The prices have been stable over the year and is at USD 162/kg as of October 2022. The forecast value by FY2027 is ~ USD 70-72Mn.

The market volume of Amiodarone HCL is expected to grow at a rate of ~ 5.5% till 2027.

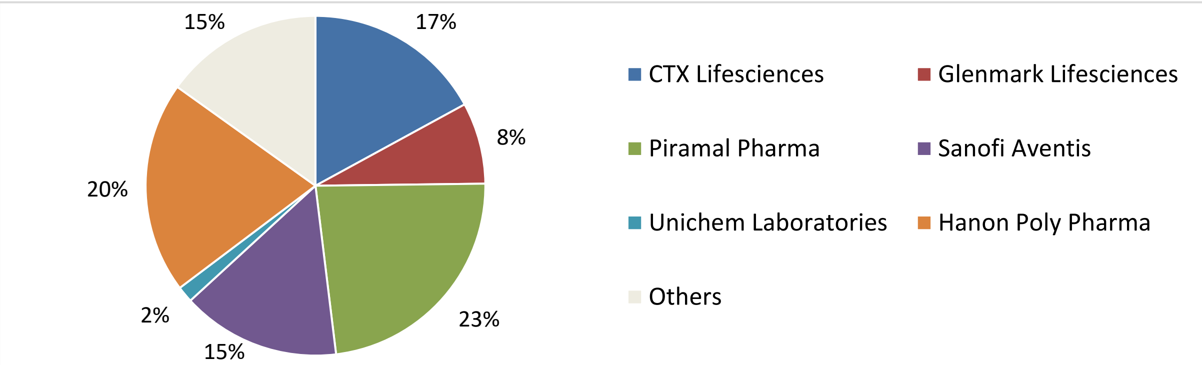
Global Amiodarone HCL Market Volume- MT FY2018-FY2027F



Source: Frost & Sullivan Research & Analysis

Globally, there are many manufacturers of Amiodarone HCL and most production happens in India, China, and Europe. CTX Lifesciences, Piramal Pharma and Glenmark Lifesciences are among the key manufacturers of the API globally.

Global Amiodarone HCL Market Volume- Market Share of Key Companies , FY2022, 325 MT



Others Include: Hanon Poly Pharma, Taro Pharmaceuticals, PMC Isochem etc
Market share is calculated on volume basis for FY2022
Source: Frost & Sullivan Research & Analysis

The various intermediates in the production process of amiodarone HCL and their global markets are depicted in the table below:

Stage	**Intermediate**	**Global Market – MT (FY2022)**	**Other Uses if any**	**SPC Life Sciences Limited Share (Global Market)**
Step 1: Intermediate 1.1	Methyl -2-bromohexanoate (MBH)	Not Traded, mainly used in-house. ~ 100 -150 MT	Benzofuran intermediates	NA- Raw material
Step 2: Intermediate 1.2	2-N-Butyl Benzofuran	25-30 MT	Dronedarone	5-6%
Step 3: Intermediate 1.3	2-N-Butyl 3-(4-Hydroxybenzoyl) Benzofurane	75-80 MT	None	15-20%

Final: Intermediate (N-1)	2-N-Butyl-3-(3,5-Diiodo-4-Hydroxy Benzoyl)Benzofuran	~150 MT	None	20%
Final: Intermediate (N-1)	2-Di Ethyl Amino Ethyl Chloride Hydrochloride	~200 MT	Trilorone dihydrochloride	13%

In the overall Amiodarone HCL Intermediates, SPC Life Sciences Limited holds a share of ~20% of the global market and has established largest chain through backward integration from its KSM Methyl Bromo-Hexanoate (MBH) to n-3, n-2 and n-1 intermediates. SPC Life Sciences Limited started with the manufacture of the intermediate MBH (N-3) and it is now forward integrated for other intermediates.

2-N-Butyl-3-(3,5-Diiodo-4-Hydroxy Benzoyl)Benzofuran

The intermediate forms the key structural component of Amiodarone HCL.

The global market for 2-N-Butyl-3-(3,5-Diiodo-4-Hydroxy Benzoyl)Benzofuran was estimated to be around 150 MT in FY2022. Depending on the process routes selected company can either directly buy this final intermediate or chose to make the same by buying n-1 and n-2 of the intermediate. The demand is expected to be in tandem with that of Amiodarone HCL with a CAGR of 5.5% during the period FY2022-FY2027F.

It forms a major cost contributor in the Amiodarone HCL cost and thus to improve margins companies generally have a mix of local and import sourcing.

Impact of China supply is high and almost 50% of the Indian market is being catered by China imports.

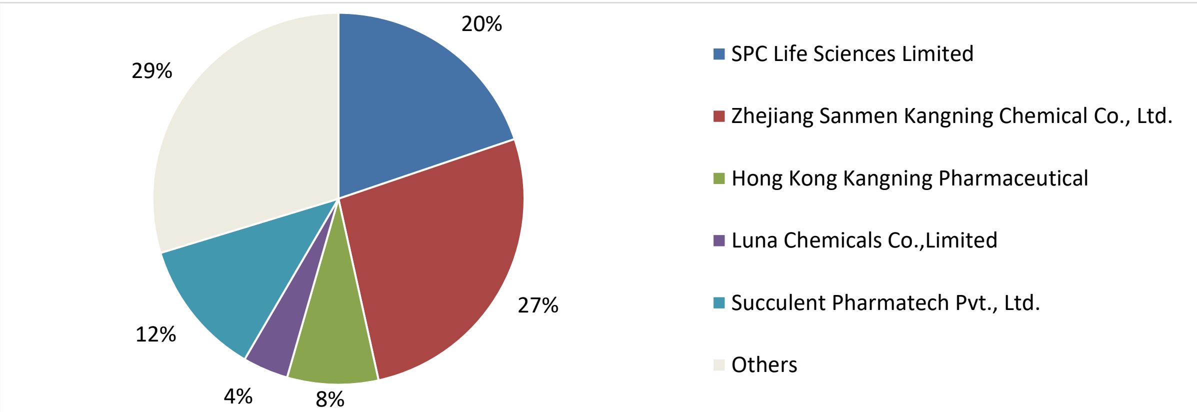
The prices of 2-N-Butyl-3-(3,5-Diiodo-4-Hydroxy Benzoyl)Benzofuran has increased by 15-17% in the last one year. Import prices were around USD 95-98/kg in 2021 and ~ USD 105-110/kg till October 2022. Market was valued at USD 15-16 Mn in FY2022 and is expected to reach USD 22-25 Mn in FY 2027.

The following table depicts the key consumers of 2-N-Butyl-3-(3,5-Diiodo-4-Hydroxy Benzoyl)Benzofuran

Company	Location
CTX Lifesciences Private Limited	India
Glenmark Life Sciences Limited	India
R M Pharmaceuticals	India
Cambrex Profarmaco Milano S.r.l.*	Italy

* Purchase n-2 intermediate (2-N-Butyl Benzofuran)

Global 2-N-Butyl-3-(3,5-Diiodo-4-Hydroxy Benzoyl)Benzofuran Market Volume- Market Share of Key Companies, FY2022, 150 MT



Others Include: Greymedico Pharma, Freshmedico Pharma etc

Market share is calculated on volume basis for FY2022

Source: Frost & Sullivan Research & Analysis

SPC Life Sciences Limited hold 20% of the global market for 2-N-Butyl-3-(3,5-Diiodo-4-Hydroxy Benzoyl)Benzofuran in FY2022. The company is the only supplier for the intermediates and associated sub products in India.

2-Di Ethyl Amino Ethyl Chloride Hydrochloride

The intermediate forms the key structural component of Amiodarone HCL.

The global market for 2-Di Ethyl Amino Ethyl Chloride Hydrochloride was estimated to be around ~200 MT in FY2022. The product is also used in synthesis of Trilorone dihydrochloride and Clomiphene Citrate. The demand is expected to grow at 6.5%. The market for the intermediate was valued at USD 1-1.5 Mn in FY2022 , it is forecast to reach USD 2 Mn by FY2027.

The intermediate is < 10% of cost in Amiodarone HCL processing, but structurally is an important intermediate.

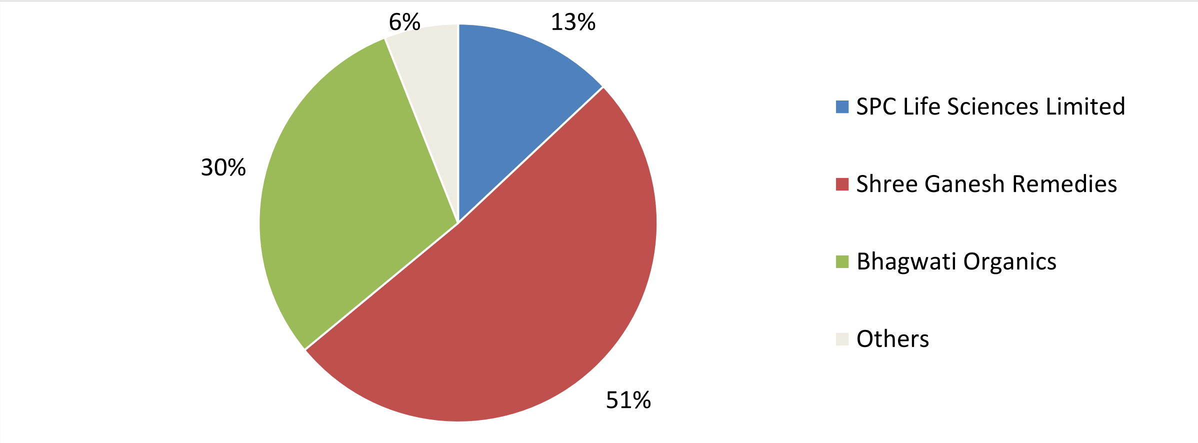
China has many suppliers but trade of the product is limited as there are many local manufacturers for the same

The prices of 2-Di Ethyl Amino Ethyl Chloride Hydrochloride have been stable. Prices were around USD 7-8/kg in 2021 and ~ USD 7/kg till October 2022.

The following table depicts the key consumers of 2-Di Ethyl Amino Ethyl Chloride Hydrochloride

Company	**Location**
CTX Lifesciences Private Limited	India
Glenmark Life Sciences Limited	India
R M Pharmaceuticals	India
Piramal Pharma	India

Global 2-Di Ethyl Amino Ethyl Chloride Hydrochloride Market Volume- Market Share of Key Companies FY2022, 200 MT



Others Include: Perfect Chemicals, Darshan Pharma Chem etc

Market share is calculated on volume basis for FY2022

Source: Frost & Sullivan Research & Analysis

2-Di Ethyl Amino Ethyl Chloride Hydrochloride is a toxic chemical and requires license to produce the same. SPC Life Sciences Limited holds 13% of the market in global 2-Di Ethyl Amino Ethyl Chloride Hydrochloride market. The company has the required license to produce the product and is a one stop shop for all required intermediates of Amiodarone HCL.

API – Cilostazol

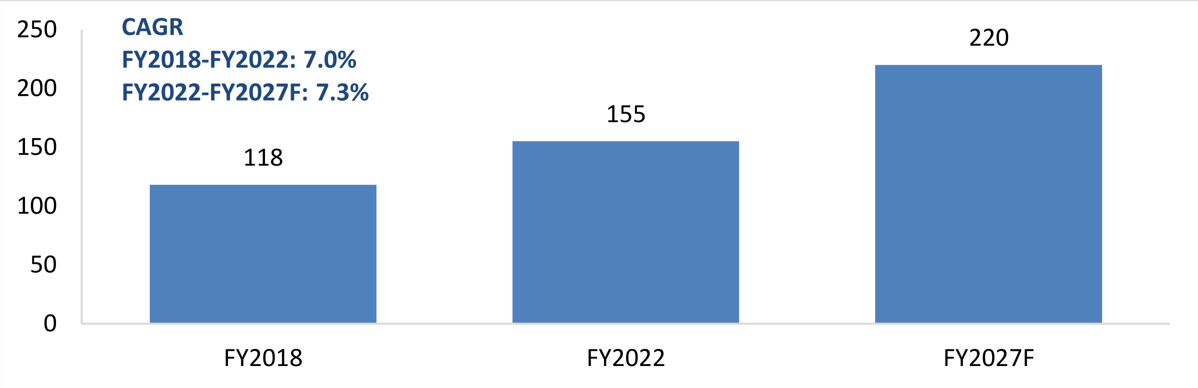
Cilostazol is an antiplatelet drug and a vasodilator. It is a medication used to help the symptoms of intermittent claudication in peripheral vascular disease.

The product is generic and sold under many brand names.

The global market for the API was estimated to be around ~ 155 MT in FY2022. The market was valued at USD $35-40 Mn based on an average yearly price of USD $240/kg. The prices have been stable over the year and is at USD $242/kg as of October 2022. The market value is expected to reach USD 50-55 Mn by FY2027.

The market volume of Cilostazol is expected to grow at a rate of ~ 7.3% till 2027.

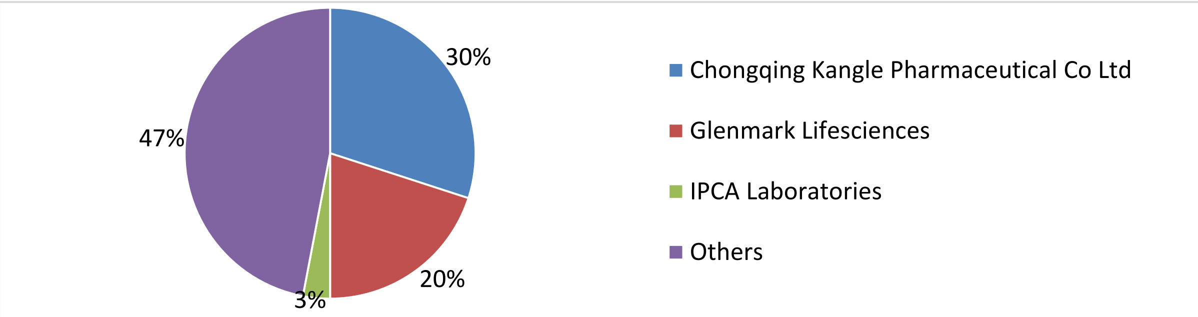
Global Cilostazol Market Volume- MT FY2018-FY2027F



Source: Frost & Sullivan Research & Analysis

Globally, there are many manufacturers of Cilostazol and most production happens in India, China, and Europe. Glenmark Lifesciences, Chongqing Kangle Pharmaceutical Co Ltd , Piramal Pharma are among the key manufacturers of the API globally.

Global Cilostazol Market Volume- Market Share of Key Companies , FY2022 (155 MT)



Others Include: Teva Pharmaceuticals, Dipharma Francis SRL, Cadila Pharmaceuticals Ltd. Etc

Market share is calculated on volume basis for FY2022

Source: Frost & Sullivan Research & Analysis

The key intermediates in the manufacturing of Cilostazol is 6-Hydroxy 3, 4-Dihydro Quinoline 2 (1H)-One and (5-(4 Chlorobutyl)-1-Cyclohexyl-1h-Tetrazole). China is a key producer of these intermediates. In the domestic scenario, they are import substitutes.

6-Hydroxy 3, 4-Dihydro Quinoline 2 (1H)-One

The intermediate forms the key structural component and is n-1 of Cilostazol

The global market for 6-Hydroxy 3, 4-Dihydro Quinoline 2 (1H)-One was estimated to be around ~70 MT in FY2022. There are not many manufacturers of the intermediate. Trade for the same is very low. The market was valued at USD 4-5Mn in FY2022 and would reach USD 6-7Mn in FY2027.

The intermediate is 50-60% of cost in Cilostazol processing and structurally is an important intermediate.

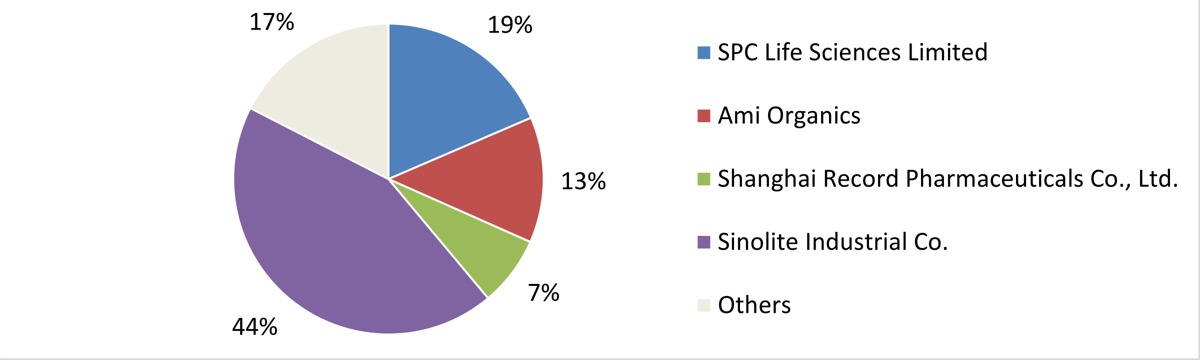
China has many suppliers but trade of the product is limited.

The trade prices of 6-Hydroxy 3, 4-Dihydro Quinoline 2 (1H)-One has been stable. Traded prices from China were around USD $70-75/kg in 2021 and ~ USD $71/kg till October 2022.

The following table depicts the key consumers of 6-Hydroxy 3, 4-Dihydro Quinoline 2 (1H)-One

Company	**Location**
Chongqing Kangle Pharmaceutical Co Ltd	China
Glenmark Lifesciences	India
IPCA Laboratories	India

6-Hydroxy 3, 4-Dihydro Quinoline 2 (1H)-One Market Volume- Market Share of Key Companies , FY2022, 70 MT



Others Include: Sinolite Industries, Shanghai Record Pharma etc
Market share is calculated on volume basis for FY2022
Source: Frost & Sullivan Research & Analysis

<u>SPC Life Sciences Limited is one of the largest Indian suppliers and holds 19% of the global market for 6-Hydroxy 3, 4-Dihydro Quinoline 2 (1H)-One in FY2022. The company is among the limited suppliers of the intermediate in India and offer all the required intermediates of Cilostazol.</u>

5-(4-Chlorobutyl)-1-Cyclohexyl-1h-Tetrazole

The global market for 5-(4-Chlorobutyl)-1-Cyclohexyl-1h-Tetrazole was estimated to be around ~75 MT in FY2022. There are not many manufacturers of the intermediate. Trade for the same is very low.

The intermediate is 25-30% of cost in Cilostazol processing and structurally is an important intermediate.

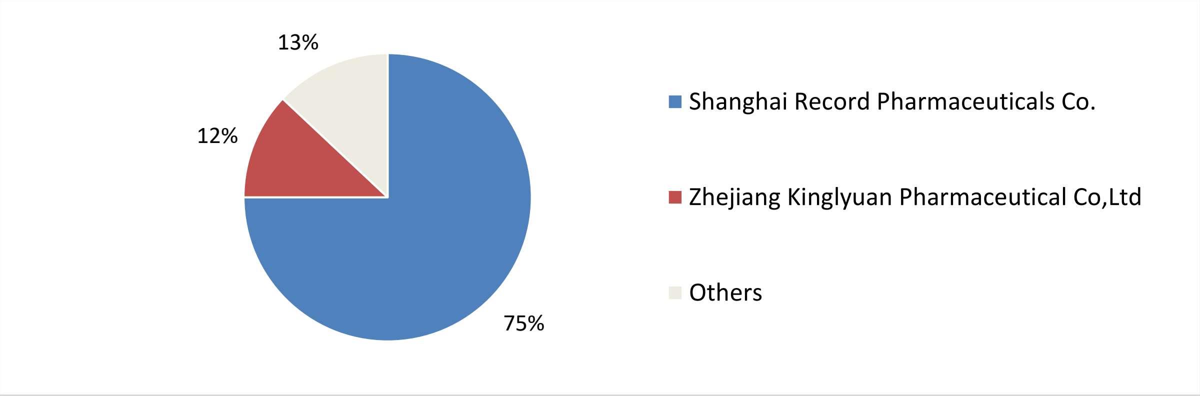
China has major suppliers but trade of the product is limited.

The trade prices of 5-(4-Chlorobutyl)-1-Cyclohexyl-1h-Tetrazole has been stable. Traded prices from China were around USD 90-95/kg in 2021 and ~ USD 92/kg till October 2022. The market was valued at USD 7-8Mn in FY2022 and would reach USD 8-10Mn in FY2027.

The following table depicts the key consumers of 5-(4-Chlorobutyl)-1-Cyclohexyl-1h-Tetrazole

Company	**Location**
Chongqing Kangle Pharmaceutical Co Ltd	China
Glenmark Lifesciences	India
IPCA Laboratories	India

5-(4-Chlorobutyl)-1-Cyclohexyl-1h-Tetrazole Market Volume- Market Share of Key Companies , FY2022, 75 MT



Others Include: Taizhou Tianrui Pharmaceutical Co.,Ltd, Sinolite Industrial Co., Ltd etc
Market share is calculated on volume basis for FY2022
Source: Frost & Sullivan Research & Analysis

With inclusion of 5-(4-Chlorobutyl)-1-Cyclohexyl-1h-Tetrazole, SPC Life Sciences Limited is expected to have 10-15% market share in the overall Global Cilostazol KSM market. The company has begun manufacturing and trading this product in FY2023. They have been able to capture 4-5% of the market by substituting imports from Chinese suppliers in their first year of manufacturing.

Bromine derivatives market

Bromine is a naturally occurring element, found in sea, lakes, and underground wells. Bromine is a rare element found in nature dispersed throughout Earth's crust only in compounds as soluble and insoluble bromides. Some enrichment occurs in ocean water (65 parts per Mn by weight), in the Dead Sea (approximately 5 grams per litre [0.7 ounce per gallon]), in some thermal springs, and in rare insoluble silver bromide minerals (such as bromyrite, found in Mexico and Chile). Natural salt deposits and brines are the main sources of bromine and its compounds. Jordan, Israel, China, and the United States led the world in bromine production in the early 21st century; other important bromine-producing countries during that period include Japan, Ukraine, and India. The chief commercial source of bromine remains is ocean water, from which the element is extracted by means of chemical displacement (oxidation) by chlorine in the presence of sulphuric acid through the reaction.

Bromine and its derivatives are used in a wide range of applications, such as oil and gas drilling, flame retardants, biocides, plasma etching, and PTA synthesis (mercury emission control and water treatment). Key end-use industries of bromine include chemicals, oil and gas, pharmaceuticals, electronics, and textiles among others.

The typical cost of production of Elemental Bromine is about USD $500-600/MT for Israel and Jordan, about USD $800-1,000/MT for Arkansas, about USD $900-1,100/MT for India, about USD $1,500-1,700/MT for China and more than about USD $2,500/MT for Japan. Considering the lower cost of production Israel and Jordon have high production capacities and are market leaders in Bromine production.

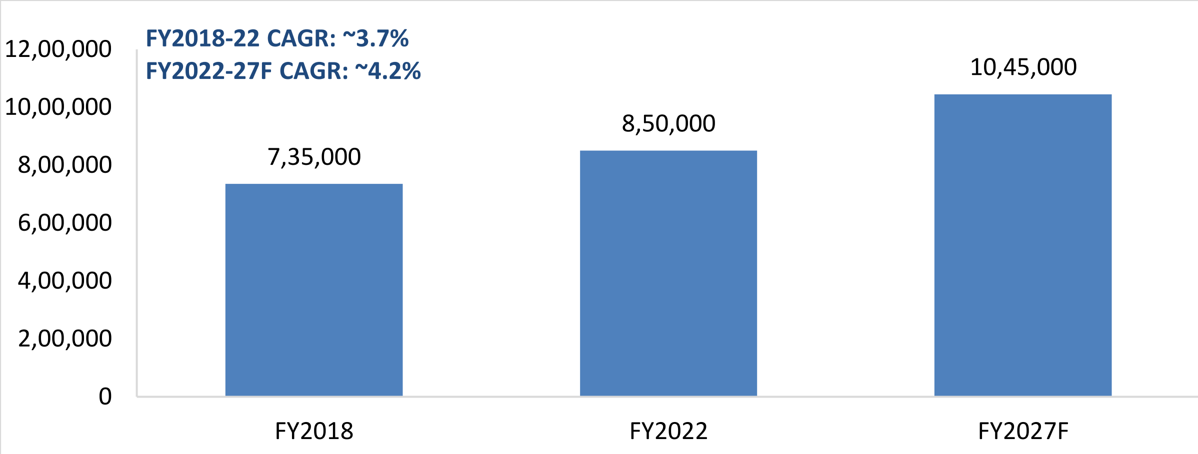
Globally Key companies in the Bromine chemistry are Albemarle Corporation (US), Arab Potash company, (Israel), Dead sea Bromine Company Ltd. (Israel), Israel chemicals Limited (Israel), Jordan bromine Company (Jordan), LANXESS AG (Germany), Tosoh Corporation (Japan), TETRA Technologies, Inc. (US), Solaris Chemtech Industries Ltd. (India), TATA Chemicals Ltd. (India), Hindustan Salts Ltd. (India), Honeywell International Inc. (US), Gulf Resources, Inc. (China), and Satyesh Brinechem Pt. Ltd. (India), Neogen (India) Archean (India), Nirma (India).

Bromine derivatives are largely clarified into organic and inorganic bromine derivatives. Inorganic Bromine derivatives are used as oilwell completion chemicals. Some examples of inorganic bromine derivatives include Sodium Bromide, Zinc Bromide and Calcium Bromide. Organic bromine derivatives are used in analytical chemistry, as alkylating agents, and sedatives, vasodilators, antiseptic agents, and anticancer agents.

Global Bromine derivatives market

The total global market for bromine derivatives is estimated to be around ~850,000 MT for the year FY2022. The market is expected to grow at a rate of ~4.2% during FY2022-FY2027. The use of bromine derivatives in key applications such flame retardants and organic pharma and agro intermediates are expected to drive the market during the forecast period. Bromine specialties are expected to drive the low volume high value growth during the forecast period. Global bromine derivatives market in terms of value is estimated at USD ~$7.5-8 Bn in FY2022, it is expected to grow to USD ~9-10 Bn by FY2027.

Global bromine derivatives Market Volume- Growth Outlook, FY2018-FY2027F (MT)



Source: Frost & Sullivan Research & Analysis

Global bromine derivatives Market by type, FY2022

Bromine derivatives are largely categorized into organic and inorganic bromine derivatives.

Organic bromine derivatives market

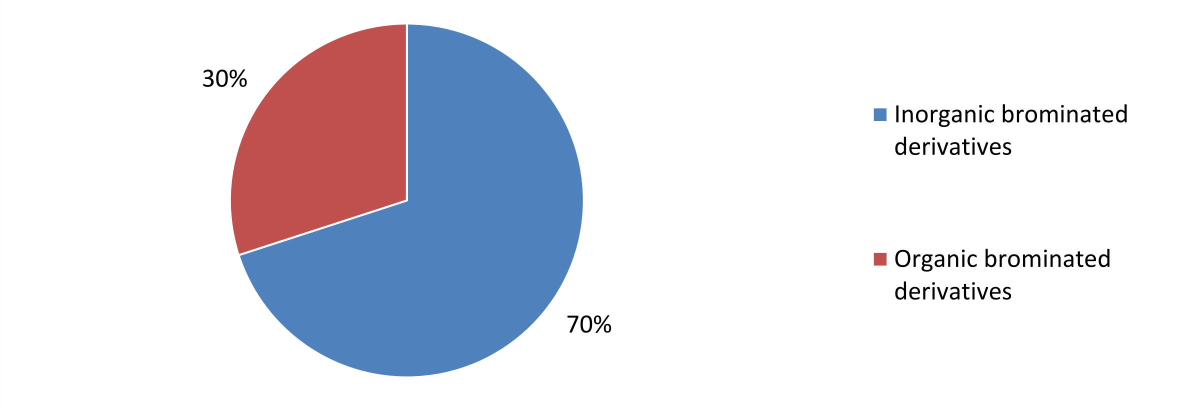
Hydrogen bromide and Hydrobromic acid are the high-volume organic products within organic bromine derivatives market. Apart from these, organic bromine-based chemical compounds include – Bromo Benzene (BB), Bromo Chloro Propane (BCP), Methyl -2- bromohexanoate (MBH), n-Propyl bromide (NPBR), N-butyl Bromide (NBBR), Iso propyl bromide, ethyl bromide (EBR), Ethylene Di bromide, N -Bromosuccinamide among many others.

Chemical trade name	IUPAC name
Bromo Benzene (BB)	Bromo Benzene
Bromo Chloro Propane (BCP)	1-bromo-3-chloropropane
Diethyl Dipropyl Malonate (DEDPM)	Diethyl 2,2-dipropylpropanedioate
3-Di Methyl Ethyl Amino Propyl Chloride Hydrochloride (DMPC)	3-Dimethylamino-1-propyl chloride hydrochloride
Isopropyl-2-bromoisobutyrate	Propan-2-yl 2-bromo-2-methylpropanoate
Ethyl-2 bromobutyrate	Ethyl 2-bromobutanoate
n-Propyl bromide (NPBR)	1-bromopropane

Inorganic bromine derivatives market

Some of the commonly used inorganic bromines include potassium bromide, calcium bromide, sodium bromide, silver bromide and Magnesium bromide. Some of the commercially important inorganic derivatives include calcium Bromides, Zinc Bromides and Sodium Bromides. The applications also include the use of inorganic brominated derivatives in films, plates, and printing papers for photography.

Global bromine derivatives Market by type, FY2022 (850,000 MT)



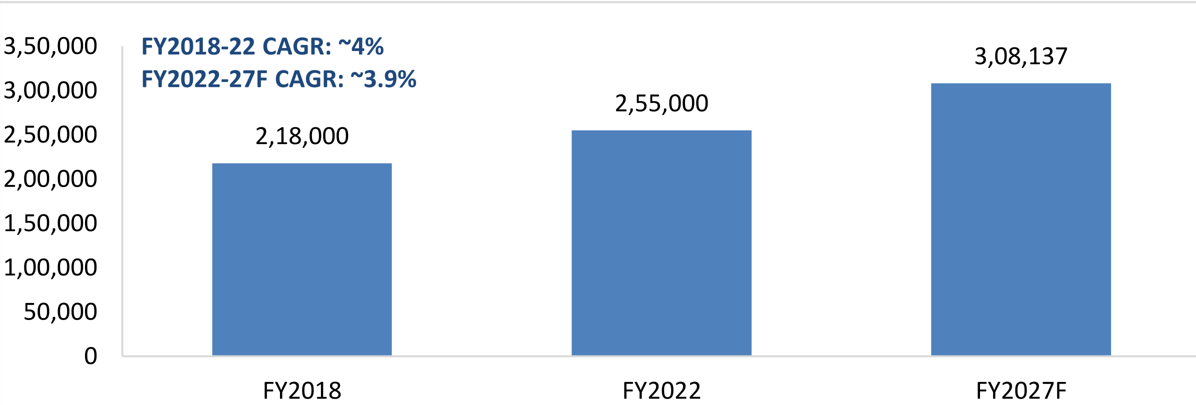
Source: Frost & Sullivan Research & Analysis

Global bromine derivatives market by end use	Inorganic Brominated derivatives	Organic Brominated derivatives
CAGR FY2022-FY27F	3-3.5%	2-2.5%

Global organic bromine derivatives market, FY2022-FY2027

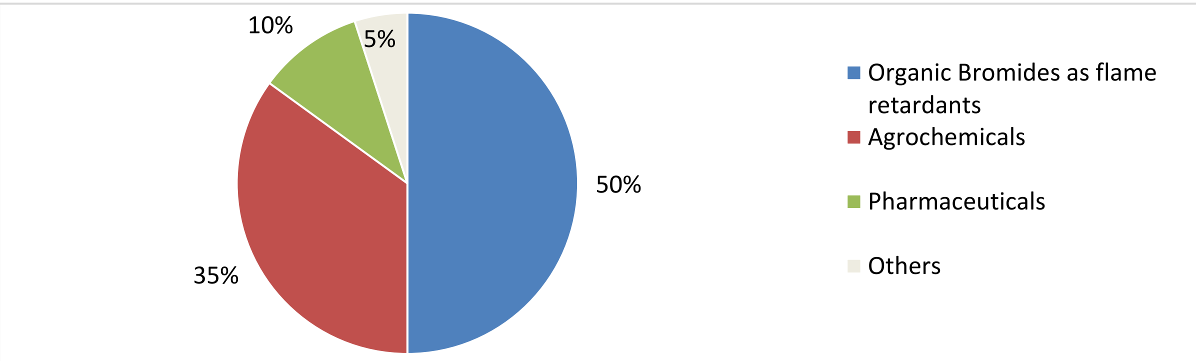
Global organic bromine derivatives market by volume is estimated at 255,000 MT in the year FY2022. It is expected to reach 308,137 MT by FY2027 growing at a CAGR of ~3.9% during the forecast period FY2022-27. In terms of value, the global organic bromine derivatives market is valued at USD ~$2.3-2.5 Bn in FY2022. It is expected to reach USD ~3-3.2 Bn in FY2027.

Global organic bromine derivatives Market Volume- Growth Outlook, FY2018-FY2027F (MT)



Source: Frost & Sullivan Research & Analysis

Global organic bromine derivatives Market by end use, FY2022 (255,000 MT)



Other include Home care and Personal care and other Industrial Applications

Source: Frost & Sullivan Research & Analysis

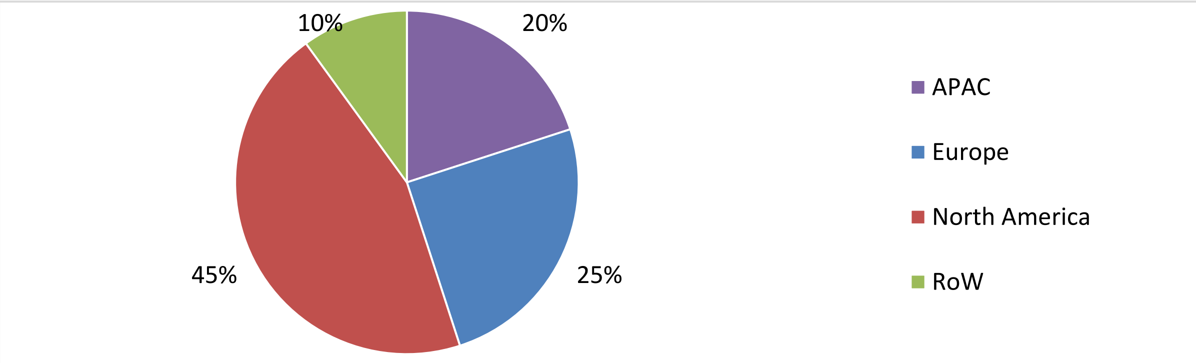
Global bromine derivatives market by end use	Organic Bromides as flame retardants	Agrochemicals	Pharmaceuticals
CAGR FY2022-FY27F	2-2.5%	2.5-3%	2-3%

Globally, the use of organic bromine derivates in brominated flame retardants occupies the largest market share in terms of applications with ~50%.

Below listed are some of the organic bromine derivatives used in end use industries.

End use segment	Organic Brominated derivatives
Organic bromides as flame retardants	Tetrabromobisphenol A (TBBPA), polybrominated diphenyl ethers (PBDEs) and polybrominated biphenyls (PBBs), hexabromocyclododecane (HBCD)
Agrochemicals	1-Bromo-3,4-dichlorobenzene, 2-Bromopropionic acid, 2-Ethyl-hexyl bromideoxacin, Fluvastatin, Bicaltuamide
Home care and Personal care	1-Bromo-4-fluorobenzene, i-Amyl bromide, i-Propyl bromide, n-Amyl bromide, Stearyl bromide,
Pharmaceuticals	1-Bromo-3-chloropropane, 1-Bromo-3-chloro-2-methylpropane, 1-Bromo-4-fluorobenzene, 2-Bromopropionic acid, Bromoform, Cetyl bromide, Ethyl 2-bromobutyrate, i-Propyl 2-bromoisobutyrate, i-Propyl bromide, Lauryl bromide, Methyl 2-bromohexanoate, Methyl bromoacetate
Industrial Applications	Allyl bromide, 1-Bromo-4-fluorobenzene, 1,4-Dibromonaphthalene, 2-Bromopropionic acid, Cetyl bromide, Ethyl 2-bromopropionate, i-Amyl bromide, i-Butyl bromide, i-Propyl 2-bromoisobutyrate, i-Propyl bromide, n-Butyl bromide

Global organic bromine derivatives Market, FY2022 (255,000 MT)



Source: Frost & Sullivan Research & Analysis

Global bromine derivatives market by geography	North America	Europe	APAC	RoW
CAGR FY2022-FY27F	2.5-3.5%	2-2.5%	1.5-2%	1-1.5%

Global Bromine derivatives manufacturers

Company	Location	Capacity- KTPA
Existing capacities		
ICL	Israel	250 KTPA of bromine (roughly ~40% is derivatives sales)
Albemarle Corporation	USA (Multiple)	1–0 - 200 KTPA of bromine (roughly ~60% is derivatives sales)

LANXESS	Germany (Multiple)	150 – 200 KTPA of bromine (roughly ~60% is derivatives sales)
Solaris Chemtech	India	10 KTPA (i.e.,10,000 MTPA)
Neogen	India	2 KTPA (i.e., 2,000 MTPA)

Source: Source: Frost & Sullivan Research & Analysis

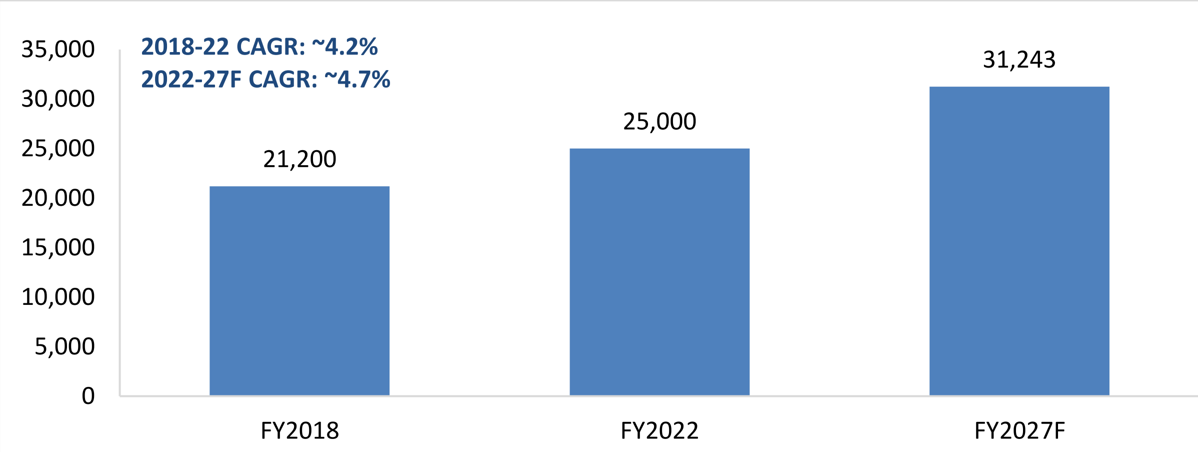
India: Bromine derivatives outlook

India is a prominent hub for the manufacture of organic brominated derivatives that are predominantly used in the manufacture of agrochemicals and pharmaceuticals. Brominated derivatives market in India is estimated at 50,000 MT in the year FY2022. The share of organic brominated derivatives is 50% (25,000 MT).

Organic Bromine derivatives market in India, FY2018-FY2027F

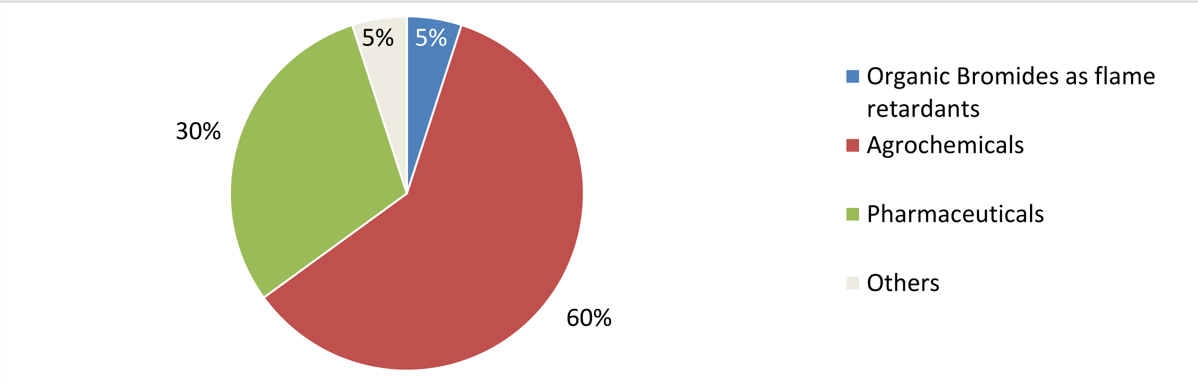
India Organic Bromine derivatives market by volume is estimated at 25,000 MT in the year FY2022. It is expected to reach 31,243 MT by FY2027 growing at a CAGR of ~4.7% during the forecast period FY2022-27. In terms of value, India Organic Bromine derivatives market is valued at USD ~$225-240 Mn in FY2022. It is expected to reach ~300 Mn by FY2027.

India organic bromine derivatives Market Volume- Growth Outlook, FY2018-FY2027F (MT)



Source: Frost & Sullivan Research & Analysis

India Organic Bromine Derivatives Market by end use, FY2022 (25,000 MT)



Source: Frost & Sullivan Research & Analysis

India bromine derivatives market by end use	Agrochemicals	Pharmaceuticals	Organic bromides as flame retardants
CAGR FY2022-FY27F	2-3%	2-3%	1-2%

India players in bromine derivatives market

Company	Location	Installed Capacity- MTPA as on end of FY2022
Solaris Chemtech	India	10,000 MTPA (MPP)
Neogen	India	2,000 MTPA (MPP)
Upcoming capacity		
Archean	India	~10,000 MTPA (MPP for organic brominated derivatives for flame retardants)
SPC Life Sciences Limited	India	9,408 MTPA (MPP)

Source: Source: Frost & Sullivan Research & Analysis

MPP- Multi Product Plant

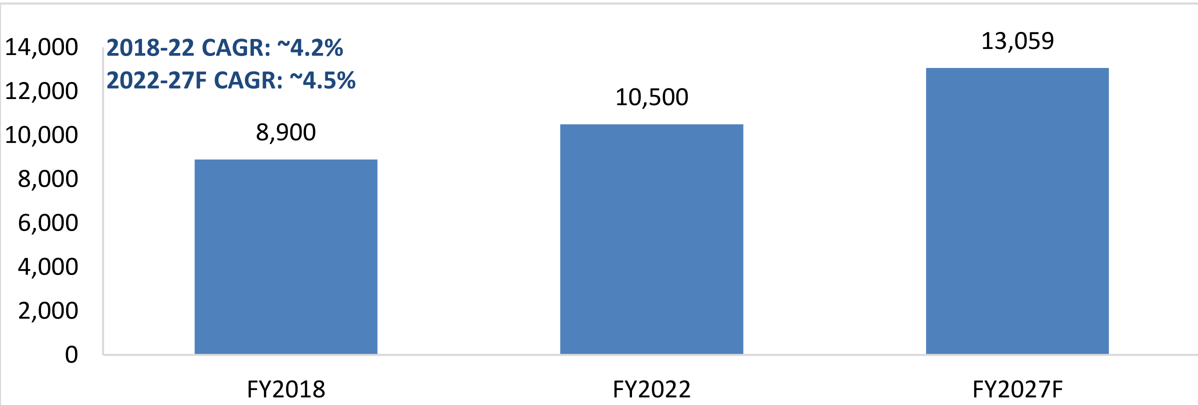
Through the commissioning of Phase -I bromine derivatives plant in Dahej, SPC Life Sciences Limited will contribute to import substitution of key brominated derivtives such as Bromo Chloro Propane (BCP), Diethyl Dipropyl Malonate (DEDPM), N-Propyl Bromide (NPB).

Key Organic Bromine Derivatives

Bromo Benzene (BB)

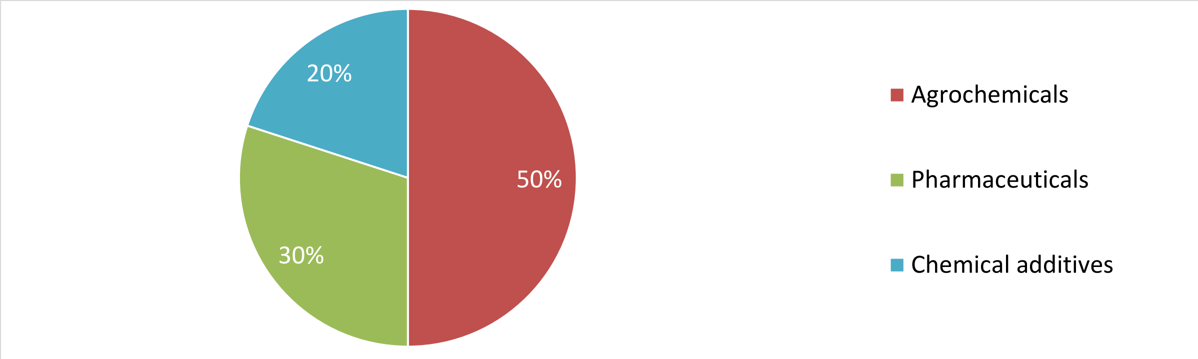
Bromobenzenes are a class of halogenic organic compounds of cyclic aromatics. They are formed by replacing hydrogen atoms in benzene by 1-6 atoms of bromine. The global market for bromo benzene is estimated at 10,500 MT in FY2022, it is expected to grow at a CAGR of ~4.5% during the forecast period of FY2022-2027. In terms of value, the global bromobenzene market is estimated at USD ~$73-75 Mn in FY2022. It is expected to reach ~93-95 Mn by FY2027.

Global Bromo Benzene Market Volume- Growth Outlook, FY2018-FY2027F (MT)



Source: Frost & Sullivan Research & Analysis

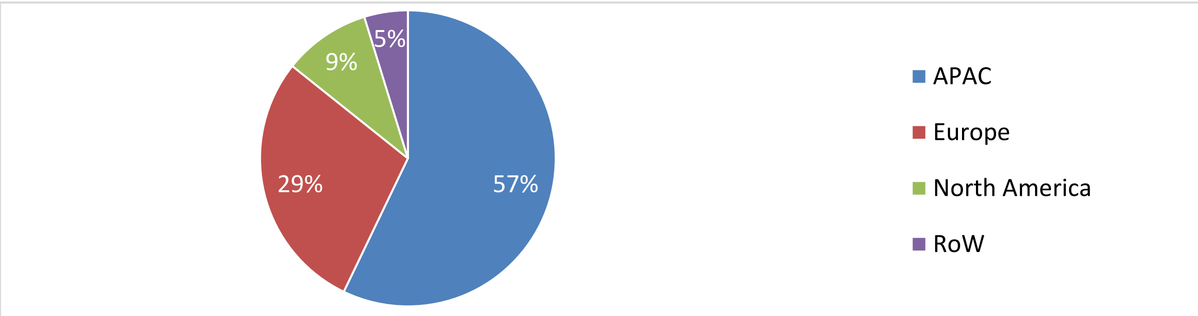
Global Bromo Benzene Market, FY2022 (10,500 MT)



Source: Frost & Sullivan Research & Analysis

Bromo Benzene is predominantly used in the manufacture of herbicides, pesticides and occupy the largest share (50%) within the agrochemicals segment. It is used in several industries – the prominent ones being its use as a solvent and reactant in organic synthesis and as agrochemical intermediate.

Global Bromo Benzene Market, FY2022 (10,500 MT)



Source: Frost & Sullivan Research & Analysis

Key Global players in bromobenzene market

India is the top exporter of bromobenzene in the world. Only other prominent exporter is China.

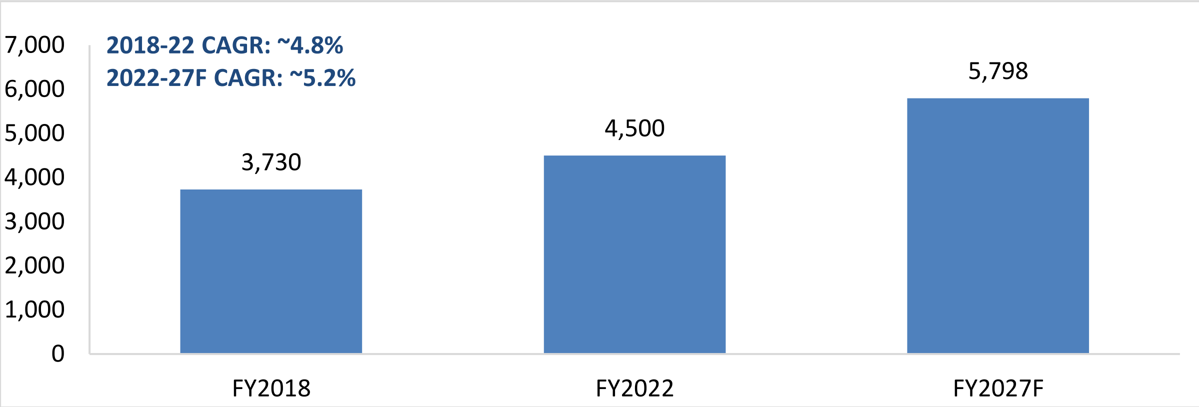
Company	Location	Installed Capacity-MTPA as on end of FY2022	Estimated Production / Sale (MT) in FY22
Existing capacities			
Heranba Industries	India	~3000 MTPA*	~2800 MT
Hemani Group	India	~3000 MTPA*	~1500 MT
Longshen Chemical	China	~3000 MTPA (MPP)	~2500 MT
Neogen Chemicals	India	~2500 MTPM (MPP)	~400 MT
Gardha Chemicals	India	~1000-1200 MTPA	
Upcoming capacities/Recently commissioned capacities			
SPC Life Sciences Limited	India	9,408 MTPA (MPP)	
Chemcon specialty chemicals	India	~2400 MTPA	

*Source: Frost & Sullivan Research & Analysis, *Installed capacity considered as provided in environmental clearance certificate, secondary sources, and expert discussions*

MPP- Multi Product Plant

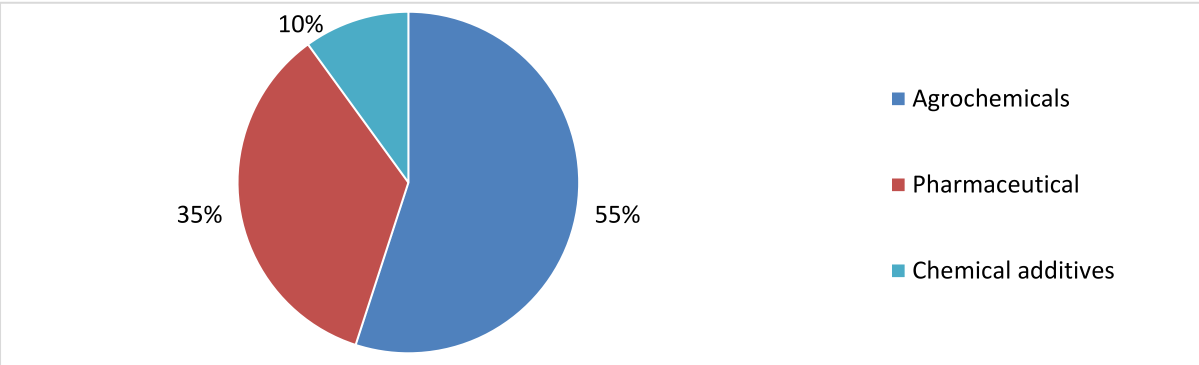
SPC Life Sciences Limited has commissioned a Bromine Derivative plant in Dahej in March 2023. With this, SPC Life Sciences Limited will become one of the largest producer of BB in India with a multi-product plant having an overall installed capacity of 9,408 MTPA (MPP).

India Bromo Benzene Market Volume- Growth Outlook, FY2018-FY2027F (MT)



Source: Frost & Sullivan Research & Analysis

India Bromo Benzene Market by end use, FY2022 (4500 MT)



Source: Frost & Sullivan Research & Analysis

India trade scenario

The quantity exported by India in FY2022 was in the range of ~6,000 MT. China was the largest importing country of Bromobenzene in FY2022. The major exporting companies were Heranba Industries Ltd and Gharda Chemicals. Imports of bromobenzene to India were negligible. The average price range of the product during this period was between USD $6-8 per kg.

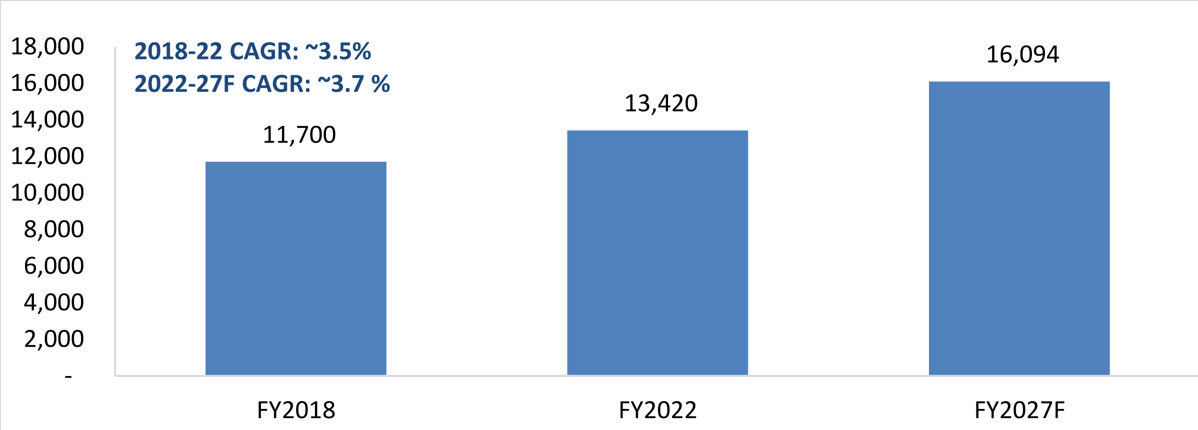
Bromo Chloropropane (BCP)

1-Bromo-3-chloropropane is almost always produced by the free-radical addition of anhydrous hydrogen bromide to allyl chloride. It can also be produced from ethylene and methylene chlorobromide. Bromo chloropropane (BCP) is a reaction intermediate to prepare gamma-chloropropyl derivatives. These intermediates are widely used in the manufacture of herbicides, pesticides, pharmaceuticals, and other products.

Global BCP Market, FY2018-FY2027F (MT)

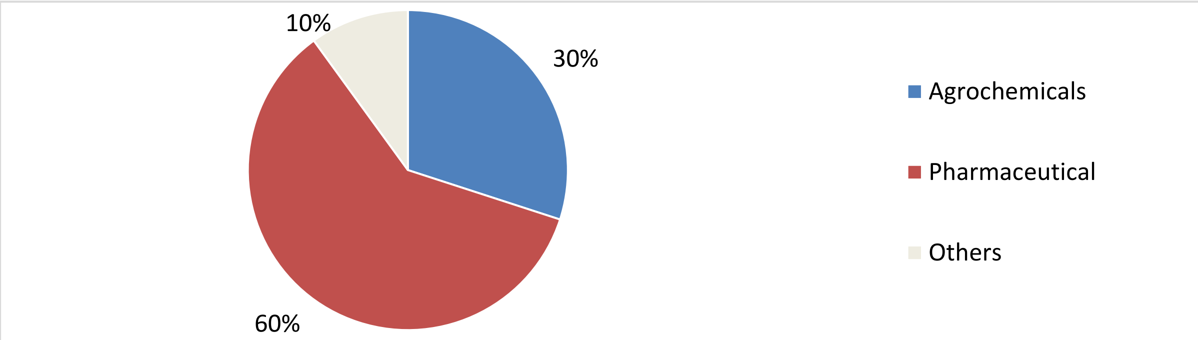
The global BCP market is estimated at 13,420 MT in the year FY2022 and expected to reach 16,094 MT by FY2027, growing at a CAGR of 3.7% by volume. In terms of value, the global BCP market is estimated at USD ~$105-110 Mn in FY2022. It is expected to grow to USD ~$130-132 Mn by FY2027.

Global BCP Market Volume- Growth Outlook, FY2018-FY2027F (MT)



Source: Frost & Sullivan Research & Analysis

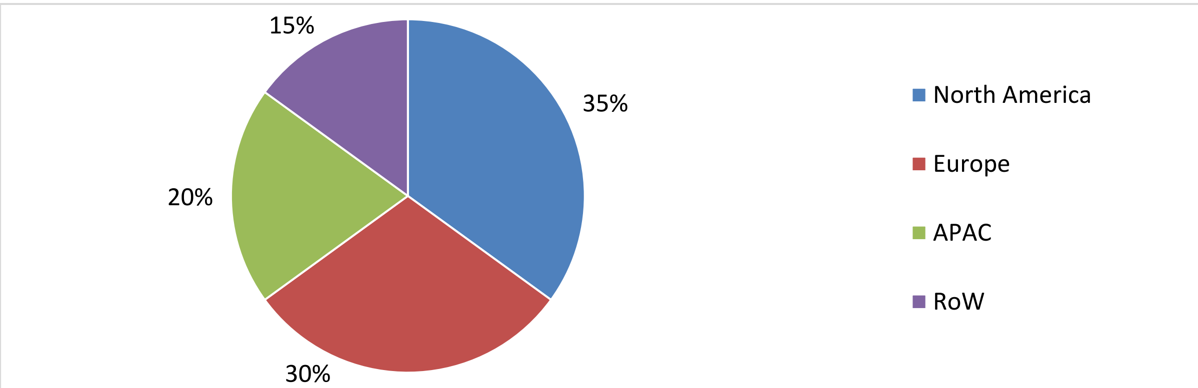
Global BCP Market by end use, FY2022 (13,420 MT)



Others include Electronics applications and chemical synthesis
Source: Frost & Sullivan Research & Analysis

BCP is used in the manufacture of pharmaceuticals, such as antianxiety agents, antidepressants and antipsychotics, antimigraine, local anaesthetics, antihypertensives and in antibacterial, antiviral, and antimalarial drugs, and β2-adrenoreceptor agonists (used to treat bronchial asthma and chronic obstructive pulmonary disease). BCP is a key chemical used in the manufacture of 4 Chloro Butyro Nitrile which has a growing demand as a pharma intermediate.

Global BCP Market by geography, FY2022 (13,420 MT)



Source: Frost & Sullivan Research & Analysis

Company	Location	Capacity- KTPA/MTPA as on FY2022	Estimated Production / Sale (MT) in FY2022

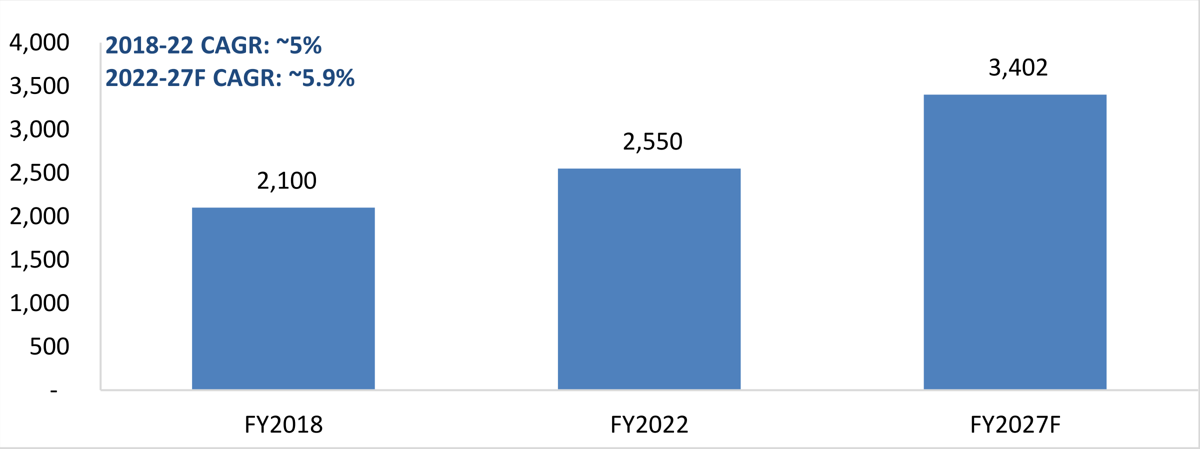
Existing Capacities			
Vynova	France	~6000-8000 MTPA (MPP)	3800-4500 MT
APELOA HONGKONG LTD	China/Hong Kong	~200 MTPA	100-150 MT
Shandong Exceris Chemical Co. Ltd.	China	~6000- 8000 MTPA (MPP)	2000-2500 MT
Zhejiang Medicine Co., Ltd.	China	~8000 MTPA (MPP)	1000-1500 MT
Sinolite Industrial Co.,	China	~3000 MTPA (MPP)	1000-1500 MT

Source: Frost & Sullivan research and analysis through secondary sources and expert discussions

India: BCP Market by volume FY2018-FY2027F (MT)

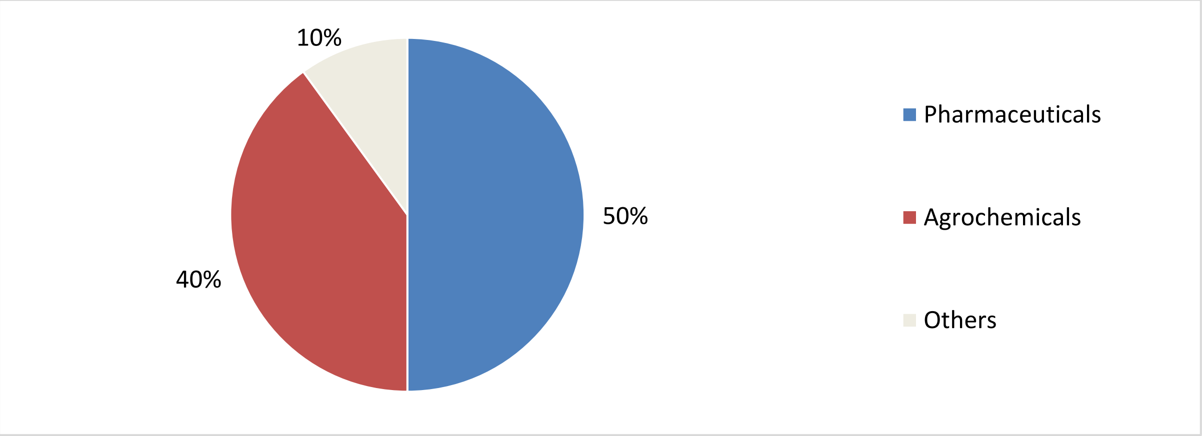
India BCP market by volume is estimated at 2,550 MT in the year FY2022. It is expected to reach 3,402 MT by FY2027 growing at a CAGR of ~5.9% during the forecast period FY2022-27. In terms of value, India BCP market is valued at USD ~$20-22 Mn in FY2022. It is expected to reach USD ~$27-28 Mn. BCP has been an imported product with negligible exports from India.

The India demand is almost entirely met through imports. Key countries exporting to India include China, France, and Japan.



Source: Frost & Sullivan Research & Analysis

India BCP Market by end use, FY2022 (2,550 MT)



Source: Frost & Sullivan Research & Analysis

Key Indian players in BCP Market

Company	Location	Installed Capacity-MTPA as on end of FY2022	Estimated Production / Sale (MT) in FY22
Existing Capacities			
Neogen	India	2,500 MTPA (MPP)	No significant production
Upcoming capacities / Recently commissioned capacities			
SPC Life Sciences Limited	India	~9,408 MTPA (MPP)	Commissioned in March 2023
Malvis	India	~1,200 MTPA (MPP)	

Source: Frost & Sullivan Research & Analysis

SPC Life Sciences Limited has commissioned a Bromine Derivative plant in Dahej in March 2023. With this, SPC Life Sciences Limited will become the first producer of BCP in India with a multi-product plant having an overall installed capacity of 9,408 MTPA (MPP). The domestic manufacture of BCP by SPC Lifesciences Limited is likely to replace BCP imports into the domestic market.

India Trade Scenario

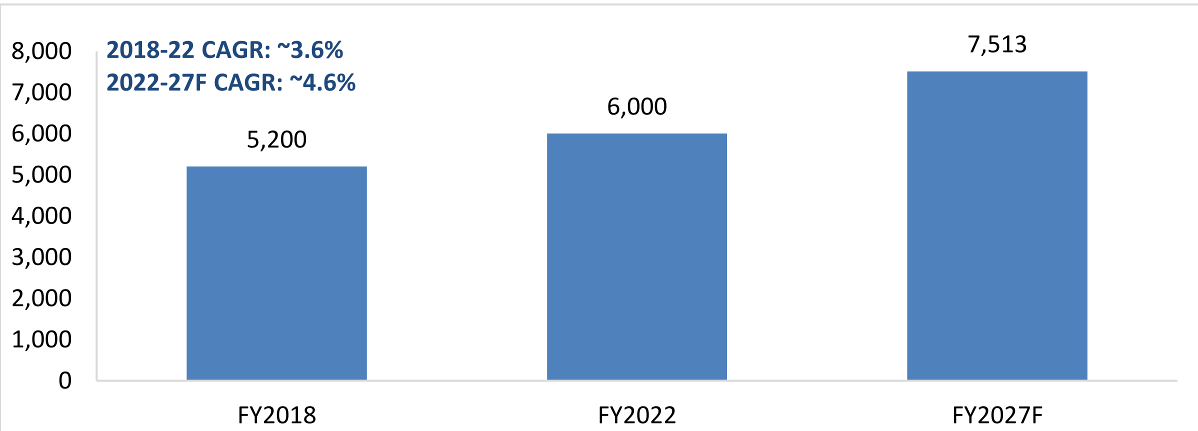
There are no significant exports of Bromo chloro propane from India in the FY2022. In the FY2022, the quantity of imports in FY2022 was ~2500 MT. The largest exporters of the product are Vynova Ppc Sas and Apeloa Hongkong Limited. With the commissioning of Dahej facility in March 2023, SPC Life Sciences Limited will be backward integrated for the production of BCP which provides significant advantage in the manufacture of the product. Historically, BCP has been imported by Indian players and SPC Life Sciences limited becoming the first independent producer of BCP will enable a large role in import substitution of the product. The average price of the product ranged between USD $8-10 per Kg in FY2022.

Diethyl Dipropyl Malonate (DEDPM)

Dipropyl Diethyl Malonate is an intermediate used in the manufacture of Valproic acid. Valproic acid is chemically defined as 2-propylpentanoic acid. Valproic acid is commonly used as an anticonvulsant and mood-stabilizing drug for the treatment of epilepsy, bipolar disorder, and even migraine headaches and schizophrenia. Valproic acid is widely used to control variety of seizure types as a major antiepileptic drug. DEDPM is the only economically viable route through which valproic acid is manufactured. More than ~95% of the players use this route.

The global DEDPM Market is estimated at 6,000 MT in FY2022, it is expected to grow at a CAGR of 4.6% by volume during the forecast period of FY2022-FY2027. Globally Anjan Drugs, Ishita Pharma, Sinochem, and Sun Pharma are some of the notable players in the DEPM market. In terms of value, DEDPM market is valued at USD ~$36-38 Mn. It is expected to reach USD ~60-61 Mn by FY2027. The average prices of DEDPM is in the range of USD $6-8 per Kg.

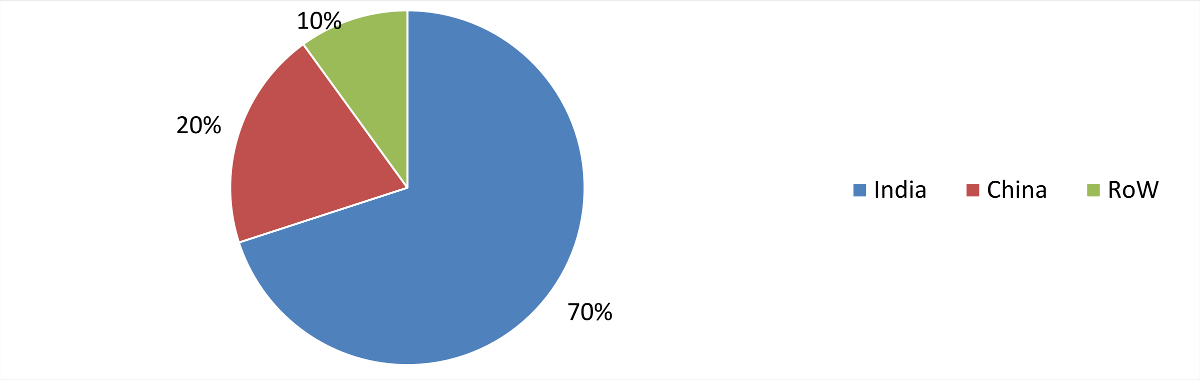
Global DEDPM Market Volume- Growth Outlook FY2018-FY2027F, (MT)



Source: Frost & Sullivan Research & Analysis

Global DEDPM Market by end use, FY2022 (6,000 MT)

DEDPM is entirely used in the pharmaceutical sector (100%) and there are no known non-pharmaceutical applications.

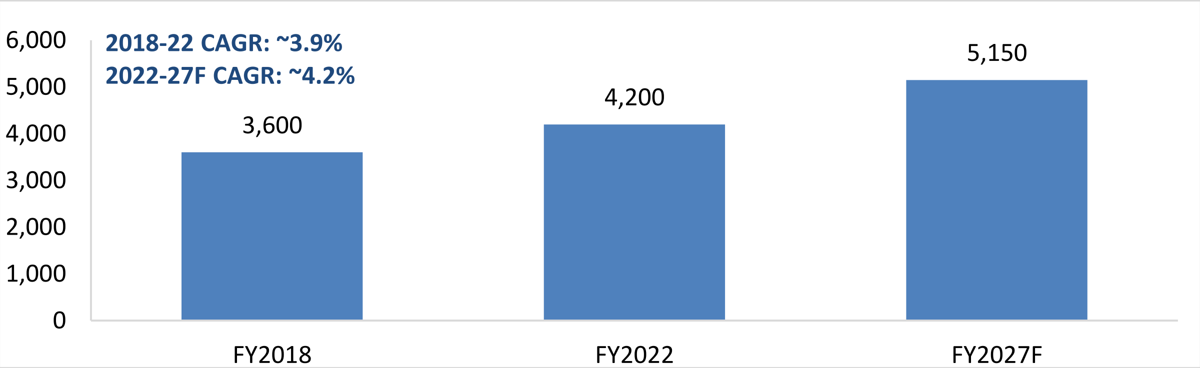


Source: Frost & Sullivan Research & Analysis

India is a key country manufacturing DEDPM. Most manufacturers are backward integrated for the manufacture of valproic acid/Sodium valproate. As such, the sales through merchant market are limited. China is heavily reliant on bromine imports for the manufacture of DEDPM making it an economically unviable product for export. Since DEDPM is a legacy product, India is one of the key countries manufacturing it historically.

India: DEDPM Market by volume FY2018-FY2027F, (MT)

The DEDPM Market in India is estimated at 4,200 MT in FY2022, it is expected to grow at a CAGR of ~4.2% during the forecast period.



Source: Frost & Sullivan Research & Analysis

Notable players manufacturing DEDPM are Anjan Drugs, Ishita API Pvt Ltd, and Sun Pharma are the largest players in the India DEDPM market.

India Trade Scenario

India imported about ~2800-2850 MT of DEDPM in FY2022. The key importers are Anjan Drugs, Chemclone Industries, and Sun Pharma among others. Most imports are from China. Most manufacturers are backward integrated for the production of valproic acid/sodium valproate. In India, Ishita API Pvt Ltd has traded negligible quantities of the product, mostly to China for an average price of USD $10-11 per Kg.

Key Indian players in DEDPM Market

Most players use produced DEDPM in the manufacture of valproic acid/sodium valproate and subsequent Divalproex sodium.

Company	Location	Installed Capacity- MTPA as on end of FY2022
Existing Capacities		
Sun Pharma	India	~12,000 MTPA*
Chemclone Industries	India	~900 MTPA*
Anjan Drugs	India	~1200 MTPA*
Recently commissioned capacities		
SPC Life Sciences Limited	India	~9408 MTPA (MPP)

*Source: Frost & Sullivan Research & Analysis, *Installed capacity considered as provided in environmental clearance certificate, Frost & Sullivan research and analysis through secondary sources and expert discussions*
MPP - Multi product plant

SPC Life Sciences Limited has commissioned a new Bromine Derivative plant in Dahej in March 2023. With commissioning of this plant SPC Life Sciences Limited will be able to produce DEDPM within a MPP with a capacity of 9,408 MTPA. Existing manufacturers of DEDPM are pharmaceutical companies. SPC Life Sciences Limited will be a pure play intermediates manufacturer in the domestic DEDPM market.

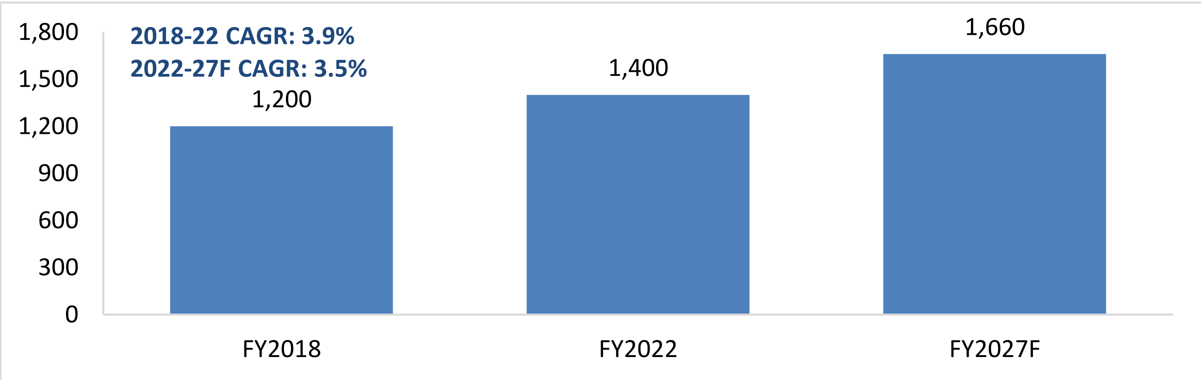
3-Di Methyl Ethyl Amino Propyl Chloride Hydrochloride (DMPC)

DMPC is an intermediate used in manufacturing of several APIs in the antipsychotic and antispasmodic drugs. Some of the important ones are Citalopram, Acepromaxine, Amitriptyline, Bencyclane, Benzydamine, Dimetacrine, Promazine, Triflupromazine etc.

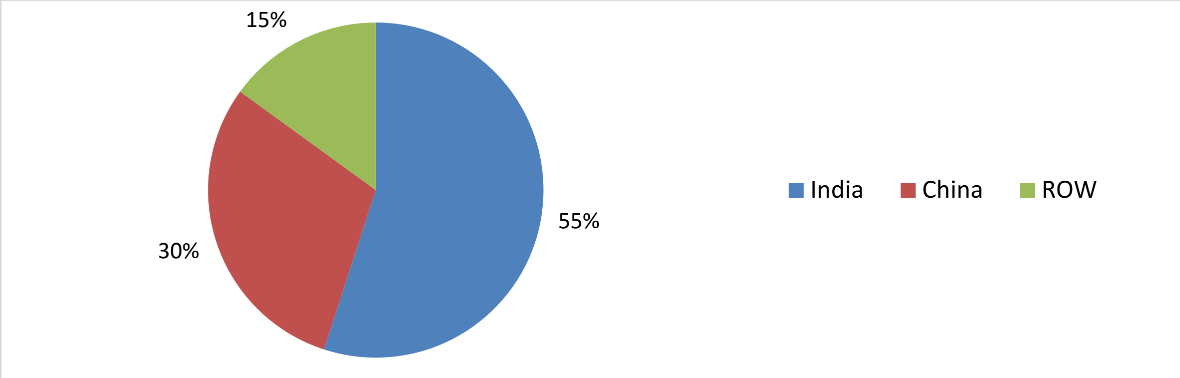
The total global market for DMPC was estimated to be around 1400 MT for the year FY2022. The market is expected to grow at a CAGR of 3.5% by volume over a period of FY2022 to FY2027. The market value was estimated to be around USD ~$9-10 Mn for FY2022. It is expected to reach USD ~11-11.5 Mn by FY2027. The product prices have been stable and range between USD ~$6.3 to 6.7/kg.

Global DMPC Market Volume- Growth Outlook , FY2018-2027F (MT)

Source: Frost & Sullivan Research & Analysis



Global DMPC Market Volume- Market Share by Geography, FY2022 (1400 MT)



Source: Frost & Sullivan Research & Analysis

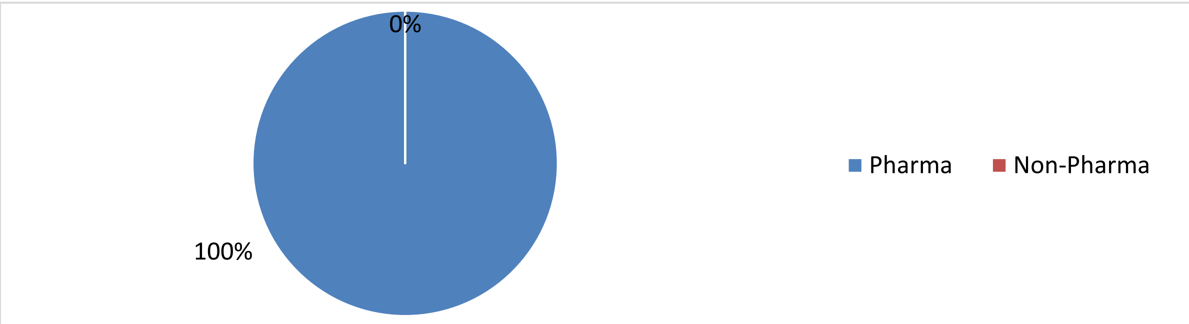
ROW: Mainly Europe

Growing demand for antipsychotic drug market and Citalopram being an important drug in the category growing over 3% growth in DMPC market is expected to continue.

Global DMPC Market by end use

The major end use of DMPC is in production of Citalopram with almost 60% of the market.

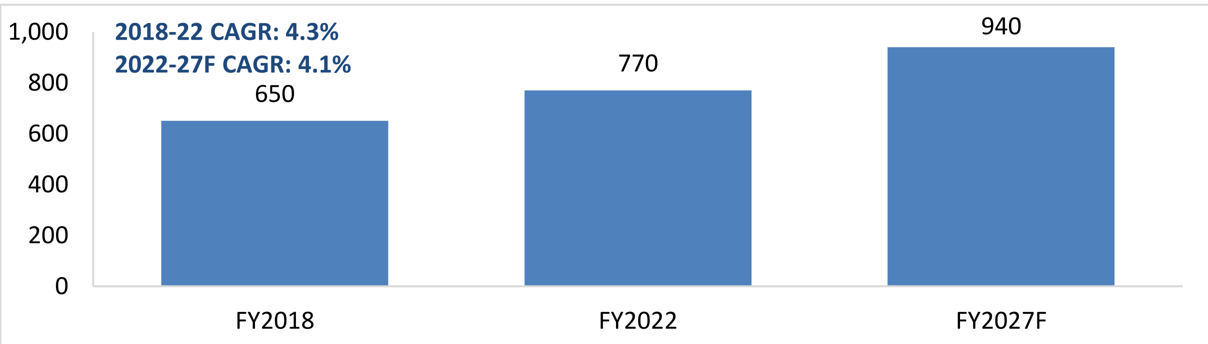
Global DMPC Market Volume- Market Share by end use, FY2022 (1400 MT)



Source: Frost & Sullivan Research & Analysis

India DMPC Market Volume- Growth Outlook , FY2018-2027F (MT)

The market in India was estimated to be around 750-800 MT in India growing at a CAGR of 4.1% till FY2027. All of the application is in the Pharma sector, mainly for manufacturing of Citalopram.



The following table shows the key global capacities of DMPC

Company	Location	Installed Capacity- MTPA as on end of FY2022	Estimated Production / Sale (MT) FY2022

Existing Capacities			
Shree Ganesh Remedies	India	360 (MPP)	100 -150 MT
Rasino Drugs	India	1800 (MPP)	400-500 MT
Wuhan Fortuna Chemical Co.,Ltd	China	100 (MPP)	50-75 MT
Hefei TNJ chemical industry co.,ltd	China	500 (MPP)	200-300 MT
Recently commissioned capacity			
SPC Life Sciences Limited	India	9,408 (MPP)	

Source: Frost & Sullivan research and analysis through secondary sources and expert discussions
MPP- Multi product Plant

SPC Life Sciences Limited has commissioned a Bromine Derivative plant in Dahej in March 2023. With this, SPC Life Sciences Limited will become a producer of DMPC in India with a multi-product plant having an overall installed capacity of 9,408 MTPA (MPP).

India Trade Outlook

Since FY2018 ~ 250 MT of DMPC is being exported from India, this however has reduced to ~ 100 MT in FY2022 as most sales are now being made locally. The main exporter has been Shree Ganesh Remedies. Exports are mainly to the European market. Imports into India is negligible.

Isopropyl -2- bromoisobutyrate

Global Isopropyl -2- bromoisobutyrate Market FY2018-FY2027

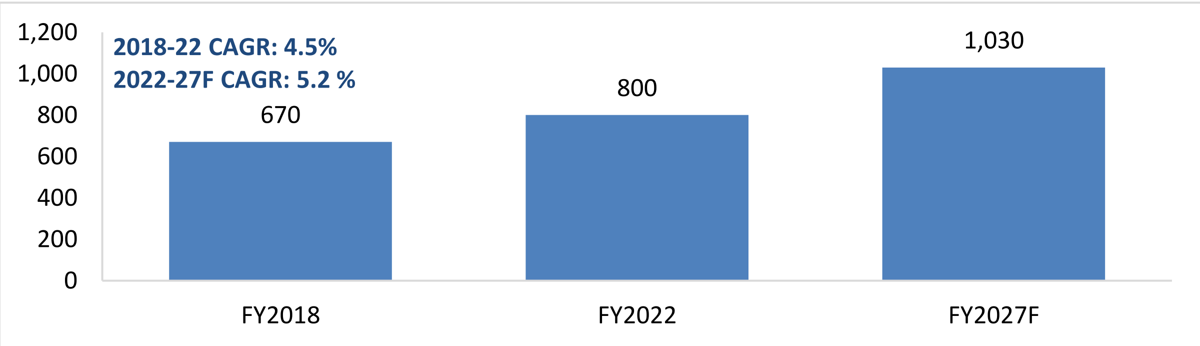
Isopropyl -2- bromoisobutyrate is a niche intermediate mainly used in manufacturing of Fenofibrate API. The drug is used to treat high cholesterol and triglyceride (fat-like substances) levels in the blood. Isopropyl -2- bromoisobutyrate is a N-1 of this API.

The total global market for Isopropyl -2- bromoisobutyrate was estimated to be around ~700-800 MT for the year FY2022. The market is expected to grow at a rate of 5.2% between FY2022-FY2027 by volume. The market value for FY2022 was estimated to be around USD 6.0-7.0 Mn. It is expected to reach USD 8-9 Mn by FY2027. The product prices had increased by 25-30% due to Bromine supply issues in Q2 and Q3 of FY2022 but have stabilized after that and is expected to maintain the lower range. FY2022 prices were at USD 8.0-8.5/kg.

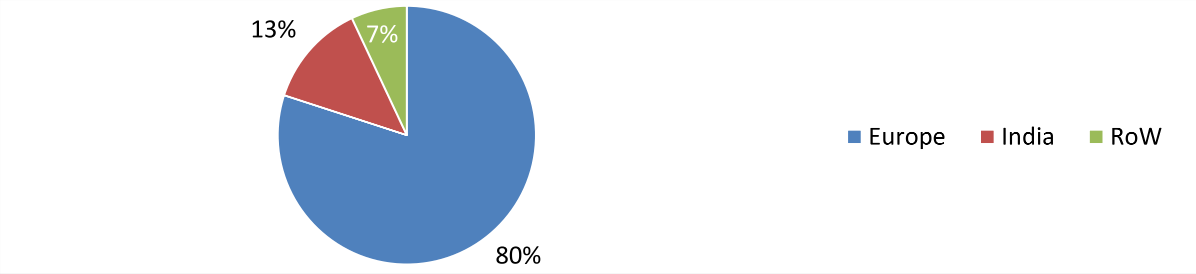
Most of manufacturers who make fenofibrate either start with Fenofibric acid or from Hydroxy compound ((4-chlorophenyl)(4-hydroxyphenyl) methanone). The main end users of Isopropyl -2- bromoisobutyrate are located in Europe.

Global Isopropyl -2- bromoisobutyrate Market Volume- Growth Outlook , FY2018-2027F

Source: Frost & Sullivan Research & Analysis



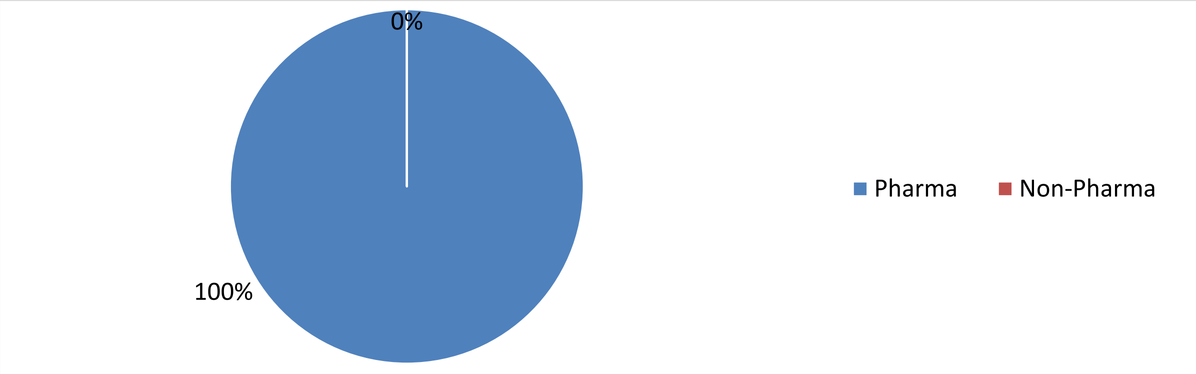
Global Isopropyl -2- bromoisobutyrate Market Volume- Market Share by Geography , FY2022, (700-800 MT)



Source: Frost & Sullivan Research & Analysis
ROW: Mainly China

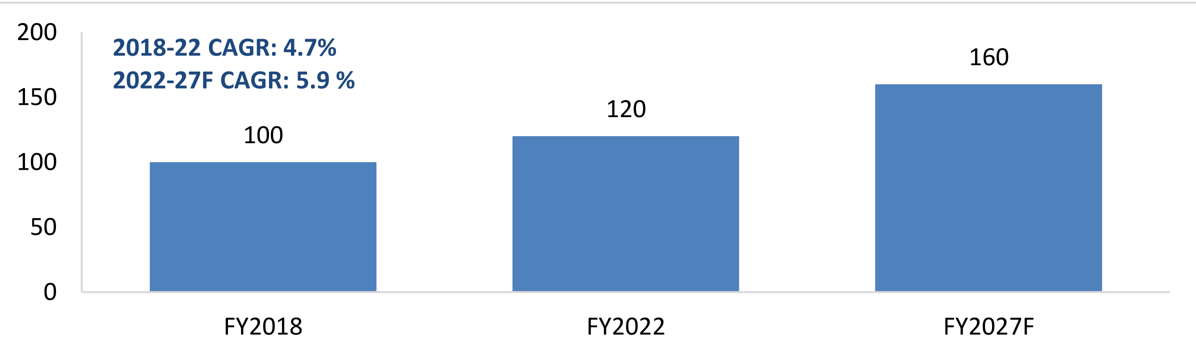
The major end use of Isopropyl -2- bromoisobutyrate is in production of Fenofibrate with almost -100% of the market. Olon SPA in Spain and Moehs Iberica SL in Italy are among the key end users of the intermediate.

Global Isopropyl -2- bromoisobutyrate Market Volume- Market Share by Application , FY2022, (700-800 MT)



Source: Frost & Sullivan Research & Analysis

India Isopropyl -2- bromoisobutyrate Market Volume- Growth Outlook , FY2018-2027F



Source: Frost & Sullivan Research & Analysis

The market in India was estimated to be around ~ 120 MT in India. The market is expected to have a CAGR of ~6% till FY2027. Fenofibrate remains the key application.

The following table shows the key capacities of Isopropyl -2- bromoisobutyrate

Company	Location	Capacity- MTPA	Estimated Production / Sale (MT) in FY22
Existing Capacities			
Neogen Chemicals	India	3000-3200 (MPP)	100-150 MT
Longshen Chemicals	China	300-350 (MPP)	50-100 MT

Xi'an SENYI New Material Technology Co., Ltd	China	100-120 (MPP)	50-60 MT
Derivados-quimicos	Spain	450-500 (MPP)	250-300 MT
Recently commissioned capacities			
SPC Life Sciences Limited	India	9,408 (MPP)	

Source: Frost & Sullivan Research & Analysis through secondary sources and expert discussions
MPP- Multi Product Plant

SPC Life Sciences Limited has commissioned a Bromine Derivative plant in Dahej in March 2023. With this, SPC Life Sciences Limited will become a producer of Isopropyl -2- bromoisobutyrate in India with a multi-product plant having an overall installed capacity of 9,408 MTPA (MPP).

India Trade Outlook

Trade from India or into India has been negligible. Only in FY2022, Neogen Chemicals exported sample quantities to Spain.

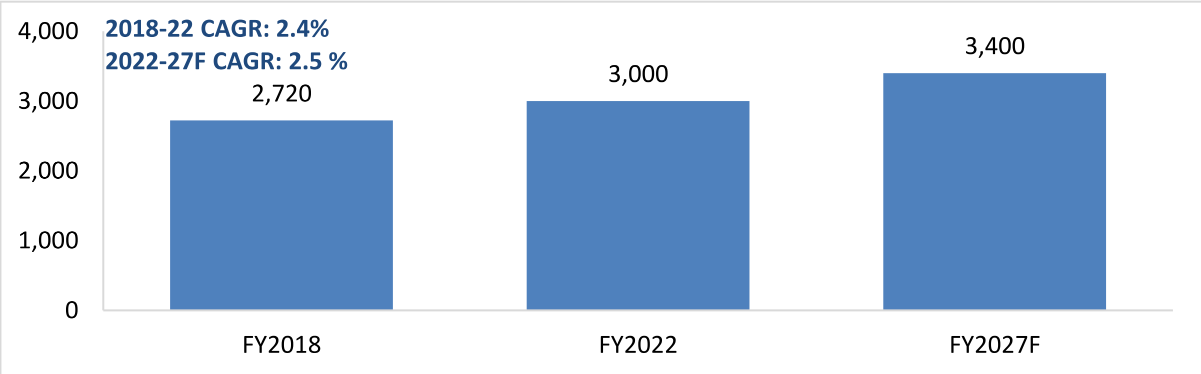
Ethyl-2 bromobutyrate

Global Ethyl 2-bromobutyrate Market FY2018-FY2022

Ethyl 2-bromobutyrate, is a key intermediate used in organic synthesis, pharmaceuticals, agrochemicals, and dyestuff. In Pharmaceuticals it is mainly used as an intermediate for manufacturing of Levetiracetam, which is a drug used to treat partial-onset seizures and is an antiepileptic drug. The intermediate is also used in Cyclobutyrol a drug used in bile therapy.

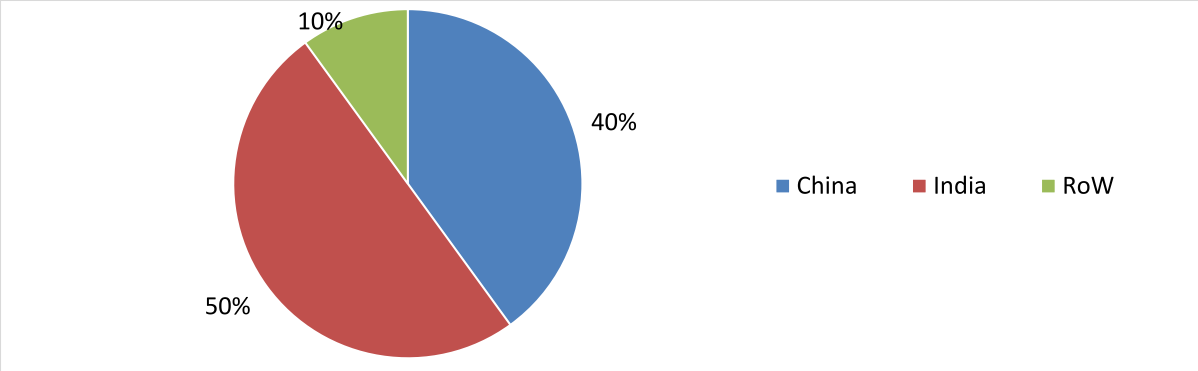
The total global market for Ethyl-2 bromobutyrate was estimated to be around ~3000 MT for the year FY2022 for the same period market value was estimated at USD $24-25 Mn. It is expected to reach USD $28-30 Mn by FY2027. The market is expected to grow at a CAGR of 2.5% by volume over a period of FY2022 to FY2027. Similar to the other bromine derivatives the prices in Q2 and Q3 had increased by 25-30% to reach USD $8.5/kg. The current (December 2022) stabilized prices are at USD $6.5/kg.

Global Ethyl 2-bromobutyrate Market Volume- Growth Outlook , FY2018-2027F



Source: Frost & Sullivan Research & Analysis

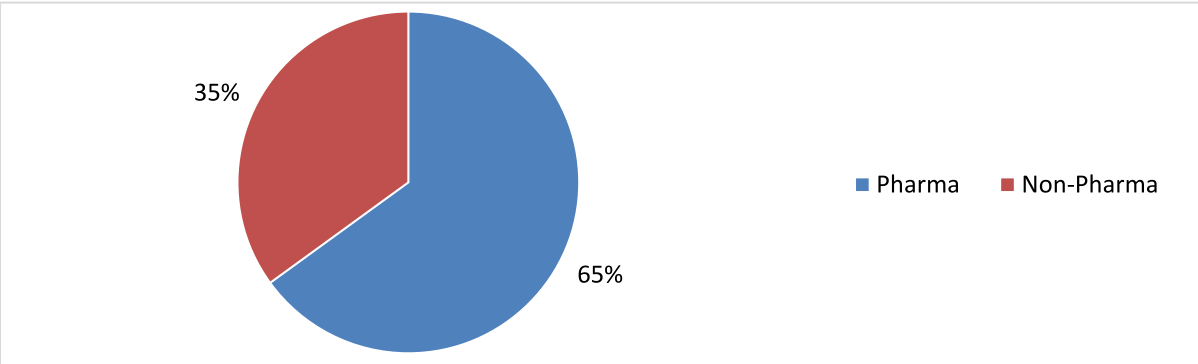
Global Ethyl 2-bromobutyrate Market Volume- Market Share by Geography, FY2022, 3000 MT



Source: Frost & Sullivan Research & Analysis
ROW: Mainly Europe

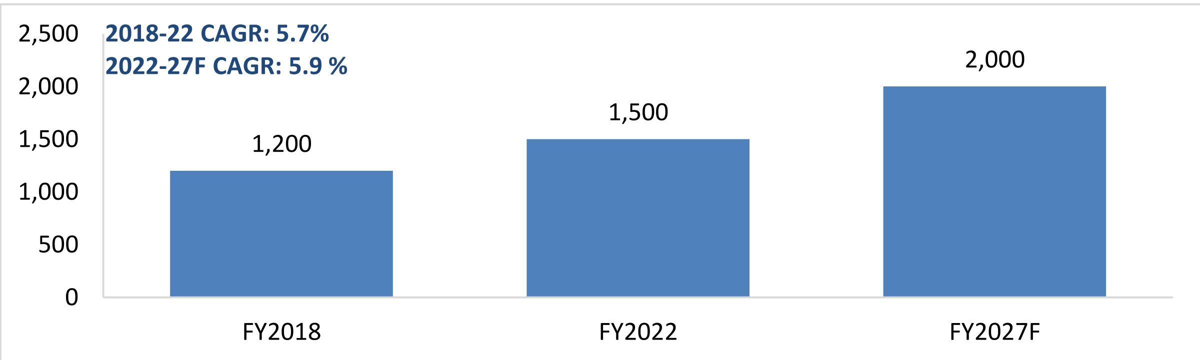
The major end use of Ethyl 2-bromobutyrate is in production of Levetiracetam with almost 65-70% of the market. Companies like Hikal Ltd, Iconic Pharma etc are the major end users in India. The market is highly fragmented with many suppliers especially in China.

Global Ethyl 2-bromobutyrate Market Volume- Market Share by end use, FY2022, 3000 MT



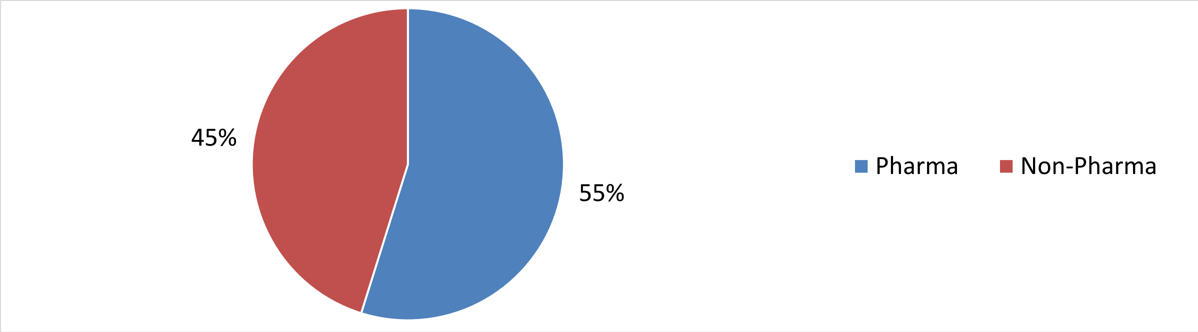
Source: Frost & Sullivan Research & Analysis
Non- Pharma: Agrochemicals and Dyes

India Ethyl 2-bromobutyrate Market Volume- Growth Outlook , FY2018-2027F



The market in India was estimated to be around ~ 1500 MT in India. Agrocel Industries in India is the key manufacturer. The market is growing at a very high rate mainly due to increase investments in the end use segments of Levetiracetam which is included among the identified critical product under production-based incentive scheme by Government of India.

India Ethyl 2-bromobutyrate Market Volume- Market Share by end use, FY2022, 1500 MT



Source: Frost & Sullivan research and analysis

The following table shows the key capacities of Ethyl 2-bromobutyrate:

Company	Location	Capacity-MTPA	Estimated Production / Sale (MT) in FY22
Existing Capacities			
Agrocel Industries	India	450-500 (MPP)	150-200 MT
Yixing ChengYuan Chemical Co., Ltd.	China	500-600 (MPP)	300-350 MT
Sunwise Chem	China	250-300 (MPP)	100-150 MT
Longshen Chem	China	300-350 (MPP)	200-250 MT
Dafeng Jingyuan Fine Chemicals Co.,Ltd	China	60-100 (MPP)	40-50 MT
Upcoming Capacities / Recently commissioned capacities			
Krishna Solvechem Ltd.	India	1,800 (MPP)	
SPC Life Sciences Limited	India	9,408 (MPP)	

Source: Frost & Sullivan Research & Analysis
Non- Pharma: Agrochemicals and Dyes
MPP- Multi Product Plant

SPC Life Sciences Limited has commissioned a Bromine Derivative plant in Dahej in March 2023. With this, SPC Life Sciences Limited will become a producer of Ethyl-2 bromobutyrate in India with a multi product plant having an overall installed capacity of 9,408 MTPA (MPP).

India Trade Outlook

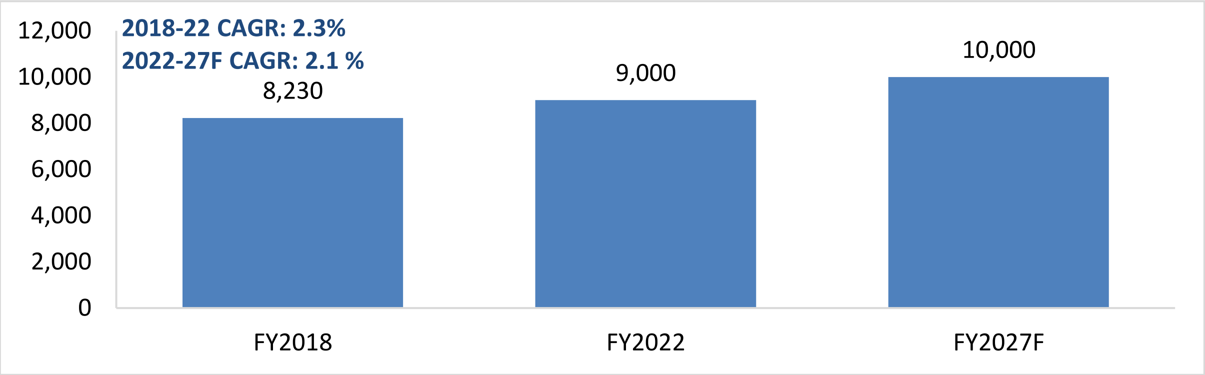
The imports have been considerably reduced from ~ 800 MT in FY2018 to ~ 500 MT in FY2022. Exports from India have also seen a similar trend from exports reducing from ~ 310 MT in FY2018 to ~ 150 MT in FY2022. Most of the domestic production is being sold locally to support self-reliance initiatives by the Government. Neogen Chemicals and Agrocel Industries have been the key exporters. With growing demand for the product import substitution of the product offers high potential

n-Propylbromide

1-Bromopropane (n-propylbromide or NPBR) is an organobromine compound, its industrial applications increased dramatically in the 21st century due to the phasing out of chloro-fluoro-carbons, per-chloro-ethylene, and chloro-alkanes such as 1,1,1-Trichloro-ethane under the Montreal Protocol. The major application of NPBR is as solvent. It is used in industries like Asphalt production, Synthetic fibres manufacturing, Adhesives, Plastics, Electronic cleaning, Pharmaceutical and Agrochemical intermediate etc

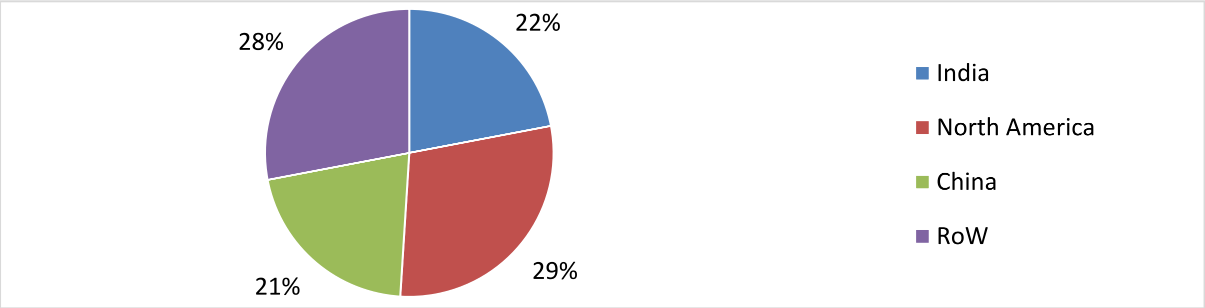
The total global market for NPBR was estimated to be around ~9000 MT for the year FY2022. The market is expected to grow at a CAGR of 2.3% by volume from FY2022 to FY2027. The market value was estimated to be around USD $34-35 Mn for FY2022. It is expected to reach ~ USD $38 Mn by FY2027. The average prices in FY2022 was ~ USD $3.8/kg, the prices however have increased to USD $4.8/kg as of Q3 of FY 2023.

Global NPBR Market Volume- Growth Outlook , FY2018-2027F



Source: Frost & Sullivan Research & Analysis

Global n-Propylbromide Market Volume by geography, FY2022 (9,000 MT)



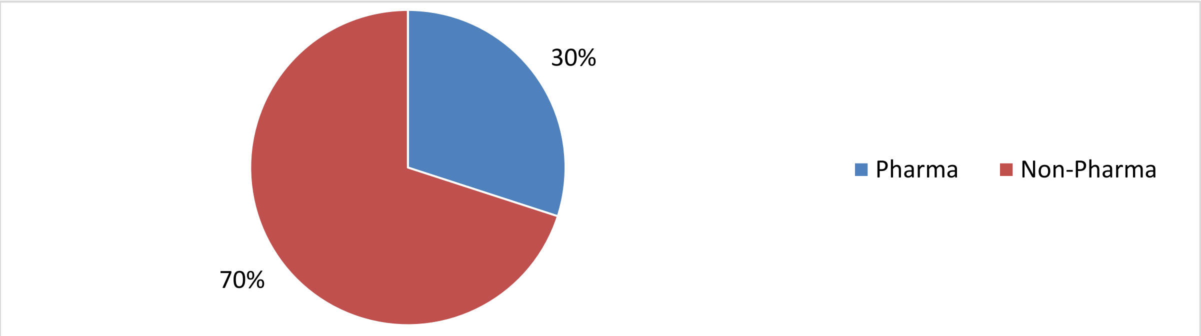
ROW: Mainly Europe and other Asian countries

Source: Frost & Sullivan Research & Analysis

Global n-Propylbromide Market by end use, FY2022

The major end use of NPBR is in production of cleaning products - disinfectants, antiseptics.

Global NPBR Market Volume- Market Share by end use, FY2022 (9,000 MT)

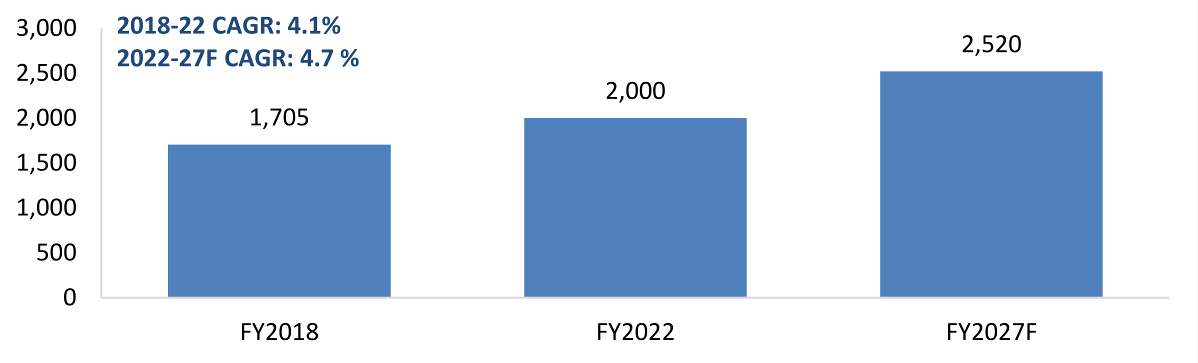


Non-Pharma: Cleaning Chemicals, Adhesives, Plastics etc

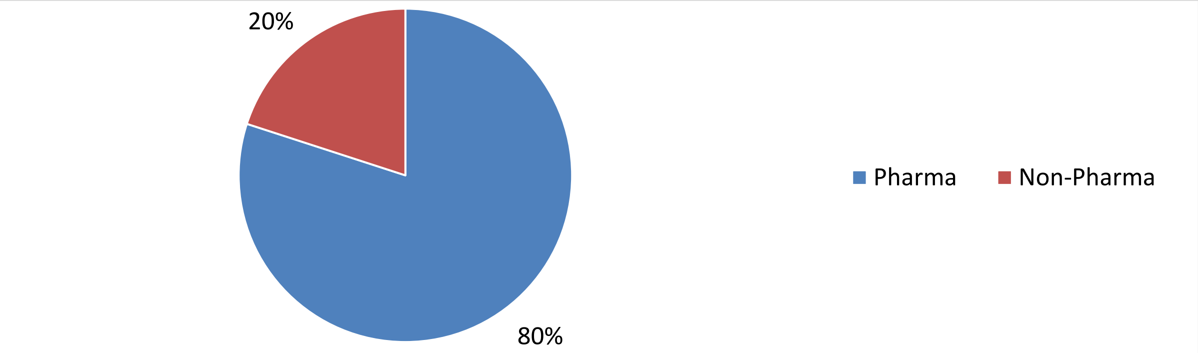
Source: Frost & Sullivan Research & Analysis

India NPBR Market Volume- Growth Outlook , FY2018-2027F

Source: Frost & Sullivan Research & Analysis



India NPBR Market Volume- Market Share by end use, FY2022 (2000 MT)



Non-Pharma: Cleaning Chemicals, Adhesives, Plastics etc
Source: Frost & Sullivan Research & Analysis

The market in India was estimated to be around ~ 2000 MT in India in FY2022. Pharmaceutical is one of the major end use segment in India. The demand is expected to grow at a CAGR of 4.7% till FY2027.

The following table shows the key capacities of NPBR

Company	Location	Installed Capacity-MTPA as on end of FY2022	Estimated Production / Sale (MT) in FY2022
Existing Capacities			
Agrocel	India	500-600 (MPP)	400-450 MT
Neogen Chemicals	India	200-300 (MPP)	100-150 MT
Albemarle	USA	Over 20,000 (MPP)	Over 2000 MT
Shouguang Fukang Pharmaceutical	China	Over 20,000 (MPP)	Over 2000 MT
Upcoming Capacities / Recently commissioned capacities			
SPC Life Sciences Limited	India	9,408 (MPP)	
Others (Malvis Industries, Vrudant Finechem etc)	India	3,000(MPP)	

Source: Frost & Sullivan research and analysis through secondary sources and expert discussions
MPP- Multi Product Plant

SPC Life Sciences Limited has commissioned a Bromine Derivative plant in Dahej in March 2023. With this, SPC Life Sciences Limited will become a producer of NPBR in India with a multi product plant having an overall installed capacity of 9,408 MTPA (MPP).

India Trade Outlook

The imports have considerably increased from ~ 1800 MT in FY2018 to ~ 3000 MT in FY2022. Exports from India have also seen a similar trend from exports increasing from ~ 150 MT in FY2018 to ~ 1350 MT in FY2022, key export destination has been China. With growing demand for the product import substitution of the product offers high potential and so is the export market.

Xanthine Derivatives Market

Xanthine derivatives are commonly known as xanthines. They belong to a class of intermediates that are used as drug precursors, additive in food and beverages, nutraceuticals, and pharmaceuticals. Some xanthine derivatives also find use as pesticides. These are a group of alkaloids used for their effects as mild stimulants, as bronchodilators in the treatment of asthma or influenza indications. They are known to mildly stimulate the central nervous system in the body. Some of the widely used xanthine derivatives include Caffeine, Theophylline, paraxanthine, theobromine, etophylline, Doxofylline, and uric acid among many others. All of these derivatives exhibit unique properties for their intended use.

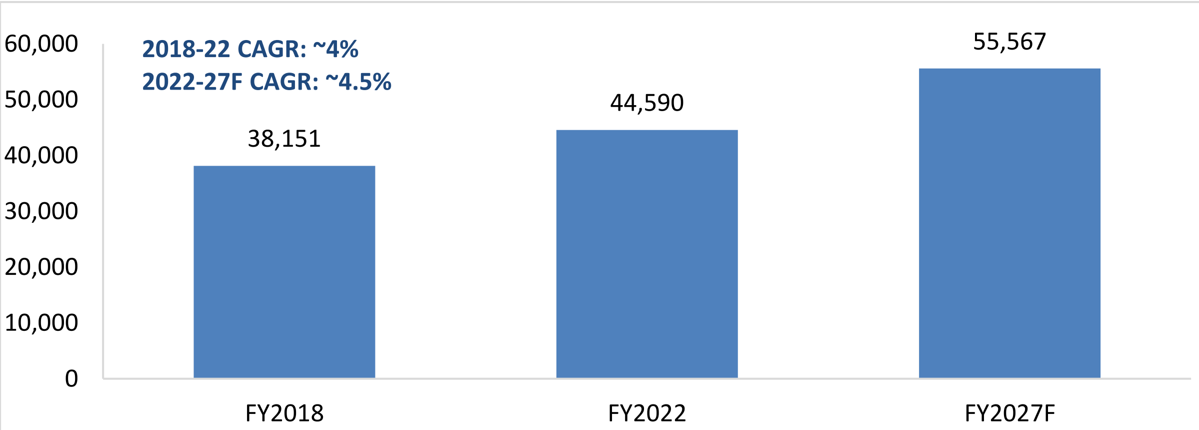
Globally, some of the key players in the xanthine derivatives market include CSPC Pharmaceutical Group, Shandong Xinhua Pharmaceuticals, Alchemie Shanghai, SSY Group (Hebei Guangxiang Pharmaceuticals). Among the domestic players, the notable ones are Aarti Industries (Aarti Pharma labs), Bakul Pharma, and Taj pharma. Presently, Aarti Industries is the largest manufacturer of xanthine derivatives in India.

Most players are backward integrated since production of xanthine derivatives is a 4-5 stage process. These derivatives largely cater to the needs of beverages, nutraceuticals and pharma sectors.

Global Xanthine derivatives market

The total global market for Xanthine derivatives is estimated to be around 44,590 MT for the year FY2022. The market is expected to grow at a rate of ~4.5% between FY2022 and FY2027 to reach 55,567 MT. The use of Xanthine derivatives in key end uses such as food and beverage, pharmaceuticals, home and personal care are expected to drive the market during the forecast period. The average price of all xanthine derivatives considered under the study is USD ~$35. On this basis, the global xanthine derivatives market is estimated at USD ~$1.56 Bn in FY2022. It is expected to reach USD ~$1.8-1.9 Bn by FY2027.

Global Xanthine derivatives Market Volume- Growth Outlook, FY2018-FY2027F (MT)

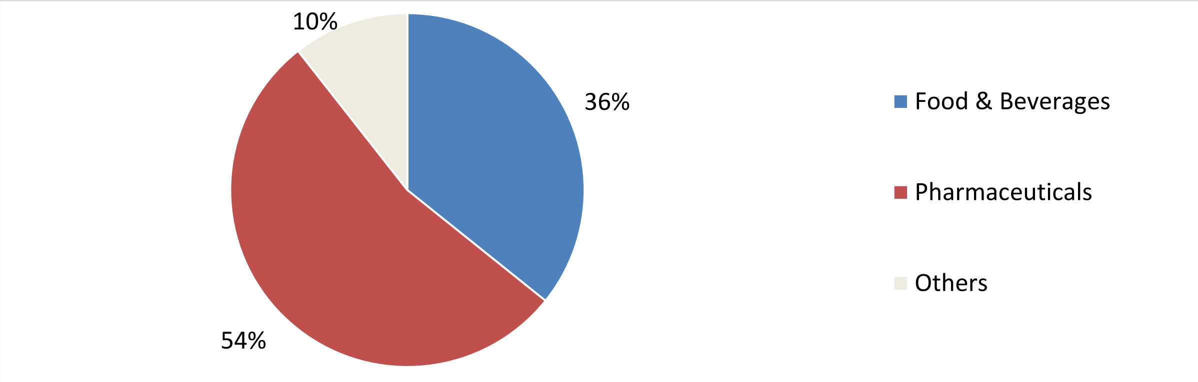


Source: Frost & Sullivan Research & Analysis

Global Xanthine Derivatives Market by End Use, FY2022

Xanthine derivatives are largely used in pharmaceutical industry, food and beverage, and other applications such as home and personal care and nutraceuticals. In pharmaceuticals, key xanthine derivatives such as caffeine, Doxofylline, Etofylline, and theophylline are used in the manufacture of several commercial drugs.

Global Xanthine Derivatives Market by End Use, FY2022 (44,590 MT)



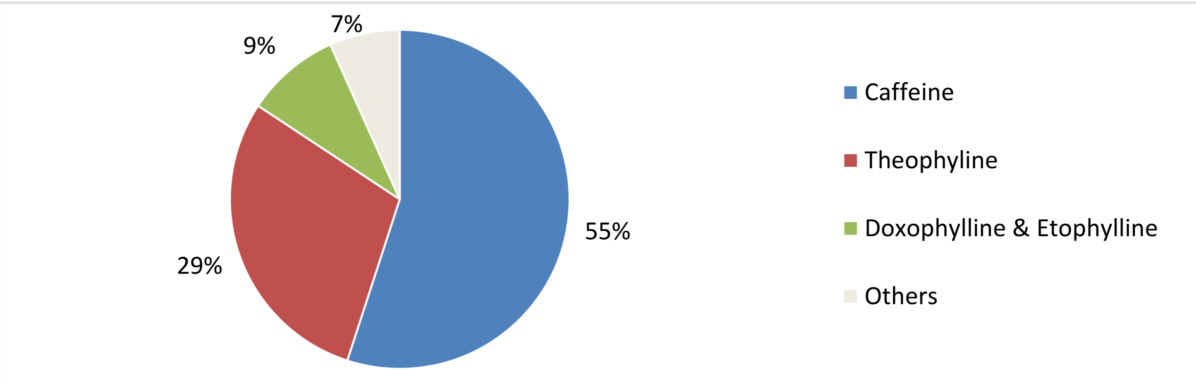
Others include Home and personal care and nutraceuticals
Source: Frost & Sullivan Research & Analysis

Global Xanthine derivatives market by end use	Food & Beverage	Pharmaceuticals	Others
CAGR FY2022-FY27F	7-7.5%	8-9%	4-4.5%

Global Xanthine derivatives Market by type, FY2022

By type, xanthine derivatives are broadly classified into Caffeine, Theophylline, Doxofylline and Etophylline and Others. Others include Pararxanthene, methylxanthines, Diprophylline etc.

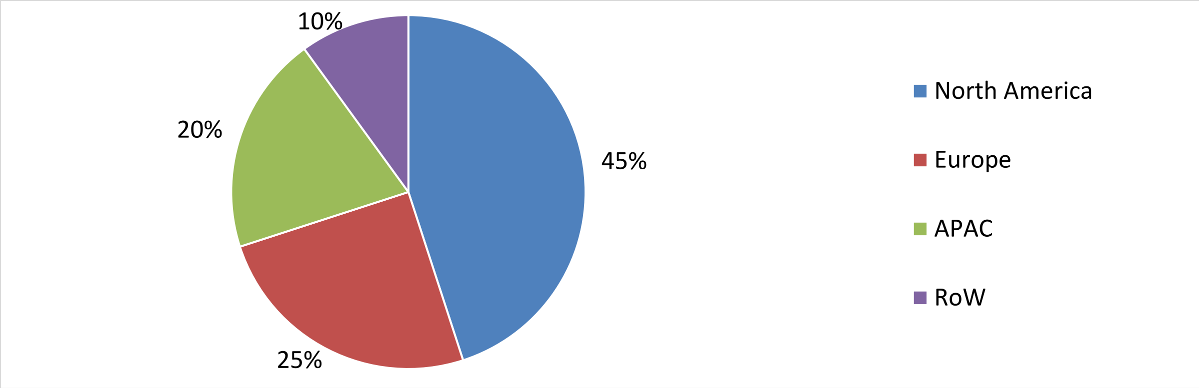
Global Xanthine derivatives Market by type, FY2022 (44,590 MT)



Source: Frost & Sullivan Research & Analysis

Global Xanthine derivatives market by type	Caffeine	Theophylline	Doxofylline & Etophylline
CAGR FY2022-FY27F	4-4.5%	5-5.5%	5-5.5%

Global Xanthine derivatives Market, FY2022 (44,600 MT)



Source: Frost & Sullivan Research & Analysis

North America (45%) is one of the key consumers of Xanthine derivatives followed by Europe (25%) and Asia (20%). Increasing prevalence of breathing disorders and increased consumption of energy drinks is driving the market for xanthine derivatives in these regions.

Key global players

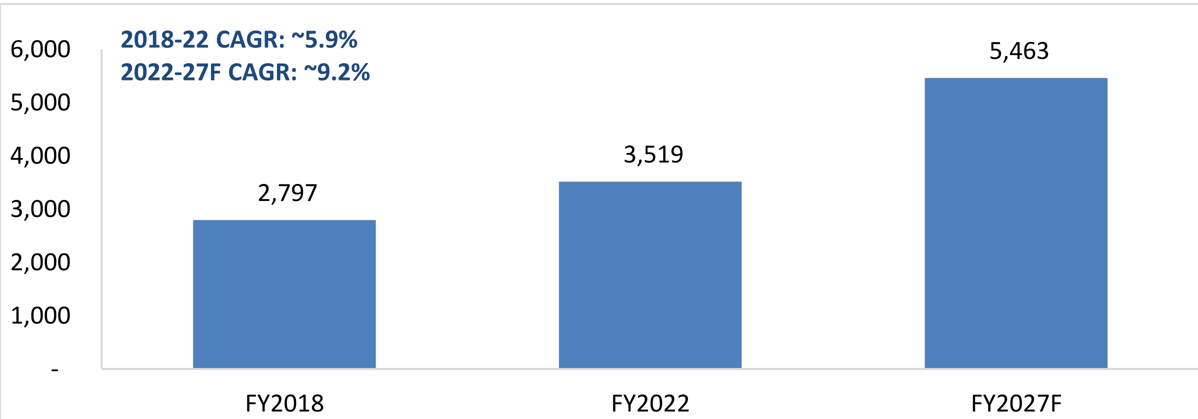
Company Name	Location	Installed Capacity- MTPA as on end of FY2022
Existing capacities		
CSPC Pharmaceutical Group	China	13,000
Shandong Xinhua Pharmaceuticals	China	10,000
Aarti Industries	India	4,300-4,500

Source: Frost & Sullivan Research & Analysis

Xanthine derivatives market in India, FY2018-FY2027F

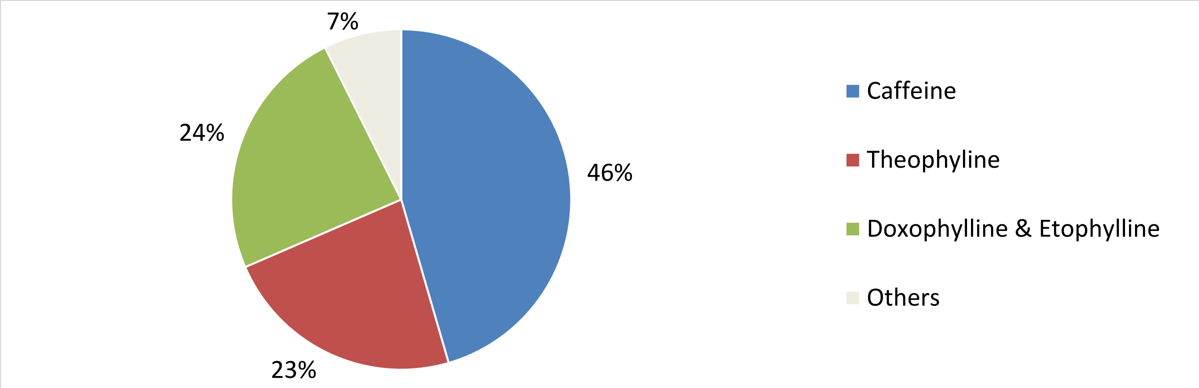
Xanthine derivatives market in India is estimated at 3,519 MT in FY2022. It is expected to reach 5,463 MT in FY2027 growing at a CAGR of ~9.2% between FY2022-FY27. In terms of value, India xanthine derivatives market stood at USD ~$123.1 Mn in FY2022. It is expected to reach USD ~$190-195 Mn by FY2027.

India Xanthine derivatives Market Volume- Growth Outlook, FY2018-FY2027F (MT)



Source: Frost & Sullivan Research & Analysis

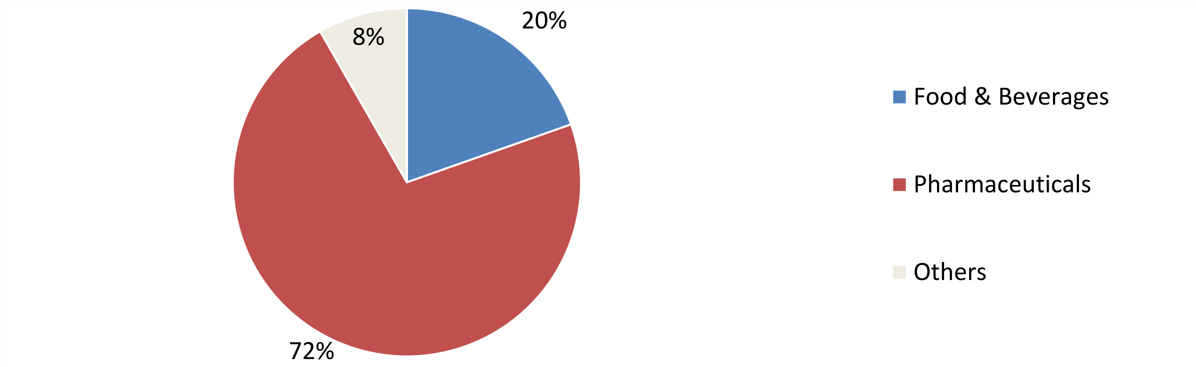
Xanthine derivatives Market in India by type, FY2022 (3,519 MT)



Source: Frost & Sullivan Research & Analysis

India: Xanthine derivatives market by type	**Caffeine**	**Theophylline**	**Doxofylline & Etophylline**
CAGR FY2022-FY27F	7-8%	17.5-18.5%	5.5-6.5%

Xanthine derivatives market in India by end use, FY2022 (3,519 MT)



Others include Home and personal care and nutraceuticals
Source: Frost & Sullivan Research & Analysis

India Xanthine derivatives market by end use	Food & Beverage	Pharmaceuticals	Others
CAGR FY2022-FY2027F	7-7.2%	9-10%	5-5.5%

Company Name	Installed Capacity- MTPA as on end of FY2022
Existing capacities	
Aarti Industries	4,300-4,500 (MPP)
Bajaj Healthcare	~400-500 (Internal consumption for Linagliptin)
Bakul Pharmaceuticals	250-350
Upcoming Capacity	
SPC Life Sciences Limited	2,765 (MPP)

Source: Frost & Sullivan research and analysis, secondary sources, and expert discussion
MPP - Multi Product Plant

Key Xanthine Derivatives

Global Caffeine Market

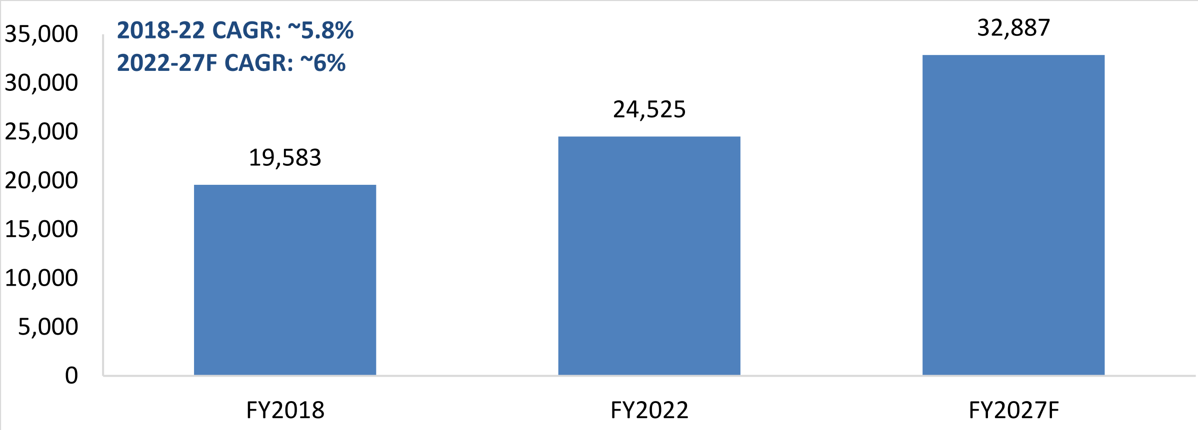
Caffeine is a xanthine alkaloid compound that acts as a central nervous stimulant. It temporarily restores body's energy and removes lethargy. Caffeine exists naturally and it can be synthetically extracted as well.

Synthetically manufactured caffeine has the benefits of consistency of product quality and better yield in comparison to natural method of caffeine manufacture. In terms of price, the cost of production of caffeine through synthetic methods is about ~USD $4-$5 per Kg of caffeine, while natural method is ~USD$8-$9 per Kg of caffeine.

Global Caffeine Market FY2018-FY2027F (MT)

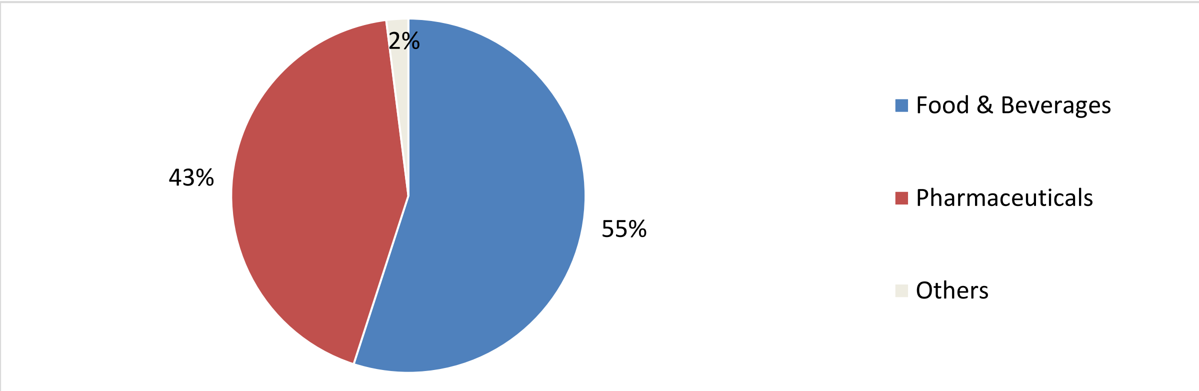
Global caffeine market by volume is estimated at 24,525 MT in the year FY2022. It is expected to reach 32,887 MT by FY2027 growing at a CAGR of ~6% during the forecast period FY2022-27. In terms of value, the global caffeine market is valued at USD ~$514 Mn in FY2022. It is expected to reach USD ~$690 Mn by FY2027.

Global Caffeine Market Volume- Growth Outlook, FY2018-FY2027F (MT)



Source: Frost & Sullivan Research & Analysis

Global Caffeine Market, FY2022 (24,525 MT)

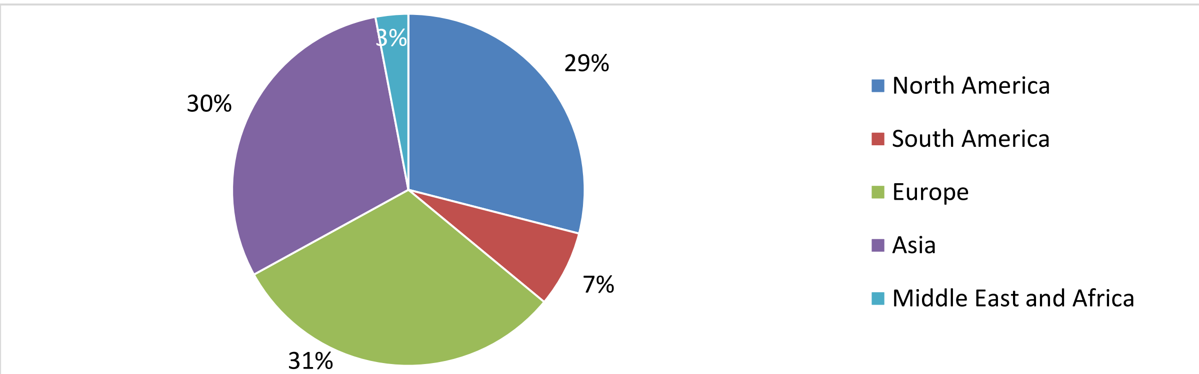


Others include personal care etc

Source: Frost & Sullivan Research & Analysis

Caffeine is a key ingredient in the manufacture of several prescription and non-prescription drugs including stimulant tablets, headache and cold remedies, tablets for the relief of menstrual pain, weight control aids, and diuretics. It is used in combination with several analgesics such as aspirin, paracetamol, phenacetin among others for treatment of headaches or menstrual tension. It is used as a stimulant in several leading beverages brands. Other forms of caffeine used in the segment include coffee, tea, cocoa and chocolate products, soft drinks. Others segment includes uses of caffeine in personal care, cosmetics, and nutraceuticals. Concentrations of caffeine are 100-20 mg/tablet in stimulants. Novel uses of caffeine include its use in treatment of apnea in premature infants. It is deemed both effective and safe.

Global Caffeine Market, FY2022 (24,525 MT)



Source: Frost & Sullivan Research & Analysis

Caffeine export demand from China has increased because of decreased production in Brazil. This has resulted in a y-o-y increase of 29% in exports of caffeine from China in FY2022.

Key Global Players

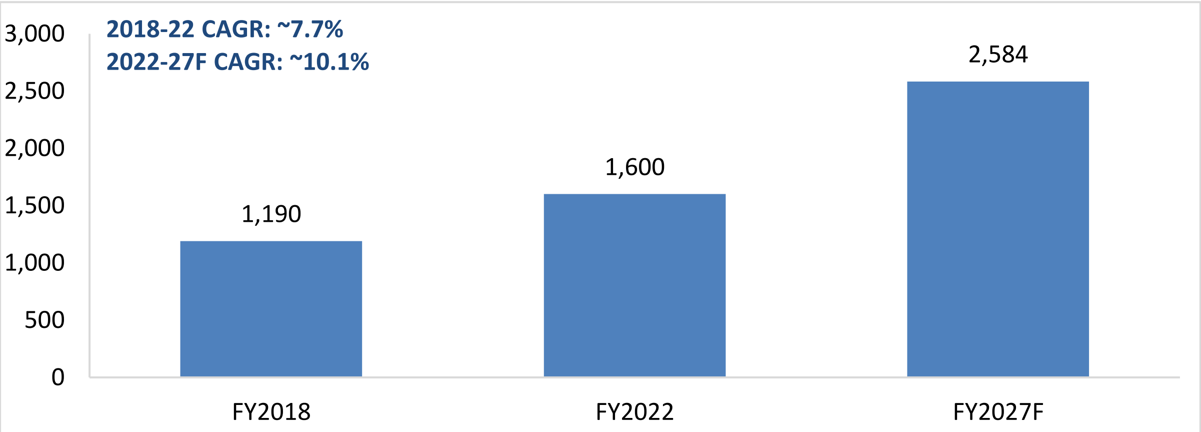
Company Name	Location	Installed Capacity- MTPA as on end of FY2022
CSPC Pharmaceutical Group	China	10,000
Shandong Xinhua Pharmaceuticals	China	10,000
Aarti Industries	India	4,000
SSY Group (Hebei Guangxiang Pharmaceuticals)	China	5,000
Jilin Shulan Synthetic Pharma	China	~3,000-4,000

Source: Frost & Sullivan research and analysis, secondary sources, and expert discussions

India: Caffeine Market, FY2018-FY2027F

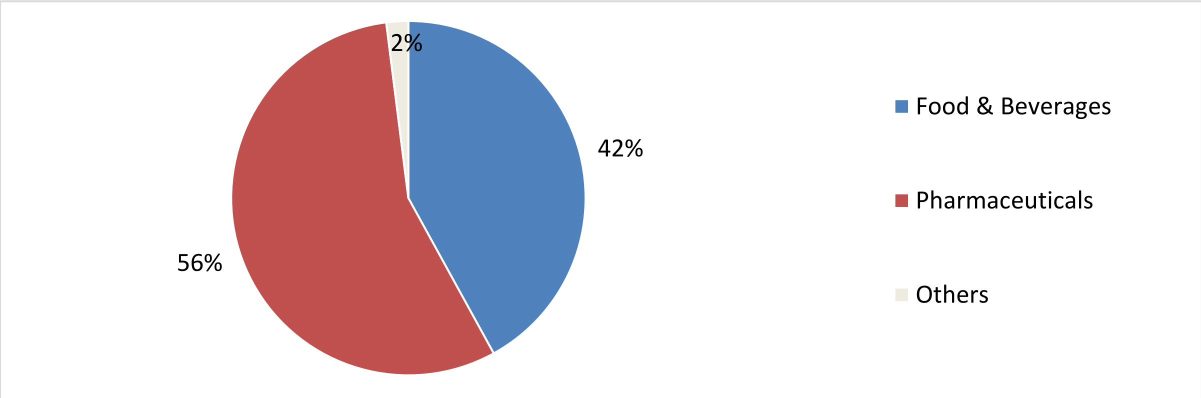
The caffeine market in India is estimated at ~1,600 MT in FY2022. It is expected to reach 2,584 MT by FY2027 during the forecast period of FY2022-27. In terms of value, the India caffeine market is valued at USD ~$33.5-33.6 Mn in FY2022.It is expected to reach USD 54-55 Mn by FY2027.

India Caffeine Market Volume- Growth Outlook, FY2018-FY2027F (MT)



Source: Frost & Sullivan Research & Analysis

India Caffeine Market by end use, FY2022 (1,600 MT)



Source: Frost & Sullivan Research & Analysis

India trade scenario

India exported ~2,800-2,900 MTPA of caffeine to key regions such as North America, South America, Europe, and other parts of Asia in FY2022. The value of exports was USD ~$45.9 Mn. The largest caffeine consuming regions importing from India are USA, Europe, Japan, and the Middle East. The average caffeine prices for food grade, pharma grade and miscellaneous grade are USD $18.75, $23.75, $22.5 respectively for the year FY2022. The largest exporters of synthetic caffeine from India were Aarti Industries Limited in FY2022. The value of caffeine exported from India in FY2018 was USD $18.1 million, and the quantity was ~1,700-1,800 MT.

Key Indian Players

Company Name	Capacity (MTPA)
Existing capacities	
Aarti Pharma labs Limited	~4,000
Bajaj Healthcare	~600
Bakul Pharmaceuticals	~150-200
Upcoming capacities	
SPC Life Sciences Limited	2,765 (MPP)

Source: Frost & Sullivan Research & Analysis

MPP- Multi Product Plant

SPC Life Sciences Limited has a planned expansion of Caffeine capacity of 2,765 MTPA within a multi-product plant as part of the Dahej plant Phase 2 expansion.

Global Theophylline Market

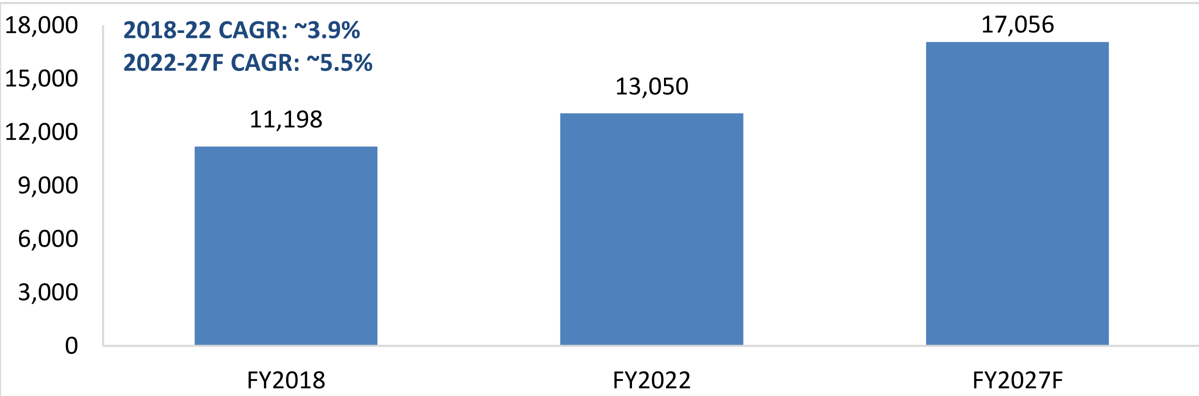
Theophylline also known by its chemical name 1,3-dimethyl-7H-purine-2,6-dione is a dimethylxanthine. It is derived from the xanthine purine base and comprises of two methyl groups. This compound is naturally present in black tea, coffee, chocolate, and other food stuff. It is manufactured synthetically and is a precursor to the production of caffeine.

Theophylline acts as a bronchodilator enabling ease of breathing and also as a diuretic. Indications include Asthma, Chronic bronchitis, Chronic obstructive pulmonary disease (COPD), Emphysema and other lung disorders. Theophylline acts on reducing the airways' response to irritants and also relaxing the muscles around the bronchial tubes. Theophylline is available in the form of capsules, tablets, or inhalers. It is used as one of the raw materials in the production of Acebrophylline, Diprophylline, Choline Theophyllinate BP, Doxofylline.

Global Theophylline Market FY2018-FY2027F ('000 MT)

The global theophylline market is estimated at 13,050 MT in FY2022. It is expected to reach 17,056 MT in FY2027 growing at a CAGR of ~5.5% between FY2022-FY27. In terms of value, the global theophylline market is valued at USD ~$196.5-198 Mn in FY2022. It is expected to reach USD ~$250-260 Mn by FY2027.

Global Theophylline Market Volume- Growth Outlook, FY2018-FY2027F (MT)

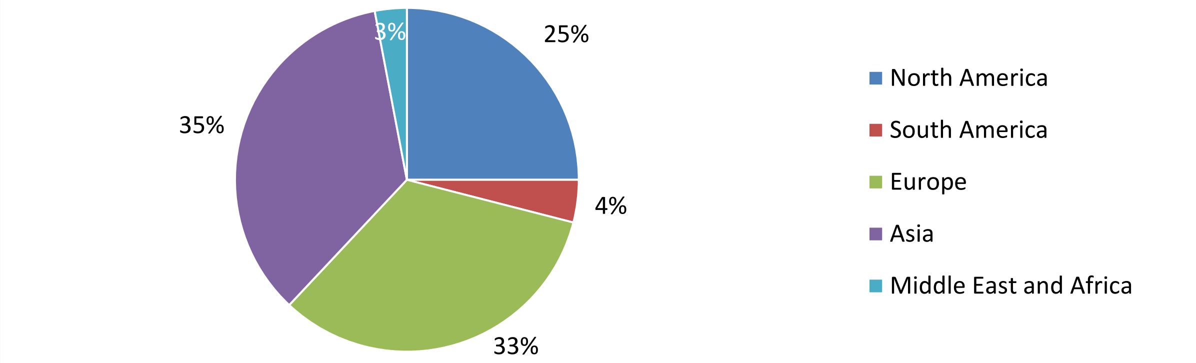


Source: Frost & Sullivan Research & Analysis

Global Theophylline Market by end use, FY2022

Theophylline is one of the widely used xanthene derivatives. The consumption of theophylline is completely in pharmaceuticals segment (100%). It is an active ingredient for the drugs used in the treatment of airway obstruction caused by clinical conditions such as asthma, infant apnea, chronic bronchitis, emphysema, and chronic obstructive pulmonary disease (COPD).

Global Theophylline Market, FY2022 (13,050 MT)

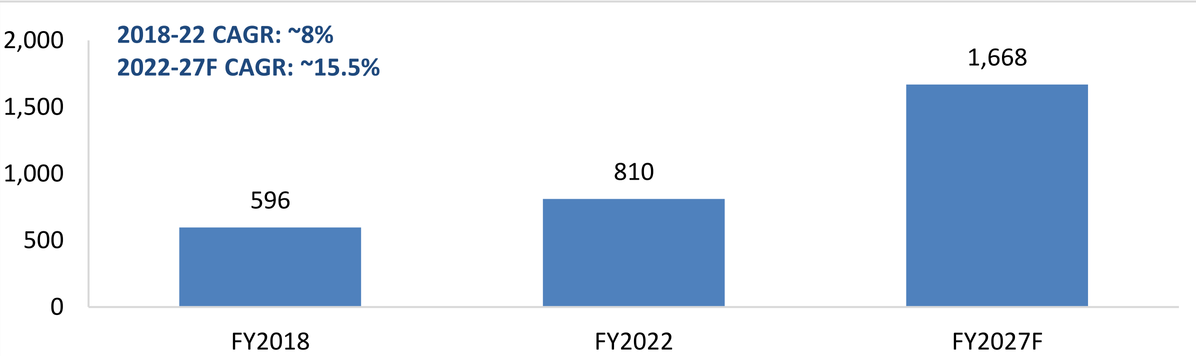


Source: Frost & Sullivan Research & Analysis

India: Theophylline Market, FY2018-FY2027F

The theophylline market in India is estimated at 810 MT in FY2022. It is expected to reach 1,668 MT in FY2027 growing at a CAGR of ~15.5% between FY2022-FY27. In terms of value, the India theophylline market is valued at USD ~$12.15 Mn in FY2022.

India Theophylline Market Volume- Growth Outlook, FY2018-FY2027F (MT)



Source: Frost & Sullivan Research & Analysis

Key Indian Players

Company Name	Installed Capacity- MTPA as on end of FY2022
Existing capacities	
Aarti Pharma Labs	~400-500 MTPA
Kores India Ltd	~1200 MTPA (MPP)
Upcoming capacities	
SPC Life Sciences Limited	2,765 MTPA (MPP)

Source: Frost & Sullivan research and analysis, secondary sources, and expert discussions
MPP- Multi Product Plant

SPC Life Sciences Limited is planning further capacity as part of Dahej Phase 2 expansion. Proposed plant will have a capacity of 2,765 MTPA capacity within the multi product plant.

India Trade scenario

The value of theophylline exported from India in FY2022 was USD ~$0.6 million and the quantity exported was ~37-40 MT. The average price of theophylline for FY2022 has been between ~USD $13-15.

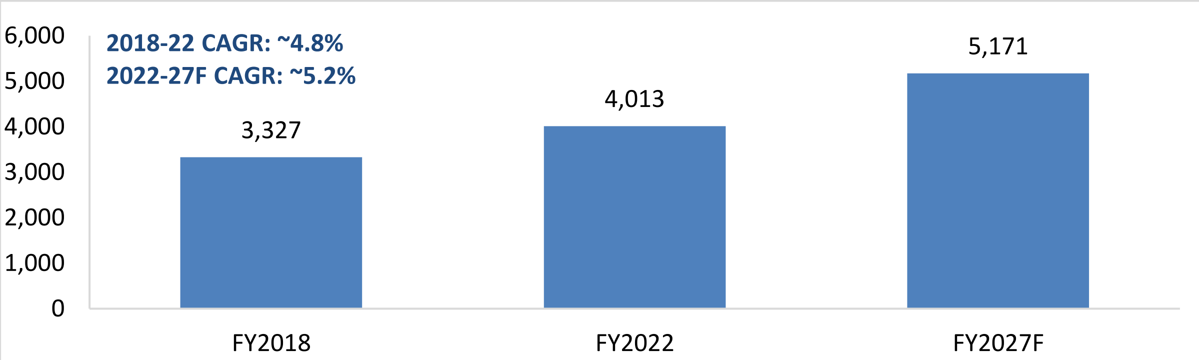
Global Etofylline & Doxofylline Market

Etofylline is a key raw material in the manufacture of Bromo ethyl theophylline. It is used in the treatment of asthma and chronic obstructive pulmonary disease (COPD). It works as a bronchodilator and relaxes the airways muscles and widens them as well. Etofylline either solo or in combination with theophylline and salbutamol is used to treat several breathing disorders. Doxofylline is a methylxanthine derivative which is also used for COPD and pulmonary diseases. Doxofylline has comparable efficacy with theophylline in addition to showing lower side effects in humans. Additionally, Doxofylline is known to have reduced cardiac adverse reactions.

Global Etofylline & Doxofylline Market FY2018-FY2027F (MT)

Global Etofylline & Doxofylline market by volume is estimated at 4,013 MT in the year FY2022. It is expected to reach 5,171 MT by FY2027 growing at a CAGR of ~5.2% during the forecast period FY2022-27. In terms of value, the global Etofylline & Doxofylline market is valued at USD ~$100.3 Mn in FY2022. It is expected to reach USD ~$129-130 Mn by FY2027.

Global Etofylline & Doxofylline Market Volume- Growth Outlook, FY2018-FY2027F (MT)

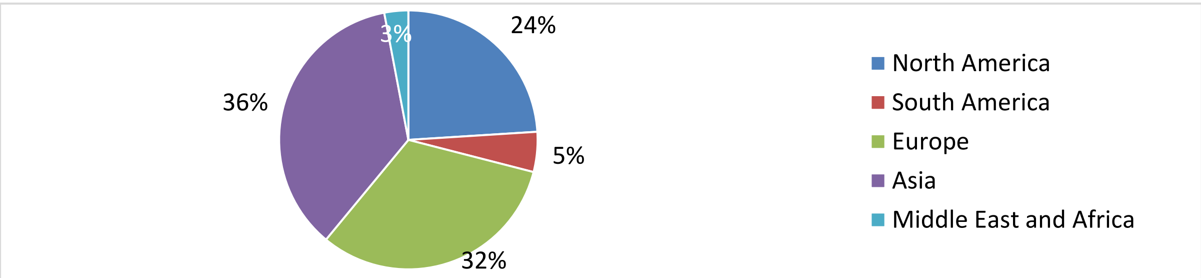


Source: Frost & Sullivan Research & Analysis

Global Etofylline & Doxofylline Market by end use, FY2022

Etophylline and doxophylline are entirely used in the pharmaceutical segment (100%).

Global Etofylline & Doxofylline Market, FY2022 (4,013 MT)

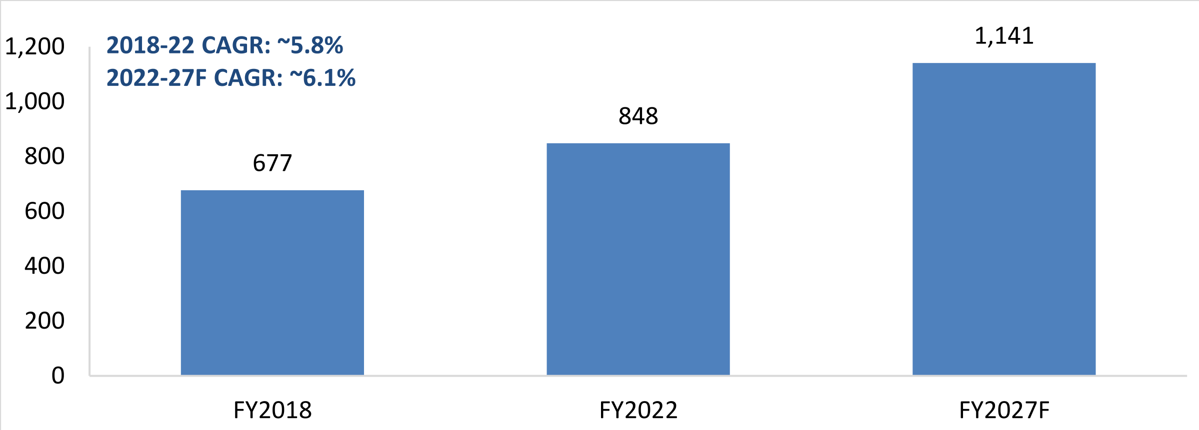


Source: Frost & Sullivan Research & Analysis

India: Etofylline & Doxofylline Market, FY2018-FY2027F

The etofylline and Doxofylline market in India is estimated at 848 MT in FY2022. It is expected to grow to 1141 MT by FY2027 growing at a CAGR of 6.1% during the forecast period. In terms of value, India Etofylline & Doxofylline market is valued at USD ~$21.2 Mn in FY2022. It is expected to reach USD ~$ 35-36 Mn by FY2027.

India Etofylline & Doxofylline Market Volume- Growth Outlook, FY2018-FY2027F (MT)



Source: Frost & Sullivan Research & Analysis

Key Indian Players

Company Name	**Installed Capacity- MTPA as on end of FY2022**
Existing capacities	
Kores India Ltd	~1200 (MPP)
Bakul Pharma Ltd	~400-600 (MPP)
AMI Lifesciences	~300-360 (MPP)
Upcoming capacities	
SPC Life Sciences Limited	2,765 (MPP)

Source: Frost & Sullivan research and analysis, secondary sources, and expert discussions
MPP- Multi Product Plant

SPC Life Sciences Limited is planning further capacity as part of Dahej Phase 2 expansion. Proposed plant will have a capacity of 2,765 MTPA within the multi product plant.

Trade Scenario

The average prices of doxyphilline is in the range of USD $28-$30 per Kg and etofylline is ~USD $20 per Kg for the year FY2022. The value of doxofylline exported from India in FY2022 was USD $3.38-4 Mn. The largest exporters of doxofylline from India in FY2022 were Kores India, Bakul Pharma and AMI Life Sciences.

Overview of Peer Benchmarking

Financial overview of key peers of SPC Life Sciences Limited include Aarti Industries, Ami Organics, Neogen Chemicals, Aether Industries, Anupam Rasayan, and Tatva Chintan. Few financial highlights of these companies are mentioned below:

Peer benchmarking (1/3)

Company Particulars	Aarti Industries (Consolidated)				Ami Organics			
	For the six months ended September 30, 2022^	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020	For the six months ended September 30, 2022^	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020
Revenue from Operations (₹ million)	32,952.90	69,999.60	45,061.00	41,863.10	2,779.93	5,201.35	3,406.08	2,396.43
Gross Profit (₹ million)	13,909.60	37,061.40	23,775.40	21,299.90	1,345.23	2,472.99	1,609.22	1,107.30
Gross Margin (%)	42.21%	52.95%	52.76%	50.88%	48.39%	47.55%	47.25%	46.21%
EBITDA (₹ million)	5,485.10	19,288.10	9,815.30	9,773.30	510.47	1,051.76	801.53	410.16
EBITDA Margin (%)	16.65%	27.55%	21.78%	23.35%	18.36%	20.22%	23.53%	17.12%
PAT (₹ million)	2,600.20	13,071.90	5,234.70	5,360.80	339.00	719.46	539.99	274.70
PAT Margin (%)	7.89%	18.67%	11.62%	12.78%	12.13%	13.76%	15.79%	11.33%
Revenue CAGR (Fiscal 2020 to Fiscal 2022)		29.31%				47.32%		
EBITDA CAGR (Fiscal 2020 to Fiscal 2022)		40.48%				60.13%		
PAT CAGR (Fiscal 2020 to Fiscal 2022)		56.15%				61.84%		
Total Debt (₹ million)	27,674.60	22,340.70	25,052.40	18,105.10	7.18	8.44	1,366.36	538.24
Net Debt (₹ million)	25,366.90	19,772.30	20,929.20	15,632.20	(523.83)	(987.07)	1,339.51	500.03

Company Particulars	Aarti Industries (Consolidated)				Ami Organics			
	For the six months ended September 30, 2022^	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020	For the six months ended September 30, 2022^	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020
Total Debt to Equity Ratio (x times)	0.59	0.38	0.72	0.61	0.00	0.00	0.82	0.48
Net Debt to Equity Ratio (x times)	0.54	0.33	0.60	0.52	(0.10)	(0.19)	0.80	0.45
Net Debt to EBITDA Ratio (x times)	4.62	1.03	2.13	1.60	(1.03)	(0.94)	1.67	1.22
Working Capital Days	126.13	174.59	125.91	152.76	163.29	106.52	79.75	88.44
Net Fixed Assets Turnover Ratio (x times) **	1.66	1.58	1.25	1.70	2.73	2.93	2.12	3.85
Earnings per equity share - Basic	7.17	36.06	30.04	30.77	9.26	21.03	17.14	8.72
Earnings per equity share - Diluted	7.17	36.06	30.04	30.77	9.26	21.03	17.14	8.72
ROCE (%)	5.42%	20.14%	12.50%	16.72%	8.56%	18.71%	25.48%	24.35%
ROE (%)	5.55%	22.10%	14.94%	18.00%	6.23%	13.78%	32.35%	24.57%
Inventories	9,237.90	14,113.30	9,356.80	8,356.80	1,614.03	1,121.71	603.63	523.42
Inventory days *	88.53	156.39	160.45	148.33	205.31	150.06	122.62	148.20
Receivable days *	64.90	72.51	64.29	65.69	112.83	114.88	129.33	85.91
Payable days *	27.30	54.31	98.83	61.27	154.85	158.42	172.21	145.67

Peer benchmarking (2/3)

Company Particulars	Neogen Chemicals				Aether Industries			
	For the six months ended September 30, 2022^	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020	For the six months ended September 30, 2022^	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020
Revenue from Operations (₹ million)	2,960.20	4,872.50	3,364.16	3,061.22	3,001.61	5,900.47	4,498.16	3,018.75
Gross Profit (₹ million)	1,354.60	2,122.80	1,387.87	1,220.24	1,489.32	3,020.14	2,191.28	1,457.20
Gross Margin (%)	45.76%	43.57%	41.25%	39.86%	49.62%	51.18%	48.72%	48.27%
EBITDA (₹ million)	489.00	865.90	643.58	580.52	793.13	1,681.07	1,121.59	696.55
EBITDA Margin (%)	16.52%	17.77%	19.13%	18.96%	26.42%	28.49%	24.93%	23.07%
PAT (₹ million)	209.70	446.30	313.32	286.57	578.20	1,089.29	711.19	396.12
PAT Margin (%)	7.05%	9.14%	9.31%	9.36%	18.49%	18.25%	15.67%	13.04%
Revenue CAGR (Fiscal 2020 to Fiscal 2022)		26.16%				39.81%		
EBITDA CAGR (Fiscal 2020 to Fiscal 2022)		22.13%				55.35%		
PAT CAGR (Fiscal 2020 to Fiscal 2022)		24.80%				65.83%		
Total Debt (₹ million)	2,812.10	2,287.50	2,018.87	1,322.95	326.39	2,907.29	2,112.67	1,439.60
Net Debt (₹ million)	2,777.10	1,835.30	2,006.77	1,308.13	(2,553.79)	2,727.13	2,057.04	1,324.13

Company Particulars	Neogen Chemicals				Aether Industries			
	For the six months ended September 30, 2022^	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020	For the six months ended September 30, 2022^	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020
Total Debt to Equity Ratio (x times)	0.62	0.52	1.10	0.85	0.03	0.75	1.21	1.39
Net Debt to Equity Ratio (x times)	0.61	0.42	1.10	0.84	(0.21)	0.70	1.18	1.28
Net Debt to EBITDA Ratio (x times)	5.68	2.12	3.12	2.25	(3.22)	1.62	1.83	1.90
Working Capital Days	289.85	209.07	173.78	276.11	279.86	218.84	146.30	153.07
Net Fixed Assets Turnover Ratio (x times) **	2.13	1.71	2.66	2.78	1.62	2.30	2.09	2.37
Earnings per equity share - Basic	8.41	18.70	13.45	12.28	4.64	9.67	7.36	46.27
Earnings per equity share - Diluted	8.41	18.70	13.45	12.28	4.64	9.67	7.36	46.27
ROCE (%)	5.79%	11.40%	15.06%	18.38%	6.63%	23.55%	27.26%	25.94%
ROE (%)	4.63%	10.16%	17.12%	18.34%	4.81%	28.16%	40.79%	38.29%
Inventories	2,903.50	1,945.90	1,140.30	1,298.71	2,056.68	1,627.44	847.28	719.39
Inventory days *	330.03	258.30	210.60	257.49	248.20	206.23	134.06	168.15
Receivable days *	101.18	82.03	85.22	89.70	129.30	101.13	87.83	73.82
Payable days *	141.35	131.26	122.04	71.08	97.63	88.52	75.59	88.91

Peer benchmarking (3/3)

Company Particulars	Anupam Rasayan				Tatva Chintan			
	For the six months ended September 30, 2022^	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020	For the six months ended September 30, 2022^	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020
Revenue from Operations (₹ million)	7,298.86	10,660.01	8,108.88	5,288.80	1,784.93	4,336.47	3,003.59	2,632.39
Gross Profit (₹ million)	4,305.95	6,961.01	4,719.26	3,183.47	951.97	2,390.08	1,483.54	1,304.72
Gross Margin (%)	58.99%	65.30%	58.20%	60.19%	53.33%	55.12%	49.39%	49.56%
EBITDA (₹ million)	2,028.19	2,970.41	1,935.86	1,347.63	263.93	1,082.39	664.36	549.52
EBITDA Margin (%)	27.79%	27.86%	23.87%	25.48%	14.79%	24.96%	22.12%	20.88%
PAT (₹ million)	897.76	1,521.79	702.96	532.06	169.08	958.74	522.62	377.89
PAT Margin (%)	12.51%	14.08%	8.39%	9.86%	9.30%	21.66%	17.10%	14.28%
Revenue CAGR (Fiscal 2020 to Fiscal 2022)		41.97%				28.35%		
EBITDA CAGR (Fiscal 2020 to Fiscal 2022)		48.46%				40.35%		
PAT CAGR (Fiscal 2020 to Fiscal 2022)		69.12%				59.28%		
Total Debt (₹ million)	8,994.84	8,362.15	4,231.34	7,948.11	1,396.95	1,199.38	902.48	791.98

Company Particulars	Anupam Rasayan				Tatva Chintan			
	For the six months ended September 30, 2022^	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020	For the six months ended September 30, 2022^	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020
Net Debt (₹ million)	6,954.00	6,265.03	1,274.27	7,679.80	510.14	(570.48)	849.06	683.69
Total Debt to Equity Ratio (x times)	0.50	0.48	0.27	1.34	0.29	0.25	0.54	0.67
Net Debt to Equity Ratio (x times)	0.39	0.36	0.08	1.29	0.10	(0.12)	0.51	0.58
Net Debt to EBITDA Ratio (x times)	3.43	2.11	0.66	5.70	1.93	(0.53)	1.28	1.24
Working Capital Days	517.55	722.89	407.56	378.71	423.26	282.88	169.20	156.55
Net Fixed Assets Turnover Ratio (x times) **	1.15	0.90	0.73	0.55	2.22	2.72	2.50	2.37
Earnings per equity share - Basic	8.95	15.22	8.56	10.64	7.63	44.59	26.02	18.81
Earnings per equity share - Diluted	8.93	15.18	8.56	6.97	7.63	44.59	26.02	18.81
ROCE (%)	5.81%	9.83%	8.44%	8.42%	4.02%	18.37%	25.33%	26.18%
ROE (%)	5.01%	8.81%	4.47%	8.96%	3.48%	20.27%	31.49%	32.11%
Inventories	9,379.78	8,631.90	4,922.17	2,970.43	2029.69	1699.58	720.19	635.55

Company Particulars	Anupam Rasayan				Tatva Chintan			
	For the six months ended September 30, 2022^	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020	For the six months ended September 30, 2022^	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020
Inventory days *	571.96	851.76	530.03	514.98	444.70	318.72	172.93	174.72
Receivable days *	84.09	95.90	92.50	89.37	59.75	47.64	110.27	68.73
Payable days *	138.49	224.77	214.96	225.64	81.20	83.47	114.00	86.91

Source: Frost & Sullivan Research and Analysis

Notes and definitions:

EBITDA (₹ million) - Profit / (loss) for the period / year less Other Income, plus finance costs, total taxes, and depreciation and amortization expense

Gross Margin % - Gross profit / Revenue from operations

EBITDA Margin % - EBITDA / Revenue from operations

PAT Margin % - PAT / Revenue from operations

ROE - PAT / Shareholders' Equity

ROCE - Earnings before interest and taxes divided by Capital Employed (where earnings before interest and tax is calculated as restated profit / (loss) for the period /year plus total tax expense / (credit) plus finance costs and Capital Employed is calculated as total equity plus total borrowings plus lease liability)

Net Worth (₹ million) - Equity Share Capital + Other Equity

Net Debt (₹ million) - Total Debt – (Cash & cash equivalents + Bank balances other than CCE)

*Inventory days Closing inventory*365/COGS | In case of H1FY23: Closing inventory*182.5/COGS*

*Receivable days - Closing receivable*365/revenue from operations | In case of H1FY23: Closing receivable*182.5/revenue from operations*

*Payable days - Closing payables*365/COGS | In case of H1FY23: Closing payables*182.5/COGS*

Working Capital Days - Inventory days + receivable days – payable days

Net Fixed Assets Turnover Ratio (x times) - Revenue from operations / Net fixed asset (Fixed asset includes PP&E and ROU assets)

OUR BUSINESS

Some of the information contained in this section, including information with respect to our strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section titled "Forward-Looking Statements" on page 23 of this Draft Red Herring Prospectus for a discussion of the risks and uncertainties related to those statements and also the section titled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 31 and 365, respectively of this Draft Red Herring Prospectus for a discussion of certain factors that may affect our business, results of operations and financial condition. The actual results of the Company may differ materially from those expressed in or implied by these forward-looking statements.

Unless otherwise indicated, industry and market data used in this section has been derived from the F&S Report which has been commissioned and purchased by us in connection with the Offer. Unless otherwise indicated, all operational, industry and other related information derived from the F&S Report and included herein with respect to any particular year, refers to such information for the relevant year. Also see, "Certain Conventions, use of Financial Information and Industry and Market Data and Currency of Presentation" on page 19.

Certain non-GAAP financial information are presented below for supplemental informational purposes only. These have limitations as analytical tools and should not be considered in isolation or as a substitute for financial information presented in accordance with Ind AS. Non-GAAP financial information may be different from similarly titled non-GAAP measures used by other companies. In addition, they are subject to inherent limitations as they reflect the exercise of judgment by management about which expenses and income are excluded or included in determining these non-GAAP financial measures. A reconciliation of certain of these non-GAAP measures are provided in the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 365 for the non-GAAP financial measure to the most directly comparable financial measure prepared in accordance with Ind AS. Investors are encouraged to review the related Ind AS financial measures and the reconciliation of non-GAAP financial measures to their most directly comparable Ind AS financial measures and to not rely on any single financial measure to evaluate our business.

Our fiscal year ends on March 31 of each year, and references to a particular fiscal period are to the twelve months ended March 31 of that year. Unless otherwise indicated or the context otherwise requires, the financial information for Fiscals 2022, 2021 and 2020, and for the six months ended September 30, 2022 and 2021 included herein is derived from the Restated Financial Information. For further information, see "Restated Financial Information" on page 273. Unless otherwise stated, references in this section to "the Company", "our Company", "we", "us", and "our" are to SPC Life Sciences Limited.

Overview

We are one of India's leading manufacturers of advanced intermediates for certain key active pharmaceutical ingredients ("**APIs**"), including Pentoxifylline, Amiodarone HCL, Cilostazol, Trazodone, Tramadol and Paroxetine (*Source: F&S Report*). We are a research and development ("**R&D**") driven chemical manufacturing company focused on chemistries involving long chain multi-stage reactions. The advanced pharmaceutical intermediates ("**Pharma Intermediates**") which are manufactured by us are used in certain growing therapeutic areas including cardiovascular, vasodilator (anti-platelet), anti-psychotic and anti-depressants, with significant market share both in India and globally for some of the products. (*Source: F&S Report*). Equipped with a US FDA approved facility for 6-Chloro-Hexane-2-One, we can develop Pharma Intermediates and work with pharmaceutical companies who seek US FDA compliant manufacturing facilities as a part of their supply chain.

Our Company is the world's largest manufacturer of 6-Chloro-Hexane-2-One (an intermediate for cardiovascular (hemorheological) drug Pentoxifylline) in Fiscal 2022 with 93% market share. (*Source: F&S Report*) We are the only supplier for 2-N-Butyl-3-(3,5-Diiodo-4-Hydroxy Benzoyl) Benzofuran (which is a key structural component of Amiodarone HCL) and associated sub products in India with 20% global market share in Fiscal 2022 (*Source: F&S Report*). Our Company is a manufacturer of 2-Di Ethyl Amino Ethyl Chloride Hydrochloride (which is also a key structural component of Amiodarone HCL) with 13% global market share in Fiscal 2022. (*Source: F&S Report*). Such intermediates manufactured by our Company (which are used in the manufacturing of Amiodarone HCL) are categorised as import substitutes. (*Source: F&S Report*) Globally, we are one of the major manufacturers of all the key intermediates of Central Nervous System ("**CNS**") anti-depressant, anti-psychotic drug Trazodone, and were second largest Indian supplier in Fiscal 2022 of two key intermediates of Trazodone, namely, 1-(3-Chlorophenyl)-4-(3-Chloropropyl) Piperazine Hydrochloride with an 18% global market share and 1,2,4- Triazolo [4,3-A] Pyridin-3(2H)-One with a 11% global market share (*Source: F&S Report*). Further, in

Fiscal 2022, we were one of the largest Indian suppliers for 6-Hydroxy 3, 4-Di hydro Quinoline -2(1H)-One (intermediate for vasodilator (antiplatelet) drug Cilostazol). (*Source: F&S Report*) Additionally, 5-(4-Chlorobutyl)-1-Cyclohexyl-1h-Tetrazole (an intermediate for vasodilator (antiplatelet) drug Cilostazol) is categorized as an import substitute. (*Source: F&S Report*) Our Company was able to capture 4-5% of the market by substituting imports from Chinese suppliers in its first year of manufacturing (*Source: F&S Report*). Further, with the inclusion of 5-(4-Chlorobutyl)-1-Cyclohexyl-1h-Tetrazole, our Company is expected to have 10-15% global market share in the overall Cilostazol intermediates market (*Source: F&S Report*).

Until February 2023, our Company was operating four manufacturing blocks at a single location at Ankleshwar, Gujarat ("**Ankleshwar Facility**"). In March 2023, we have commissioned the first phase of our new manufacturing site located at Dahej, Gujarat which consists of an automated manufacturing block equipped with programmable logic controller ("**PLC**") ("**Dahej Block - 1**") as well as common utilities, storage facilities, quality control lab and administrative facilities (together with Dahej Block-1 the "**Dahej Phase – 1**"). Dahej Block – 1 is planned to focus on manufacturing of Pharma Intermediates as well as specialty chemicals such as bromobenzene and NPBR. Besides pharmaceutical application, bromobenzene and NPBR also find use in agrochemicals and electronic cleaning industries (*Source: F&S Report*). Further, Bromo Chloro Propane ("**BCP**") proposed to be manufactured at Dahej Block -1 is also categorised as import substitutes (*Source: F&S Report*). Dahej Block – 1, where some of the products are proposed to be manufactured, in addition to potential external sales, will also act as backward integration to service our captive requirements for the Ankleshwar Facility. This backward integration is also expected to allow us to reduce dependence on imported raw materials for the Ankleshwar Facility. Post commissioning of Dahej Phase – 1, the Dahej Facility has surplus land for addition of further blocks of similar size as Dahej Block – 1 ("**Dahej Facility**").

Since the incorporation of our Company in 2005, we have developed and commercialised over 50 Pharma Intermediates for APIs across 11 therapeutic areas, with a focus on R&D across select growing areas such as cardiovascular (hemorheological), cardiovascular (anti-arrhythmic), vasodilator (anti-platelet) and anti-psychotic and anti-depressants for use across the domestic and global pharmaceutical market. We believe that our focus on R&D, high regulatory standards, quality systems and continuous process improvement has positioned us as a long-standing supplier to our customers.

As on the date of this Draft Red Herring Prospectus, we have been granted process patents in respect of methyl-methyl-3,4-dihydro-2H-pyran-3carboxylate which is used in the manufacturing of Pentoxifylline (an API for the cardiovascular therapeutic segment) in India as well as in China. This process patent has been published both in the Official Journal of the Patent Office in India and by the State Intellectual Property Office of the People's Republic of China. We also have an additional pending process patent application for which application was made in December 2021 for a Pharma Intermediate used in the manufacture of an API in the cardiovascular therapeutic segment.

We invest in R&D activities to create a differentiating factor and sustainability vis-à- vis our competitors. In addition to our manufacturing facilities at Ankleshwar and Dahej ("**Manufacturing Facilities**"), we have a dedicated in-house R&D facility located at GIDC, Makarpura, Vadodara ("**R&D Facility**"). Our R&D Facility is spread over an aggregate built up area of 1,390.46 sq. mts. and is equipped with analytical development laboratory ("**ADL**"), infrastructure for developmental activities, freezing specifications and developing the method of analysis for Key Starting Material ("**KSM**"), in process intermediates, finished products and other raw materials.

Our customers include innovators as well as generic pharmaceutical companies, and we are registered as an approved intermediate / raw material supplier in their drug master filings with regulatory authorities, which allows us to obtain repeat business from such customers. As of January 31, 2023, we supply our products to more than 35 customers in over 10 countries, comprising domestic and international pharmaceutical companies, in turn catering to India as well as markets of Europe, China, Israel, North America and South America. In the Fiscals ended March 31, 2022, March 31, 2021, and March 31, 2020, our revenue from sales outside India contributed 24.26%, 16.91% and 25.94%, respectively of our total revenue from operations. Our revenues from sales outside India have grown at a CAGR of 6.13% between Fiscals 2020 and 2022.

Some of our reputed customers include Piramal Pharma Limited, Zentiva Private Limited, SINBIOTIK, S.A. DE C.V. (Mexico), Shanghai Inspo Chemical Co. Ltd (China) and Supriya Lifesciences Limited. We have established long standing relationships with customers, with 11 of our customers (who contributed 44.85% of our revenue from operations in Fiscal 2022) having been customers since the past five years and 20 of our customers (who contributed 78.03% of our revenue from operations in Fiscal 2022) have been customers since the past three years.

Our Ankleshwar Facility consists of four manufacturing blocks (named as Unit-1, Plant-A, Plant-B and Plant-C) spread over an aggregate land area of 10,470 sq. mts. With a volumetric reactor capacity of 225.30 KL. Unit – 1 is a dedicated facility used to manufacture 6-Chloro Hexane-2-One (an intermediate for Pentoxifylline). Plant A and Plant B at our Ankleshwar Facility are multi-product plants for manufacturing Pharma Intermediates and Plant C is a dedicated facility to manufacture Pharma Intermediates for Amiodarone HCL. The management systems of our Ankleshwar Facility have been certified by the Bureau Veritas Certification Holding SAS UK Branch to be compliant with ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018 for manufacturing and dispatching of Pharmaceutical Intermediates and APIs. Unit-1 of our Ankleshwar Facility has been inspected and approved by US FDA (Establishment Inspection Report ("**EIR**") issued dated December 7, 2022) without any observations (no Form FDA-483 issued), for quality systems used in the manufacture and supply of 6-Chloro Hexane-2-One. Our Dahej Facility which is spread over 63,021 sq. mts. of land has been commissioned in Fiscal 2023 with a volumetric reactor capacity of 108.80 KL for Block – 1. Post completion of Dahej Phase – 1, 35,637 sq. mts. of land is still available for further development which can be used for setting up further manufacturing blocks similar to Dahej Block – 1. With the commissioning of Dahej Block – 1, our total volumetric reactor capacity has increased to 334.10 KL. Further, we plan to utilize part of the proceeds from the Offer for setting up Phase – 2 at our Dahej Facility which is planned to have a volumetric reactor capacity of 442 KL. For further details, please refer the section "*Objects of the Offer*" on page 102.

For Fiscal 2022, Fiscal 2021, and Fiscal 2020, our revenue from operations were ₹ 1,456.41 million, ₹ 1,329.49 million and ₹ 1,209.26 million, respectively. Our revenue from operations grew at a CAGR of 9.74% between Fiscal 2020 and Fiscal 2022. For Fiscal 2022, Fiscal 2021 and Fiscal 2020, our restated profit after tax was ₹ 192.33 million, ₹ 166.70 million, and ₹ 103.83 million, respectively. Our restated profit after tax, grew at a CAGR of 36.10 % between Fiscal 2020 and Fiscal 2022.

Set forth below are our Key Performance Indicators ("**KPIs**"):

Particulars	For the six months ended September 30, 2022*	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020
Financial KPIs				
Revenue from operations (1)	879.12	1,456.41	1,329.49	1,209.26
Gross Profit (2)	321.21	593.32	495.63	442.13
Gross Margin (%) (3)	36.54%	40.74%	37.28%	36.56%
EBITDA (₹ million) (4)	157.08	300.29	225.45	184.28
EBITDA Margin % (5)	17.87%	20.62%	16.96%	15.24%
PAT (₹ million) (6)	101.13	192.33	166.70	103.83
PAT Margin % (7)	11.42%	13.13%	12.24%	8.57%
Net cash from operating activities (₹ Million) (8)	40.14	131.10	133.67	206.01
Net Worth (₹ million) (9)	788.21	686.96	493.18	326.30
Total Debt (₹ million) (10)	606.19	419.35	250.31	253.26
ROCE(11)	10.76%	25.61%	32.08%	29.23%
ROE (12)	12.83%	28.00%	33.80%	31.82%
Operational KPIs				
Export Revenue (₹ million) (13)	52.77	353.38	224.84	313.73
Domestic Revenue (₹ million) (14)	826.35	1,103.04	1,104.65	895.53
Export % of Revenue(13)	6.00%	24.26%	16.91%	25.94%
Domestic % of Revenue(14)	94.00%	75.74%	83.09%	74.06%
Total quantity sold (kilograms)	277,509	661,854	743,213	716,402
Sales Realization per Kg (15)	3,106.51	2,139.32	1,723.74	1,591.72

**KPIs for the period are not annualized.*

Note: As certified by CNK & Associates, LLP, Chartered Accountants through their certificate dated March 27, 2023.

Explanation for the KPIs:

S.No.	KPI	Remarks/ Definitions/ Assumptions
Financial KPIs		
1	Revenue from Operations (₹ million)	Revenue from Operations means the revenue from operations as appearing in the Restated Financial Information

S.No.	KPI	Remarks/ Definitions/ Assumptions
2	Gross Profit (₹ million)	Gross Profit is calculated as revenue from operations less cost of materials consumed, changes in inventories of finished goods and work-in-progress.
3	Gross Margin %	Gross Margin refers to the percentage margin derived by dividing Gross Profit by Revenue from Operations.
4	EBITDA (₹ million)	EBITDA is calculated as restated profit / (loss) for the period / year (excluding Other Income), plus finance costs, total taxes, and depreciation and amortization expense.
5	EBITDA Margin %	EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.
6	Profit After Tax (₹ million)	PAT is restated Profit/ (Loss) or the period/ year as appearing in the Restated Financial Information.
7	PAT Margin %	PAT Margin refers to the percentage margin derived by dividing Profit after Tax by Total Income.
8	Net cash from operating activities (₹ million)	Net cash from operating activities is Profit before Tax after giving adjustments of Non-Operating incomes and expenses and Change in Operating Assets and Liabilities.
9	Net Worth (₹ million)	Net Worth is sum of Equity Share capital and other Equity.
10	Total Debt (₹ million)	Total Debt is sum of Short term and Long term Borrowings.
11	ROCE %	Return on Capital Employed (ROCE) is calculated as earnings before interest and taxes divided by Capital Employed. -Earnings before interest and tax is calculated as restated profit / (loss) for the period /year plus total tax expense / (credit) plus finance costs. -Capital Employed is calculated as total equity plus total borrowings (including lease liabilities).
12	ROE %	Return on Equity (ROE) refers to restated profit for the year/period attributable to equity shareholders of our Company divided by Closing Equity for the year/period.
Operational KPIs		
13	Export Revenue (₹ million) and Export % of Revenue	This metric enables us to track the progress of our revenues in the export markets
14	Domestic Revenue (₹ million) and Domestic % of Revenue	This metric enables us to track the progress of our revenues in the domestic markets
15	Sales Realization per Kg	Sales Realization per Kg is calculated as Revenue from sale of products divided by total quantity sold (other than by-products). This metric enables us to track the share of higher value products as a part of our overall product revenue (other than By products) divided by total quantity of Finished products sold during the year/ period.

Competitive strengths

Strong and diversified portfolio of Pharma Intermediates and KSMs catering to growing therapeutic areas

We are one of India's leading manufacturers of advanced intermediates for certain key APIs, including Pentoxifylline, Amiodarone HCL, Cilostazol, Trazodone, Tramadol and Paroxetine (*Source: F&S Report*).

Since 2005, we have developed and commercialised over 50 Pharma Intermediates for APIs across 11 therapeutic areas, with a strong focus on research and development across select therapeutic areas such as cardiovascular (hemorheological), cardiovascular (anti-arrhythmic), vasodilator (anti-platelet), anti-psychotic and anti-depressants and analgesic (pain) for use across the domestic and global pharmaceutical market. The global market for anti-psychotic drugs, anti-depressant drugs and vasodilator (anti-platelet) drugs, is expected to grow at a CAGR of 4.6%, 2.5% and 7.8% between Fiscal 2022 and Fiscal 2027 (*Source: F&S Report*).

As per the F&S Report, we are one of the leading manufacturers of Pharma Intermediates for certain key APIs, including Pentoxifylline, Amiodarone HCL, Cilostazol, Trazodone, Tramadol and Paroxetine. Our Company is the world's largest manufacturer of 6-Chloro Hexane-2-One (an intermediate for Pentoxifylline) in Fiscal 2022 with 93% market share and are a single source supplier for all required intermediates of Amiodarone HCL. (*Source: F&S Report*).

Set forth below are details of our market share for some of our key products (Pharma Intermediates) for certain key APIs (*Source: F&S Report*):

S. No.	Pharma Intermediate / KSM	API/Uses	Therapeutic area	Ranking / market share as per F&S Report
		Ankleshwar Facility		

S. No.	Pharma Intermediate / KSM	API/Uses	Therapeutic area	Ranking / market share as per F&S Report
1.	6-Chloro Hexane-2-One	Pentoxifylline	Cardiovascular (hemorheological)	World's largest manufacturer with 93% global market share for Fiscal 2022.
2.	2-N-Butyl Benzofuran	Amiodarone HCL	Cardiovascular (Anti-arrhythmic)	Only supplier for the intermediates and associated sub products in India with 20% global market share for 2-N-Butyl-3-(3,5-Diiodo-4-Hydroxy Benzoyl) Benzofuran in Fiscal 2022 and 13% of the global market in Fiscal 2022 for 2-Di Ethyl Amino Ethyl Chloride Hydrochloride.
3.	2-Di Ethyl Amino Ethyl Chloride Hydrochloride			
4.	2-N-Butyl-3-(3,5-Di Iodo-4-Hydroxy Benzoyl) Benzofuran			
5.	2-N-Butyl 3-(4-Hydroxybenzoyl) Benzofuran			
6.	Bis (2-Chloro Ethyl) Amine Hydrochloride	Trazodone	CNS (Anti-depressant)	Second largest supplier in the world of (I) 1-(3-Chlorophenyl)-4-(3-Chloropropyl) Piperazine Hydrochloride with 18% global market share in Fiscal 2022. (II) 1,2,4- Triazolo [4,3-A] Pyridin-3(2H)-One with 11% global market share in Fiscal 2022
7.	1-(3-Chlorophenyl)-4-(3-Chloropropyl) Piperazine Hydrochloride			
8.	1,2,4 Triazolo [4,3-A] Pyridin-3(2H)-One			
9.	1,2,4-Triazolo-(4,3-A) Pyridine-3(2H)-One Sodium Salt			
10.	1-(3-Chlorophenyl) Piperazine Hydrochloride			
11.	1-(3-Chlorophenyl) piperazine			
12.	6-Hydroxy 3, 4-Di Hydro Quinoline -2(1H)-One	Cilostazol	Vasodilator (Antiplatelet)	Among the limited suppliers of 6-Hydroxy 3,4- Dihydro Quinoline 2 (1H)-One in India. The Company offers all the required intermediates of Cilostazol with 19% of the global market for 6-Hydroxy 3, 4-Dihydro Quinoline 2 (1H)-One in Fiscal 2022. Started manufacturing and offering 5-(4-Chlorobutyl)-1-Cyclohexyl-1H-Tetrazole from Fiscal 2023 and have been able to capture 4-5% of the global market by substituting imports from Chinese suppliers in the first year of manufacturing
13.	5-(4-Chlorobutyl)-1-Cyclohexyl-1H-Tetrazole			
14.	3-Di Methyl Amino Propyl Chloride Hydrochloride 65% Solution	Citalopram, Imipramine	CNS (Anti-depressant)	-
15.	Methyl-N-Methylamido Malonate	Paroxetine	CNS (Anti-depressant)	-
16.	2- Di Methyl Amino Methyl Cyclohexanone Hydrochloride	Tramadol	Analgesic	-
Dahej Block – 1				
17.	Bromobenzene	Variety of Uses	-	-
18.	1-Bromo-3-chloropropane			
19.	Methyl -2- bromohexanoate (MBH)			
20.	Ethyl 2-Bromo butyrate	Levetiracetam	Antiepileptic	
21.	3-Di Methy Ethyl Amino Propyl Chloride Hydrochloride (DMPC)	Citalopram	Antipsychotic and Antispasmodic	
22.	N-Propyl bromide (NPBR)	Valproic Acid / Sodium Valproate	Anticonvulsants	

S. No.	Pharma Intermediate / KSM	API/Uses	Therapeutic area	Ranking / market share as per F&S Report
23.	Diethyl Dipropyl Malonate (DEDPM)			
24.	Isopropyl 2-bromoisobutyrate (IP2BiB)	Fenofibrate	Cholesterol and Triglycerid	

Source: F&S Report

We manufacture all the key intermediates required to manufacture certain APIs. (*Source: F&S Report*) The key advanced intermediates manufactured by the Company involve complex long chain multi-stage reactions and the intermediates are (N-2) to (N-1) in nature, where N is the final API.

Our products cater to diverse therapeutic areas such as cardiovascular (hemorheological), cardiovascular (anti-arrhythmic), vasodilator (anti-platelet), anti-psychotic and anti-depressants and analgesic (pain) for use across the domestic and global pharmaceutical market. The table below shows therapeutic area wise split of our revenue from operations and as a percentage of revenue from operations in the six months ended September 30, 2022 and September 30, 2021 and Fiscals 2022, Fiscal 2021 and Fiscal 2020.

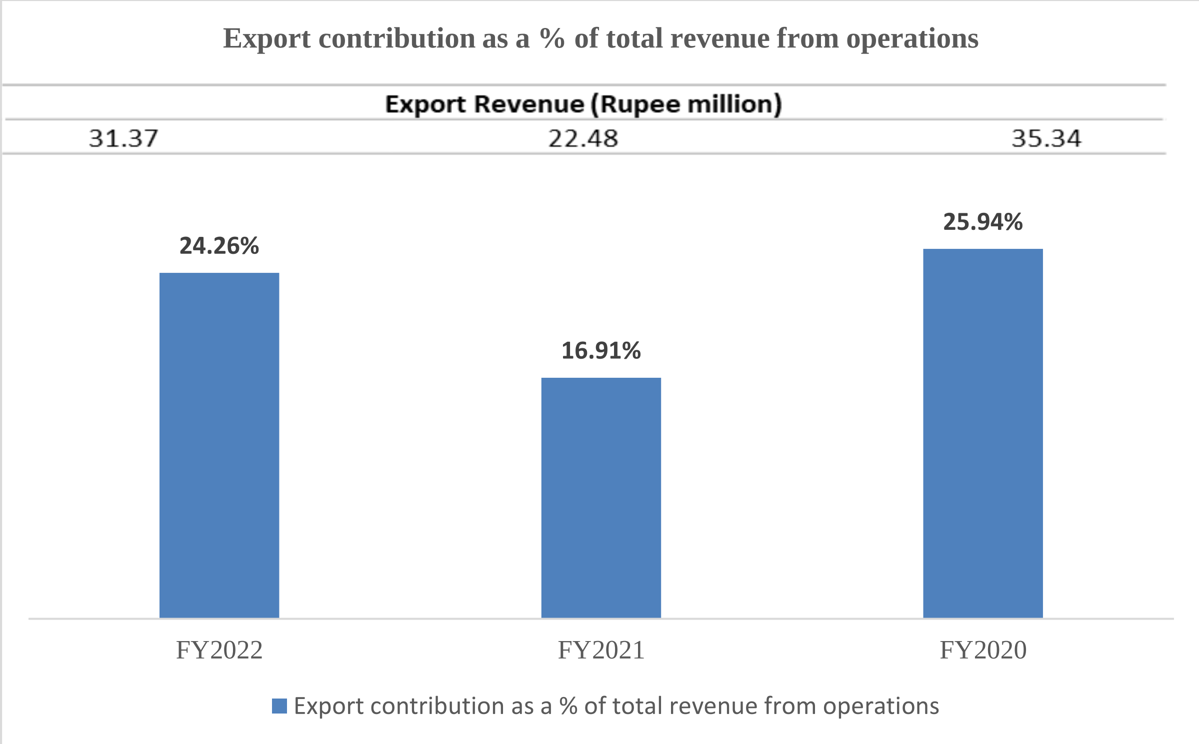
Therapeutic Segment	**APIs**	**Six months ended September 30, 2022**		**Six months ended September 30, 2021**		**Fiscal 2022**		**Fiscal 2021**		**Fiscal 2020**	
		₹ million	**% of total sale of products**	**₹ million**	**% of total sale of products**	**₹ million**	**% of total sale of products**	**₹ million**	**% of total sale of products**	**₹ million**	**% of total sale of products**
Cardiovascular (Anti-arrhythmic)	Amiodarone HCL	261.68	29.79%	130.14	18.68%	341.29	23.51%	189.83	14.35%	187.02	15.70%
Cardiovascular (Hemorrheologic)	Pentoxifylline	494.29	56.27%	295.67	42.44%	661.03	45.53%	661.81	50.02%	608.98	51.12%
CNS (Anti-depressant, Anti-psychotic, Anti-histaminic)	Trazodone, Paroxetine, Aripiprazole, Imipramine, Quetiapine Cetrizine, Tramadol	55.04	6.27%	206.62	29.66%	326.06	22.46%	392.63	29.68%	299.25	25.12%
Vasolidator (Antiplatelet)	Cilastazol	41.05	4.67%	21.45	3.08%	47.16	3.25%	23.86	1.80%	4.75	0.40%
Analgesic	Tramadol	-	0.00%	25.19	3.62%	40.37	2.78%	0.00	0.00%	38.60	3.24%
Others*		23.02	2.62%	17.57	2.52%	35.88	2.47%	54.87	4.15%	52.78	4.42%
Total		**878.45**	**100.00%**	**696.63**	**100.00%**	**1,451.80**	**100.00%**	**1,323.00**	**100.00%**	**1,191.38**	**100.00%**

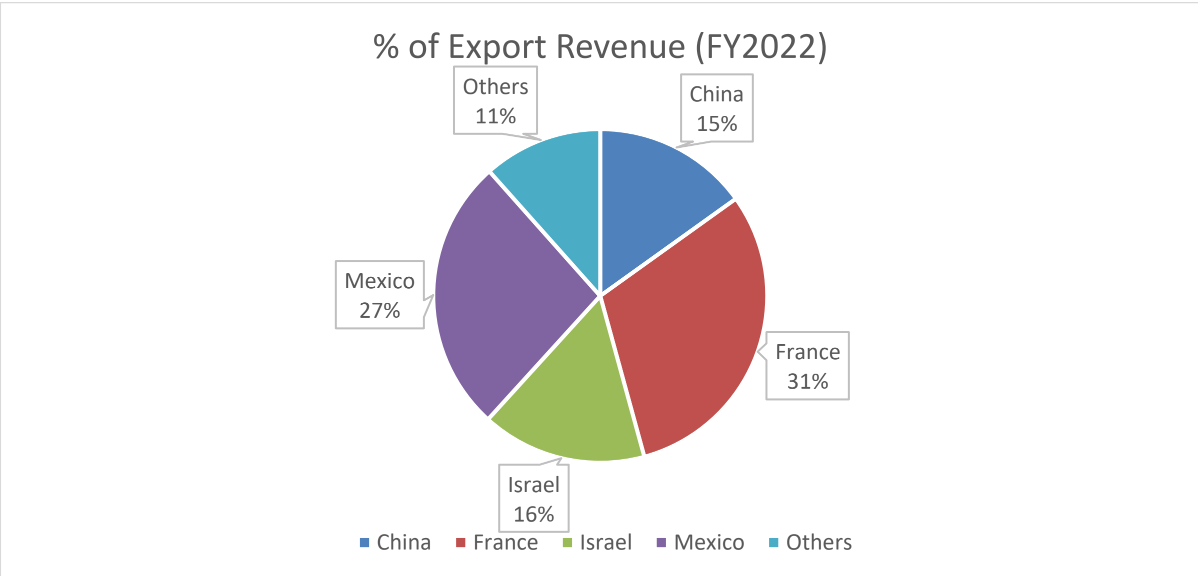
** Others includes Cardiovascular Anti-hypertensive (includes API Diltiazem) and Antihyperlipidemic (includes API Gemfibrozil).*

We believe that our strong and diversified product portfolio has positioned us as a long-standing supplier to our customers.

Diversified customer base with long standing relationships across multiple geographies

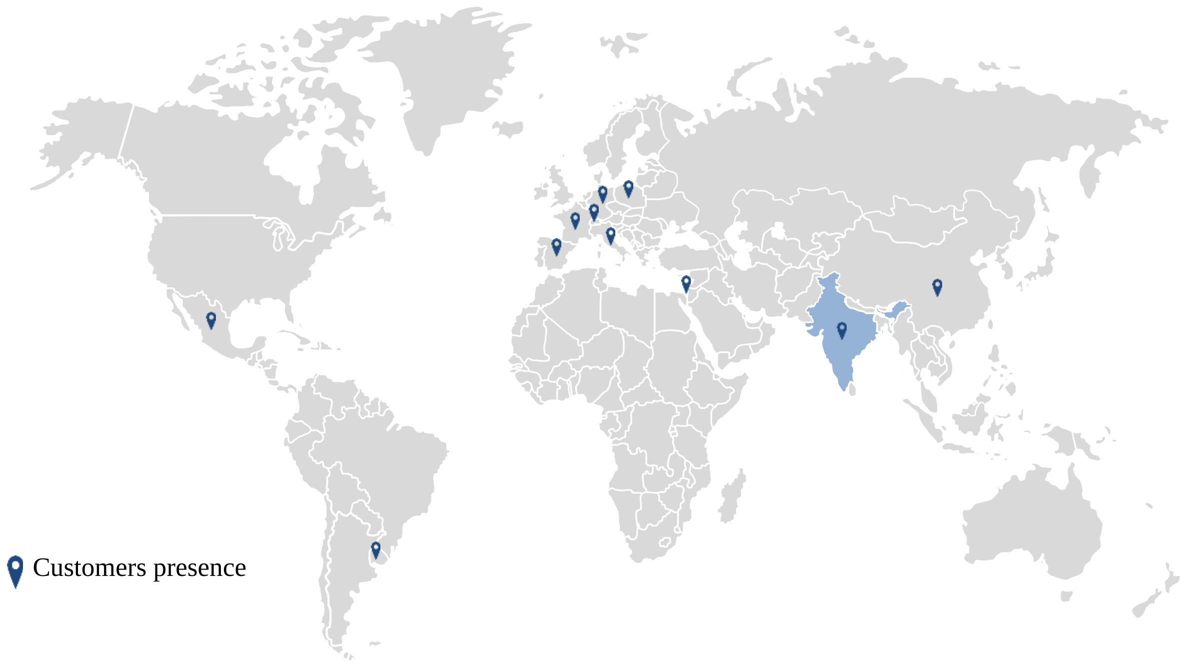
Our customers comprise of domestic and international pharmaceutical companies in Europe, China, Israel, North America and South America. In each of Fiscal 2022, Fiscal 2021, and Fiscal 2020, our revenue from sales outside India contributed 24.26%, 16.91% and 25.94%, respectively, of our total revenue from operations. Our revenues from sales outside India have grown at a CAGR of 6.13% between Fiscals 2020 and 2022.





As of January 31, 2023, we supply our products to more than 35 customers (including international customers) across 10 countries globally and have long standing relationships with some of our key customers. For example, 11 of our customers having been our customers since the past five years and 20 of our customers having been our customers since the past three years. Our top ten customers for Fiscal 2022 have been our customers for over three years and have contributed to 84.76% of our total revenue from operations. Some of our reputed customers include Piramal Pharma Limited, Zentiva Private Limited, SINBIOTIK, S.A. DE C.V. (Mexico), Shanghai Inspo Chemical Co. Ltd (China) and Supriya Lifesciences Limited. We believe that our ability to address varied and stringent client requirements over long periods enables us to obtain repeat business from clients as well as onboard new clients in an industry marked by high entry barriers.

We have been continuously focusing on diversifying our customer concentration across domestic as well as global pharmaceutical companies. Diversification of our customer base across the domestic and global markets allows us to limit our exposure to concentration risks and expand our business relationships. We believe that our focus on R&D, high regulatory standards, quality systems and continuous process improvement has positioned us as a long standing supplier to our existing customers and would also enable us to further diversify and expand our business relationships. With our Dahej Phase – I becoming operational, we believe that this would further help in diversification of our products and the geographies we cater to.



Research and development focused company, specialized in chemistries involving long chain multi-stage reactions

We are an R&D driven chemical manufacturing company focused on chemistries involving long chain multi-stage reactions. Our manufacturing process involves complex long chain multi-stage reactions to produce key advanced intermediates which are (N-2) to (N-1) in nature, where N is the final API. Some of our core chemistry competencies include Friedel-Crafts alkylation, Friedel-Crafts acylation, Electrophilic Bromination, Halogen addition reaction, Schotten-Baumann reaction, Hell-Volhard-Zelinsky reaction, Aminolysis reaction, Williamson ether synthesis, Mannich reaction, SN1 substitution reaction and SN2 substitution reaction.

We are focused on undertaking dedicated R&D in our existing product lines as well as in areas where we believe there is significant growth potential including Pharma Intermediates. This has helped us in cost optimization and development of more intermediates in the product chain. As a result of our R&D capabilities, we have filed three applications for grant of process patent of which two have been granted and published (both in respect of methyl-methyl-3,4-dihydro-2H-pyran-3carboxylate used in the manufacturing of Pentoxifylline, with end uses in the Cardiovascular therapeutic segment) in the Official Journal of the Patent Office in India as well as in the State Intellectual Property Office of the People’s Republic of China.

We invest in R&D activities to create a differentiating factor and sustainability vis-à- vis our competitors. In addition to our manufacturing facilities at Ankleshwar and Dahej, we have a dedicated in-house R&D facility located at GIDC, Makarpura, Vadodara. Our R&D Facility is spread over an aggregate area of 1,390.46 sq. mts. and is equipped with ADL infrastructure for developmental activities, freezing specifications and developing the method of analysis for finished products, in process intermediates, KSMs and raw materials.

Our R&D Facility acts as a key unit for research on processes and for performing synthesis from gram scale to kilograms for different chemistries. The products manufactured at Block – 1 of our Dahej Facility have been developed pursuant to our in-house R&D efforts. Our R&D Facility has a team of 19 people, spread over three teams working on (a) intermediates for off-patent drugs in the anti-psychotic therapeutic segment, (b) development of certain speciality chemicals, and (c) working on transitioning from lab scale to pilot plant to commercial scale production of the products developed by the other two teams. With a view to further strengthen our R&D capabilities, we recruit and appoint qualified personnel of varied experience and expertise at our R&D Facility with an objective to successfully implement our strategy of early identification of development and manufacturing opportunities.

High entry barriers due to complex manufacturing process, long customer approval cycles and strict compliance requirements

We manufacture and market Pharma Intermediates used for manufacturing of APIs in select therapeutic areas such as cardiovascular (hemorheological), cardiovascular (anti-arrhythmic), vasodilator (anti-platelet), anti-psychotic and anti-depressants and analgesic (pain), for use across the global pharmaceutical market. The Indian API industry has high entry barriers due to, among others: (a) long gestation period to be enlisted as a supplier to customers, particularly in US and European jurisdictions, due to strict compliance requirements, leading to a high regulatory gestation period; and (b) the involvement of complex chemistries in the manufacturing process, which we believe is difficult to commercialize on a large scale (*Source: F&S Report*). To adhere to strict compliance requirements of various regulatory authorities, Unit-1 of our Ankleshwar Facility has been inspected by the USFDA and we have received the EIR (no Form 438 issued) in 2022.

Further, for APIs manufactured by our customers, where our products are used, and where such use has been formally recognised in regulatory filings, any change in the vendor of the product may require significant time and cost for the customer resulting in a propensity amongst customers to continue with the same set of suppliers. Hence, customer acquisition involves a long gestation period. As a result of our near two decades of experience of working with domestic and multinational customers across jurisdictions, we believe that we are well positioned to capitalise on our experience and to obtain repeat orders from our customers. As of January 31, 2023, we supply our products to over 35 customers, out of which 11 of our customers have been associated with us since the past 5 years and 20 of our customers have been associated with us since the past three years.

Our manufacturing process involves complex long chain multi-stage reactions to produce key advanced intermediates which are (N-2) to (N-1) in nature, where N is the final API. Further, given the nature of the application of our products, our processes and products are subject to, and measured against, high quality standards and stringent impurity specifications of customers. We believe that we have, over the years, built strong relationships with our customers, who recognise our technical capabilities and timely deliveries and associate our Company with good and consistent quality products.

Moreover, handling and storage of some of the raw materials that we use such as Thionyl Chloride, Sodium Azide, Bromine, and Sodium Methoxide requires a high degree of technical skill and expertise, and operations involving such hazardous chemicals ought to be undertaken only by personnel who are well trained to handle such chemicals. The level of technical skill and expertise that is essential for handling some of the raw materials and intermediates can only be achieved over a period of time, creating a further barrier for new entrants. (*Source: F&S Report*)

Focus on quality, environment, health and safety

We believe that maintaining a high standard of regulatory compliance and quality systems for our products is critical to our brand and continued growth. Further, given the nature of the application of our products, our processes and products are subject to, and measured against, high quality standards and stringent impurity specifications of customers. Across our manufacturing facilities, we have put in place quality systems that cover all areas of our business processes from manufacturing, supply chain to product delivery to ensure consistent quality, efficacy and safety of products. Our products go through various quality checks at various stages including random sampling check and quality check internally. Some of our key customers have audited and approved our facilities and manufacturing processes in the past, which ensures that the our customers are able to confirm the continuance of quality of our facility and processes.

We currently operate two manufacturing facilities, Ankleshwar Facility and Dahej Phase - 1, with a combined volumetric reactor capacity of 334.10 KL. Our Ankleshwar manufacturing facility consists of four manufacturing blocks located at GIDC, Ankleshwar, Gujarat, spread over an aggregate land area of 10,470 sq. mtrs. with a volumetric reactor capacity of 225.30 KL. The management systems of our Ankleshwar Facility have been certified by the Bureau Veritas Certification Holding SAS UK Branch to be compliant with ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018 for manufacturing and dispatching of pharmaceutical intermediates and APIs. Unit – 1 of our Ankleshwar Facility has been inspected and approved by US FDA (EIR issued dated December 7, 2022) without any observations (no Form FDA-483 issued). Further, our Ankleshwar Facility has also been inspected and approved by Organisation for the Prohibition of Chemical Weapons ("**OPCW**") for production and sale of two chemicals classified under Schedule II of the Chemical Weapons Convention

Our employees are required to undergo training programs designed to update them on latest quality norms and standards periodically.

Our quality function monitors all stages of product development. Various in-process quality checks are performed to monitor product quality during manufacturing process. Final finished products are tested as per the predetermined quality specifications before release in the market. The manufactured product is subject to our quality control and testing functions, comprising different levels of testing to test the physical properties, purity and quality of the end products to ensure traceability and repeatability. In addition to our in-house quality testing of our products, we conduct periodic quality audits of our manufacturing units to verify and ascertain effective implementation of quality management systems. We have an equipped quality laboratory where the manufactured products are tested with respect to their application. All of our manufacturing facilities also have waste management and environment protection systems designed to comply with laws on environmental pollution.

In addition, we also have a dedicated quality control and assurance department and an Environment, Health and Safety ("**EHS**") department, with 27 and six employees, respectively, as of February 28, 2023. Our Ankleshwar Facility also has dedicated wastewater treatment and water recovery plant to aid in recovery of water from waste water generated, with Unit -1 having zero liquid discharge. We also have OHC facilities equipped with fire pumps and Personal Protective Equipments ("**PPEs**").

Strong sales and marketing capabilities

We believe we have a strong sales, marketing and distribution capabilities. Our marketing team utilizes a variety of sales and marketing techniques and programs to promote our products, including key pharmaceutical trade exhibitions such as CPHI and CHEMSPEC, advertising and other media. Our R&D efforts are based on a market research-based model wherein we focus on development of Pharma Intermediates either for molecules which are either off patent or under development including molecules which have been launched and approved by pharmaceutical regulators worldwide, including the US FDA. Once on-boarded with a customer, we also attempt to increase our portfolio of products offered to such customers, through joining of R&D initiatives.

Our Company services its domestic and its export customers through its dedicated marketing team in India, which is based out our Registered Office. As a result of our marketing and R&D efforts, we have received new product requirements from customers which we believe, shall help our Company remain relevant with respect to our reliability for servicing future product requirements.

Experienced leadership team with technocrat promoter and strong corporate governance

We are led by qualified and experienced Board of Directors, Key Managerial Personnel and Senior Management, who we believe have extensive knowledge and understanding of the global generic pharmaceutical business environment and have the expertise and vision to scale up our business. Most of our Executive Directors have been associated with our Company since incorporation.

Our Managing Director and Promoter, Snehal Ravjibhai Patel, holds a master's degree in business administration from Shivaji University, Kolhapur and has been associated with the Company since 2006. He is involved in R&D efforts, strategic business development and project implementation of our Company. Our Whole-time Director, Ravjibhai Dudhabhai Dudhat, holds a master's degree of science in chemistry from Saurashtra University, Bhavnagar and has been associated with the Company since incorporation and is involved in legal and compliance aspects, banking relations, amongst others. We believe that our senior management team has helped us in successfully implementing our development and operating strategies over the years. We believe that owing to the understanding of the industry trends, demands and market changes of our senior management team, we have been able to adapt and diversify our operating capabilities and take advantage of market opportunities since the incorporation of the Company.

Apart from the members on our Board, we believe that the knowledge and experience of our senior and middle-level management team members in the pharmaceutical business provides us with a significant competitive advantage as we seek to grow our business.

Strategies

Expand our business by capitalizing on industry opportunities on multiple fronts

The Global API market has increased from USD 160 Bn as of Fiscal 2018 to USD 209.8 Bn as of Fiscal 2022 at a CAGR of 7%. It is further expected to expand to USD 291.52 Bn by Fiscal 2027 growing at CAGR of 6.8% between Fiscal 2022 to Fiscal 2027 due to an increased focus on developing geographies. (*Source: F&S Report*). The APAC API industry is majorly involved in manufacturing of API which is consumed domestically and even exported to developed nations on a large scale. (*Source: F&S Report*). The most attractive markets for API manufacturers to export their products are the US and Europe partly because they are the most lucrative markets. (*Source: F&S Report*). Globally on API manufacturing front, it is estimated that Chinese manufacturers make around 40% of all APIs used worldwide and that China and India are the source of 75% to 80% of the APIs imported to the US (Fiscal 2022). (*Source: F&S Report*).

The Indian pharmaceutical industry is the world's third largest in terms of volume and fourteenth largest in terms of value in Fiscal 2022. (*Source: F&S Report*). The Indian API market has increased from USD 8.8 billion as of Fiscal 2018 to USD 13.1 Bn as of Fiscal 2022 at a CAGR of 10.4%. It is further expected to expand to USD 21.4 Bn by Fiscal 2027 growing at CAGR of 10.3% between Fiscal 2022 to Fiscal 2027. (*Source: F&S Report*). By raising production yields, changing production processes and increasing sales in international markets, API manufacturers in India are making efforts to improve their marketing ability in the regulated markets. (*Source: F&S Report*). More than 30% of the APIs manufactured in India are exported to countries such as US, UK, Japan, etc. (2021). (*Source: F&S Report*).

Due to the opportunities present in the market for APIs, we intend to expand our existing business through the following broad means:

Expansion of portfolio of intermediates: We seek to expand our business from the Ankleshwar Facility by introducing new products and increasing our market share in existing products. We intend to focus on intermediates with higher price realization as well as products which require US FDA approved facility. Our recently commissioned Dahej Phase – 1 would not just act as a backward integration for supply of Pharma Intermediates to our Ankleshwar Facility but also allow us to manufacture a variety of pharma intermediates and specialty chemicals which, besides pharmaceutical application, also find use in agrochemicals and electronic chemicals industries. Dahej Phase – 2 is proposed to be used for the manufacturing of xanthene derivatives as well as a few other intermediates and the KSMs for APIs in the anti-depressant and anti-psychotic therapeutic segments. These efforts would help us to increase our product offerings and tap newer customers and markets.

Expansion into newer geographies: We intend to increase product offerings and onboarding newer customers through entering newer geographies and expanding focus in geographies where we are already present by having dedicated sales and marketing teams whose primary focus will be on business development in international markets and in certain focus geographies, such as North America, South America and Europe. Our focus also will be to increase the number of stock points that we have globally and strengthen our sales team in India, North America, South America and Europe to ensure that we are able to deliver products to our customers in a timely manner. In addition, equipped with our US FDA approved facility for 6-Chloro-Hexan-2-One, we can develop Pharma Intermediates and work with pharmaceutical companies who seek US FDA compliant manufacturing facilities as a part of their supply chain, enabling us to enter new geographies.

Increase cross selling of product portfolio to existing customers: Our Company supplies advanced pharmaceutical intermediates used for manufacturing of APIs to over 35 customers in India and 10 countries overseas and has established itself as a long standing supplier of advanced pharmaceutical intermediates used for manufacturing of APIs, globally. For example, 11 of our customers have been customers since the past five years and 20 of our customers have been customers since the past three years. We intend on leveraging our relationships which we have cultivated over a period of time to increase the basket of products that we sell to existing customers.

Further, once on-boarded with our customer and our facilities are approved by them, we also attempt to increase our portfolio of products offered to such customers, In addition, we intend to continue to leverage our existing sales and marketing network, diversified product portfolio and our industry standing to establish relationships with new multinational, regional and local customers.

Expansion of existing capacities: We have, and continue to, expand our business through organic growth to increase our production capacities and product portfolio, which we believe significantly increases our production capabilities. Consistent with past practice, we will look to add capacity in a phased manner to ensure that we utilize our capacity at optimal levels. We aim to strengthen our manufacturing capability and achieve better economies of scale by organic growth. As on March 31, 2022, the volumetric reactor capacity of our Manufacturing Facility at Ankleshwar was 225.30 KL. With Block -1 of our Dahej Facility commissioned in Fiscal 2023 we added 108.80 KL of volumetric reactor capacity. Hence, our total volumetric reactor capacity is 334.10 KL as on date. Further, with the proposed expansion (Dahej Phase - 2), we plan to add 442 KL of additional reactor capacity that would enhance our total volumetric reactor capacity at Dahej to 550.80 KL, and including both the facility it will be 776.10 KL. For further details, see "*Objects of the Offer*" on page 102. We believe that our Company is well positioned to consolidate its existing capacity to capitalise upon future growth that is envisaged.

Continue focus on R&D initiatives: Strategic investments in R&D has been critical to our success and a differentiating factor vis-à-vis our competitors in becoming one of the key suppliers of pharmaceutical intermediates for API in both domestic and global markets. We believe that our focus on R&D and continuous process improvement has positioned us as a long standing supplier to certain customers. Over the years, owing to development strategy, capital investments and focus on innovation, we have established ourselves as a long standing supplier to various pharmaceutical companies.

We intend to continue to add new core chemistry and technology competencies, which will lead to additional product line developments. We remain committed to the diversification of our product portfolio and with the commissioning of Dahej Phase – 1 will be venturing into the bromine derivatives market, which as per the F&S Report is expected to grow at a CAGR of approximately 4.20% between Fiscal 2022 and Fiscal 2027. Further, in Phase 2, with our R&D initiatives, we intend to develop our Xanthene chemistry portfolio the market for which is expected to grow at CAGR of 4.50% between Fiscal 2022 and Fiscal 2027.

We currently have an R&D Facility with a team of over 19 people across three teams working on (a) intermediates for off-patent drugs in the anti-psychotic therapeutic segment, (b) development of certain speciality chemicals, and (c) working on transitioning from lab scale to pilot plant to commercial scale production of the products developed by the other two teams. We plan to further strengthen our R&D capabilities by focussing with dedicated teams on specialty chemicals and Pharma Intermediates and KSM businesses. This will help us to explore more products in the value chain of chemistries to be used in speciality chemicals end use industries such as electronic chemicals and semiconductors and also add new therapeutic areas to our Pharma Intermediates and KSM business like oncology and peptides. We further intend to expand our R&D capabilities through the creation of a new R&D centre.

As per the F&S Report, the Government of India proposition to support local manufacturing of many possible raw materials and intermediates especially in the pharmaceutical space will enhance the growth in domestic market and reduce imports, especially from China. With a shift in investments from regulated markets like Europe to developing countries like India, domestic production is expected to increase, reducing dependency on imports encouraging the current trend of exports of intermediates to grow substantially. (*Source: F&S Report*). With many global end users looking for alternative to China, India stands as an immediate alternate due to its significant years of experience in handling global regulatory requirements, strong process know how, strength in R&D and low cost. (*Source: F&S Report*). India has availability of well-trained chemists and R&D scientists to support the ever-evolving pharmaceuticals industry (*Source: F&S Report*).

Optimize utilization of recently commissioned Dahej Phase – 1 facility and draw benefits of backward integration

In order to cater to the growing demands from our existing customers and meet requirements of new customers, we seek to maximize the capacity utilization at the new manufacturing facility at Dahej Block 1 to support our growth initiatives. To this effect, in March 2023 we commenced operations at a new manufacturing block at Dahej, Gujarat. The new facility, Dahej Block – 1, will not only serve as a backward integration to service our captive requirements for our Ankleshwar Facility but will also allow us to manufacture a variety of Pharma Intermediates and specialty chemicals which, besides pharmaceutical application, also find use in agrochemicals and electronic cleaning industries.

Some of the brominated derivatives to be produced in Block-1 are key raw materials for our Ankleshwar Facility, which are currently being imported. With the commissioning of Dahej Block – 1, we expect to derive benefits of backward integration for our existing product portfolio. Development of backward integration capabilities for key raw materials is expected to allow us to minimise reliance on third party vendors, in turn minimising supply failure risk and generate greater negotiating power over our suppliers Remaining products manufactured at Phase 1 and sold to external customers, include pharma intermediates for Levetiracetam, Citalopram, Valproic Acid / Sodium Valproate, Fenofibrate) as well as, speciality chemicals, bromobenzene and NPBR.

Focus on maximizing our presence across multiple chemistry value chains

We continue to seek to enhance our product portfolio to cover higher value products, and to cover different products along a multi-chain reaction process, with a view towards maximising benefits from products in a long form reaction.

For example, having commenced our presence in Pharma Intermediates for Amiodarone HCL, with 2-N-Butyl Benzofuran we have subsequently commenced manufacture of each Pharma Intermediate in the Amiodarone HCL value chain and have established largest chain through backward integration from its KSM MBH, to n-3, n-2 and n-1 intermediate (*Source: F&S Report*). As per the F&S Report, we are a one stop shop for all required intermediates of Amiodarone HCL, including being the only supplier in India for 2-N-Butyl-3-(3,5-Diiodo-4-Hydroxy Benzoyl) Benzofuran and associated sub products with a market share of 20% in Fiscal 2022. Further, in Fiscal 2022, we also held 13% of global market for 2-Di Ethyl Amino Ethyl Chloride Hydrochloride (*Source: F&S Report*).

Our market share in the various intermediates of Amiodarone HCL are as follows:

Stage	Intermediate	Global market – MT (2022)	Other uses if any	Market share of global market of our Company as per F&S Report
Step 1: Intermediate 1.1	Methyl -2-bromohexanoate (MBH)	Not Traded, mainly used in-house. ~ 100 - 150 MT	Benzofuran intermediates	NA- Raw material
Step 2: Intermediate 1.2	2-N-Butyl Benzofuran	25-30 MT	Dronedarone	5-6%
Step 3: Intermediate 1.3	2-N-Butyl 3-(4-Hydroxybenzoyl) Benzofurane	75-80 MT	None	15-20%
Final: Intermediate (N-1)	2-N-Butyl-3-(3,5-Diiodo-4-Hydroxy Benzoyl)Benzofuran	~150 MT	None	20%
Final: Intermediate (N-1)	2-Di Ethyl Amino Ethyl Chloride Hydrochloride	~200 MT	Trilorone dihydrochloride	13%

Source: F&S Report

Having established our presence across the value chain of Amiodarone HCL, an antiarrhythmic cardiovascular medication used to treat and prevent several cardiac dysrhythmias, we intend to replicate processes for other Pharma Intermediates and KSMs.

Continue to bring cost efficiency and improving productivity in the manufacturing process

We continuously strive to keep our manufacturing capabilities, facilities and machinery current and updated with the latest international standards. Further, we intend to position ourselves as a leading market player in our product verticals, both domestically and internationally by adopting the latest technological changes and be responsive to the constant technological upgradations and emerging standards to ensure cost efficiency and environmentally friendly processes in our business operations.

We leverage our process development, process engineering and synthesis capabilities to keep up with industry specific and product based improvements in order to meet our customer requirements. As a result of our such capabilities, we have one process patent granted in respect of methyl-methyl-3,4-dihydro-2H-pyran-3carboxylate which is used in the manufacturing of Pentoxifylline, with end uses in the cardiovascular therapeutic segment, which have been published in the Official Journal of the Patent Office in India as well as in China and one additional process patent application filed in India in December 2020 for a Pharma Intermediate used in the manufacturing of a Cardiovascular API.

Sourcing of raw materials also plays an important part in ensuring competitiveness, price flexibility and profitability. We have historically sourced raw materials from multiple vendors in India, China, Europe and Japan and continue to diversify our procurement base. Two key products, BCP & MBH, to be manufactured in Block – 1 are key raw materials for our Ankleshwar facility, are currently being imported. With the commissioning of Block – 1, we expect to derive benefits of backward integration for our existing product portfolio. Development of backward integration capabilities for key raw materials is expected to allow us to minimise reliance on third party vendors, in turn minimising supply failure risk, generate greater negotiating power over our suppliers and increase margins.

Description of our business

Pharmaceutical Intermediates

We are one of the leading manufacturers of advanced intermediates for certain key APIs, including but not restricted to Pentoxifylline, Amiodarone HCL, Cilostazol, Trazodone, Tramadol and Paroxetine. (*Source: F&S Report*) We have developed and commercialised over 50 Pharma Intermediates for APIs across 11 therapeutic areas since inception, with a strong focus on R&D across select therapeutic areas such as cardiovascular (hemorheological), cardiovascular (anti-arrhythmic), vasodilator (anti-platelet), anti-psychotic and anti-depressants and analgesic (pain), for use across the domestic and global pharmaceutical market.

Specialty chemicals

By way of our recently commissioned Block – 1 at our Dahej Facility, we have expanded our existing portfolio of products to include capabilities to manufacture bromine derivatives and specialty chemicals, such as bromobenzene and NPBR which are used in the manufacture of existing as well as newer APIs and in agrochemicals and electronic cleaning industries *(Source: F&S Report).*

With the commissioning of Block – 1, we will be the first producer of BCP in India with a multi-product plant with a capacity of 9,408 MTPA (MPP) (*Source: F&S Report*). NPBR imports have considerably increased from ~ 1800 MT in FY2018 to ~ 3000 MT in FY2022. Exports from India have also seen a similar trend from exports increasing from ~ 150 MT in FY2018 to ~ 1350 MT in FY2022, key export destination has been China. With growing demand for the product, import substitution of the product offers high potential and so is the export market. (*Source: F&S Report*).

Bromobenzene quantity exported by India in FY2022 was in the range of ~6,000 MT. China was the largest importing country of Bromobenzene in FY2022. Imports of Bromobenzene to India were negligible. (*Source: F&S Report*). The growing demand for the products offers high potential for the export market. BCP has been an imported product with negligible exports from India. (*Source: F&S Report*) However, the domestic demand is on the rise and is expected to reach 3,402 MT by FY2027 growing at a CAGR of ~5.9% during the forecast period FY2022-27. (*Source: F&S Report*).

Our products

Utilising a strategy of early identification of molecules for development and supply, we have developed and commercialized over 50 Pharma Intermediates for APIs across 11 key therapeutic areas such as cardiovascular (hemorheological), cardiovascular (anti-arrhythmic), vasodilator (anti-platelet), anti-psychotic and anti-depressants and analgesic (pain). Our core chemistry competencies include Friedel-Crafts alkylation, Friedel-Crafts acylation, Electrophilic Bromination, Halogen addition reaction, Schotten-Baumann reaction, Hell-Volhard-Zelinsky reaction, Aminolysis reaction, Williamson ether synthesis, Mannich reaction, SN1 substitution reaction and SN2 substitution reaction.

Key products manufactured by our Company are:

Pharma Intermediate / KSM	API	Therapeutic area
6-Chloro Hexane-2-One	Pentoxifylline	Cardiovascular (Hemorheological)
2-N-Butyl Benzofuran	Amiodarone HCL	Cardiovascular (Anti-arrhythmic)
2-Di Ethyl Amino Ethyl Chloride Hydrochloride		
2-N-Butyl-3-(3,5-Di Iodo-4-Hydroxy Benzoyl) Benzofuran		
2-N-Butyl 3-(4-Hydroxybenzoyl) Benzofuran		
6-Hydroxy 3, 4-Di Hydro Quinoline -2(1H)-One	Cilostazol	Vasodilator (Antiplatelet)
5-(4-Chlorobutyl)-1-Cyclohexyl-1H-Tetrazole		
3-Di Methyl Amino Propyl Chloride Hydrochloride 65% Solution	Citalopram, Imipramine	CNS (Anti-depressant)
Methyl-N-Methylamido Malonate	Paroxetine	CNS (Anti-depressant)
2- Di Methyl Amino Methyl Cyclohexanone Hydrochloride	Tramadol	Analgesic
Bis (2-Chloro Ethyl) Amine Hydrochloride	Trazodone	CNS (Anti-depressant, Anti-psychotic)
1-(3-Chlorophenyl)-4-(3-Chloropropyl) Piperazine Hydrochloride		
[1,2,4] Triazolo [4,3-A] Pyridin-3(2H)-One		
1,2,4-Triazolo-(4,3-A) Pyridine-3(2H)-One Sodium Salt		
1-(3-Chlorophenyl) Piperazine Hydrochloride		
1-(3-Chlorophenyl) piperazine		

Break-up of revenue from Pharma Intermediates – basis end-use API

Intermediates for following APIs	Six months ended September 30, 2022		Six months ended September 30, 2021		Fiscal 2022		Fiscal 2021		Fiscal 2020	
	₹ million	% of total sale of products	₹ million	% of total sale of products	₹ million	% of total sale of products	₹ million	% of total sale of products	₹ million	% of total sale of products
Pentoxifylline	494.29	56.27%	295.67	42.44%	661.03	45.53%	661.81	50.02%	608.98	51.12%
Amiodarone HCL	261.68	29.79%	130.14	18.68%	341.29	23.51%	189.83	14.35%	187.02	15.70%
Cilastazol	41.05	4.67%	21.45	3.08%	47.16	3.25%	23.86	1.80%	4.75	0.40%
Trazodone, Nefazodone, Etoperidone	28.97	3.30%	147.49	21.17%	217.18	14.96%	303.91	22.97%	266.50	22.37%
Imipramine	23.19	2.64%	17.29	2.48%	30.96	2.13%	15.90	1.20%	12.82	1.08%
Quetiapine Cetrizine	1.94	0.22%	7.12	1.02%	9.06	0.62%	14.57	1.10%	18.91	1.59%
Paroxetine	-	0.00%	30.44	4.37%	62.82	4.33%	55.08	4.16%	-	0.00%
Tramadol	-	0.00%	25.19	3.62%	40.37	2.78%	0.00	0.00%	38.60	3.24%
Aripiprazole	0.95	0.11%	4.29	0.62%	6.04	0.42%	3.17	0.24%	1.03	0.09%
Others*	26.38	3.00%	17.57	2.52%	35.88	2.47%	54.87	4.15%	55.78	4.43%
Total Sales	**878.45**	**100.00%**	**696.63**	**100.00%**	**1,451.80**	**100.00%**	**1,323.00**	**100.00%**	**1,194.38**	**100.00%**

** Others includes Antihistamines, Cetrizine Hydrochloride, Diltiazem, Gemfibrozil.*

Some of the APIs for which we supply Pharma Intermediates are:

API	Brief description (*Source: F&S Report*)
Pentoxifylline	Pentoxifylline belongs to a class of drugs known as hemorheological agents. It works by helping blood flow more easily through narrowed arteries. It is also known as oxpentifylline and is a xanthine derivative. It is mainly used in medicine to reduce pain, cramping, numbness, or weakness in the arms or legs which occurs due to peripheral artery diseases. In veterinary application it is used in dogs to improve microcirculation and, as a consequence, diminish inflammation and enhance healing of many kinds of skin lesion. Pentoxifylline is used to treat endotoxemia, laminitis, and navicular disease in horses. The product is generic and is sold under many brand names. The global market for the API was estimated to be around ~450-460 MT in FY2022. The market was valued at USD 25-27 Mn based on an average yearly price of USD 59/kg in FY2022. The prices thereafter has increased by over 24% to reach around USD 72/kg in October 2022. The increase in prices have been attributed to the increase in the key raw material prices. The market is forecast to reach around USD 45-50 Mn by FY2027. The market volume of Pentoxifylline is expected to grow at a rate of ~ 6.0% till FY 2027.
Amiodarone HCL	Amiodarone HCL is an antiarrhythmic cardiovascular medication used to treat and prevent several cardiac dysrhythmias. This includes ventricular tachycardia, ventricular fibrillation, and wide complex tachycardia, as well as atrial fibrillation and paroxysmal supraventricular tachycardia. The product is generic and sold under many brand names. The global market for the API was estimated to be around ~ 325 MT in FY2022. The market was valued at USD 50-55 Mn based on an average yearly price of USD 165/kg. The prices have been stable over the year and is at USD 162/kg as of October 2022. The forecast value by FY2027 is ~ USD 70-72Mn.

	The market volume of Amiodarone HCL is expected to grow at a rate of ~ 5.5% till FY 2027.
Trazodone	Trazodone is an antidepressant that belongs to a group of drugs called serotonin receptor antagonists and reuptake inhibitors ("**SARIs**"). It is used to treat major depressive disorder, anxiety disorders, and difficulties with sleep. The product is generic and sold under many brand names. The global market for the API was estimated to be around ~ 355 MT in FY2022. The market was valued at USD 48-49 Mn based on an average yearly price of USD 135-138/kg in FY2022. The prices have been stable over the year and is at USD 135/kg as of October 2022. The demand is expected to reach USD 62-65 Mn by FY2027. The market volume of Trazodone is expected to grow at a rate of ~ 5.3% till FY 2027.
Cilostazol	Cilostazol is an antiplatelet drug and a vasodilator. It is a medication used to help the symptoms of intermittent claudication in peripheral vascular disease. The product is generic and sold under many brand names. The global market for the API was estimated to be around ~ 155 MT in FY2022. The market was valued at USD 35-40 Mn based on an average yearly price of USD 240/kg. The prices have been stable over the year and is at USD 242/kg as of October 2022. The market value is expected to reach USD 50-55 Mn by FY2027. The market volume of Cilostazol is expected to grow at a rate of ~ 7.3% till FY2027.

Our customers

Our customers comprise of domestic and international pharmaceutical companies which in turn cater to the Europe, China, Israel, North America and South America. As of January 31, 2023, in addition to India, we export our products to 10 countries. Some of our reputed customers include Piramal Pharma Limited, Zentiva Private Limited, SINBIOTIK, S.A. DE C.V. (Mexico), Shanghai Inspo Chemical Co. Ltd (China) and Supriya Lifesciences Limited.

In Fiscals 2022, 2021 and 2020 and the six months ended September 30, 2022 and September 30, 2021, our revenue from exports sales contributed 24.26%, 16.91%, 25.94%, 6.00% and 21.64%, respectively of our revenue from operations. Specifically, we cater extensively to the large geographies of Europe, China, Israel, North America and South America, which contributed to 10.38%, 3.77%, 4.00%, 6.68% and 0.18% respectively, of our total revenue from exports for Fiscal 2022.

Geographic split of revenue from operations

Below is the geographic split of our revenue from operations and as a percentage of revenue from operations for each of the Fiscals 2022, 2021 and 2020 and the six months ended September 30, 2022 and September 30, 2021:

Geography	September 30, 2022		September 30, 2021		Fiscal 2022		Fiscal 2021		Fiscal 2020	
	₹ million	% of revenue from operations	₹ million	% of revenue from operations	₹ million	% of revenue from operations	₹ million	% of revenue from operations	₹ million	% of revenue from operations
Domestic sales	826.35	94.00%	547.28	78.36%	1,103.04	75.74%	1,104.65	83.09%	895.53	74.06%
Export sales	52.77	6.00%	151.13	21.64%	353.38	24.26%	224.84	16.91%	313.73	25.94%

Revenues earned by the Company from its top five customers

Type	Customer	% contribution of top 5 customers to revenue from operations
Fiscal 2022		
Domestic	Customer A	16.33%
Domestic	Customer B	15.19%

Type	Customer	% contribution of top 5 customers to revenue from operations
Domestic	Piramal Pharma Limited	12.44%
Domestic	Zentiva Private Limited	10.16%
International	Customer E	7.66%
Total		**61.78%**
Fiscal 2021		
Domestic	Customer A	25.79%
Domestic	Customer F	12.56%
Domestic	Piramal Pharma Limited	12.15%
Domestic	Zentiva Private Limited	6.13%
International	Sinbiotik, S.A. De C.V.	4.29%
Total		**60.90%**
Fiscal 2020		
Domestic	Customer F	22.79%
Domestic	Customer A	21.66%
Domestic	Customer H	15.19%
International	Customer I	7.36%
International	Customer J	5.82%
Total		**72.82%**
Six months ended September 30, 2022		
Domestic	Customer A	32.07%
Domestic	Customer B	27.52%
Domestic	Zentiva Private Limited	13.61%
Domestic	Customer J	4.74%
International	Customer E	4.06%
Total		**82.00%**
Six months ended September 30, 2021		
Domestic	Piramal Pharma Limited	21.27%
Domestic	Customer B	12.99%
Domestic	Customer A	10.48%
Domestic	Zentiva Private Limited	9.55%
International	SINBIOTIK, S.A. DE C.V.	7.76%
Total		**62.05%**

Manufacturing facilities

Ankleshwar Facility

Our Ankleshwar Facility

Our Ankleshwar Facility, located over 10,470 sq. mts., is equipped with four manufacturing blocks (Unit – 1, Plant A, Plant B and Plant C) with a combined reactor capacity of 225.30 KL. Unit – 1 is dedicated for manufacturing of Pentoxifylline intermediates in accordance with our patented process. Unit-1 has 89.4 KL reactor capacity and is equipped with process chemistry like alkylation and addition. Plant A and Plant B are set up for multi-product manufacturing facility for manufacturing advanced chemicals and intermediates. Plant A & B has 98.70 KL reactor capacity. Plant A is equipped with various process chemistry like Schotten-Baumann reaction, Hell-Volhard-Zelinsky reaction, Friedel-Crafts alkylation, Friedel-Crafts acylation, Ugi Amidation reaction, Electrophilic Bromination, Halogen addition reaction, Aminolysis reaction, electrophilic halogenation, and Williamson ether synthesis and (b) Plant B is equipped with various process chemistry like Mannich reaction, SN2 substitution reaction, Darzens halogenation, Doebner-Miller reaction, Schmidt reaction, Quinoline ring formation , Vilsmeier-Haack reaction, Oxidation reaction and Einhorn-Brunner reaction.

Plant C is dedicated for manufacturing of advance pharmaceutical intermediates of Amiodarone HCL. Plant C has 37.2 KL reactor capacity with various process chemistry like electrophilic addition, acidic cleavage of ethers.

Further, Unit – 1 of our Ankleshwar manufacturing facility has been inspected and approved by US FDA (EIR issued dated December 7, 2022) without any observations (no Form FDA-483 issued).

Our production processes at Ankleshwar Facility follow cGMP practices.

Production Stream	**Reactor Capacity**	**Installed Capacity**	**Six months ended September 30, 2022#**		**Fiscal 2022**		**Fiscal 2021**		**Fiscal 2020**	
	(KL)	**(MTPA)**	**Actual Production (MT)**	**Utilization %**	**Actual Production (MT)**	**Utilization %**	**Actual Production (MT)**	**Utilization %**	**Actual Production (MT)**	**Utilization %**
Ankleshwar Facility										
Plot I										
Plant A*	98.70	400.00	100.10	50.05%	364.90	91.23%	352.70	88.18%	362.88	90.72%
Plant B*										
Plant C**	37.20	87.00	33.91	77.95%	43.02	49.44%	19.63	22.56%	-	-
Plot II										
Unit-1	89.40	396.00	175.50	88.64%	294.99	74.49%	374.51	94.57%	382.65	96.63%
Total	225.30	883.00	309.51	70.10%	702.91	79.60%	746.84	84.58%	745.53	93.66%

As certified by the Chartered Engineer vide certificate dated March 27, 2023.
**Plant A & B are multiproduct plants (MPPs) and their installed and actual annual capacities are calculated on a combined basis based on certain product mix assumption. It may change if product mix varies.*
*** Plant C of the Ankleshwar Facility was commissioned in November, 2020, and capacity utilization (%) has not been calculated on an annualized basis for Fiscal 2021*
 # Calculated on annualized basis

All four manufacturing blocks are equipped with wide range of equipment like glass line reactors, stainless steel reactors, glass and SS Agitated Nutsch Filter Dryer operating in a controlled environment. The four manufacturing blocks at Ankleshwar Facility are supported by various ancillary infrastructure including powder processing facility, Quality Control Laboratory and Process Development laboratory. The powder processing facility which serves as a product drying area is equipped with Rotocone vacuum dryers, Tray dryers, Blender and Multimill. In addition, we also have a dedicated quality control and assurance department and an Environment, Health and Safety ("**EHS**") department, with 27 and six employees, respectively, as of February 28, 2023. Our quality control laboratory facility is authorized for performing testing and analysis of raw material, intermediate products and finished products as well as holding study. Our quality control laboratory is equipped with advanced analysis techniques and instruments like HPLC, Gas chromatography, UV spectrometer, IR spectrometer, Conductivity meter, pH Meter, KF apparatus and TLC chambers. Specification and testing methods are fully validated and in laboratory following good laboratory practices (GLP). Our quality control and assurance department is tasked to effectively maintain Quality Management System at our Ankleshwar Facility to meet cGMP requirement and to ensure and maintain product quality and consistency throughout product life cycle while meeting customer and regulatory standards. Our quality control and assurance department provides support to fulfil regulatory requirements of our customers against product supply through availability of technical packages and drug master file ("**DMF**"). Unit -1 also has a dedicated raw material warehouse, finished goods warehouse, packing area and separate utility with zero liquid discharge. We also have OHC facilities with fire pumps and PPEs.

Dahej Facility

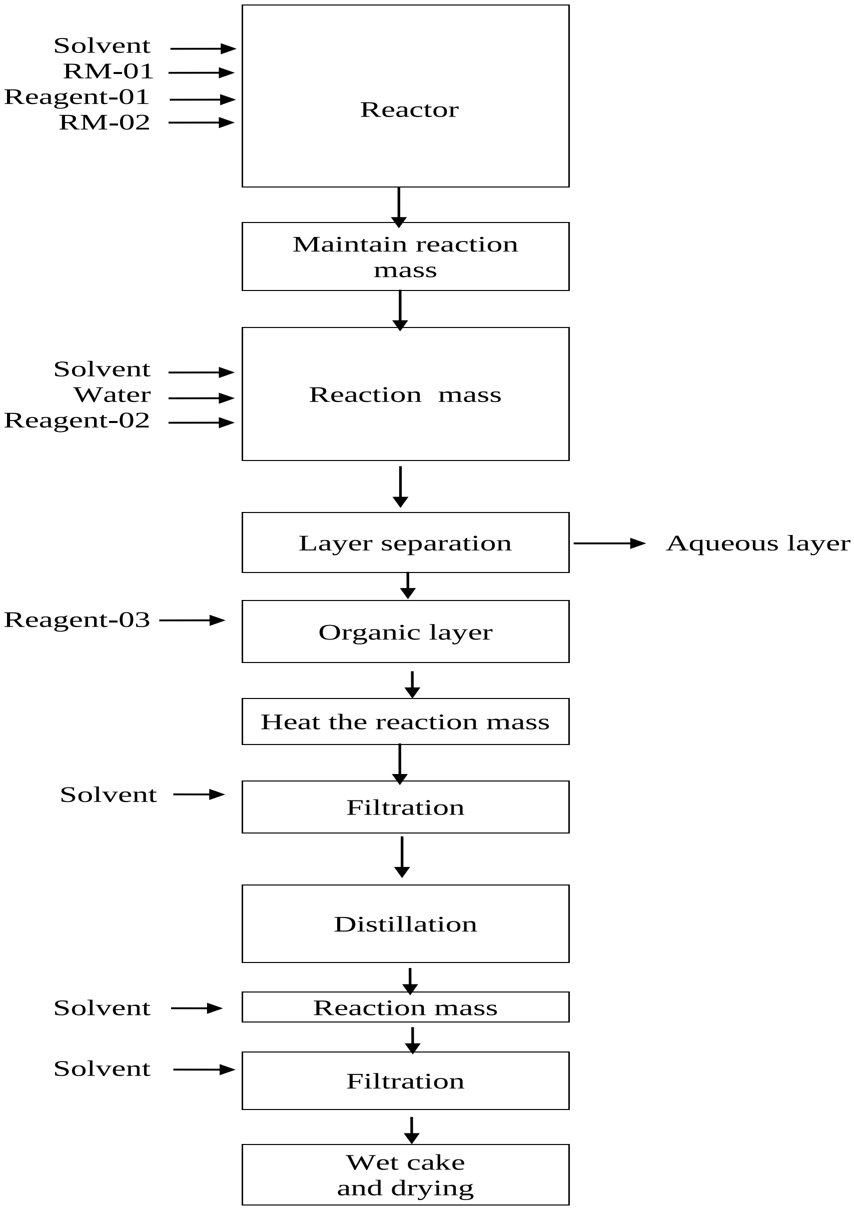
Dahej Facility is spread over 63,021 sq. mts. of land. Dahej Phase – 1 has been commissioned in March 2023 with a volumetric reactor capacity of 108.80KL. Post completion of Dahej Phase – 1, 35,637 sq. mts. of land is still available for further development which can be used for setting up further manufacturing blocks similar to Block – 1. With the commissioning of Block – 1, our total reactor capacity has increased to 334.10 KL (including the Ankleshwar Facility).

The new facility Dahej Block – 1, will not only serve as a backward integration to our Ankleshwar Facility but also allow us to manufacture a variety of Pharma Intermediates and specialty chemicals which, besides pharmaceutical application, also find use in agrochemicals and electronic cleaning industries. Some of the brominated derivatives to be produced in Block-1 are key raw materials for our Ankleshwar Facility, which are currently being imported. With the commissioning of Block – 1, we expect to derive benefits of backward integration for our existing product portfolio. Development of backward integration capabilities for key raw materials is expected to allow us to minimise reliance on third party vendors, in turn minimising supply failure risk and generate greater negotiating power over our suppliers Remaining products manufactured at Phase 1 and sold to external customers, include pharma intermediates for Levetiracetam, Citalopram, Valproic Acid / Sodium Valproate, Fenofibrate) as well as, speciality chemicals, bromobenzene and NPBR.

We are in the process of planning Phase – 2 of Dahej Facility (the "**Dahej Phase – 2**"), within our Dahej Facility. Dahej Phase – 2 is proposed to be used for the manufacturing of xanthene derivatives as well as a few other intermediates and the KSMs for APIs in the anti-depressant and anti-psychotic therapeutic segments.

Manufacturing process

Ankleshwar Facility Unit-1



Reaction process

The various chemistries possible at Unit-1 of our Ankleshwar Facility are below:

Block	Reaction
Unit-1	1. Claisen condensation 2. Electrophilic chlorination

Ankleshwar Facility Plant A and B

The various chemistries possible at Plant A and Plant B of our Ankleshwar Facility are below:

Block	Reaction
Plant A	1. Friedel-Crafts alkylation 2. Friedel-Crafts acylation 3. Electrophilic Bromination 4. Halogen addition reaction 5. Schotten-Baumann reaction 6. Hell-Volhard-Zelinsky reaction 7. Aminolysis reaction 8. Williamson ether synthesis
Plant B	1. Mannich reaction 2. SN2 substitution reaction 3. Darzens halogenation 4. Doebner-Miller reaction 5. Schmidt reaction 6. Vilsmeier-Haack reaction 7. Oxidation reaction 8. Einhorn-Brunner reaction

Ankleshwar Facility Plant C

The various chemistries possible at Plant C of our Ankleshwar Facility are below:

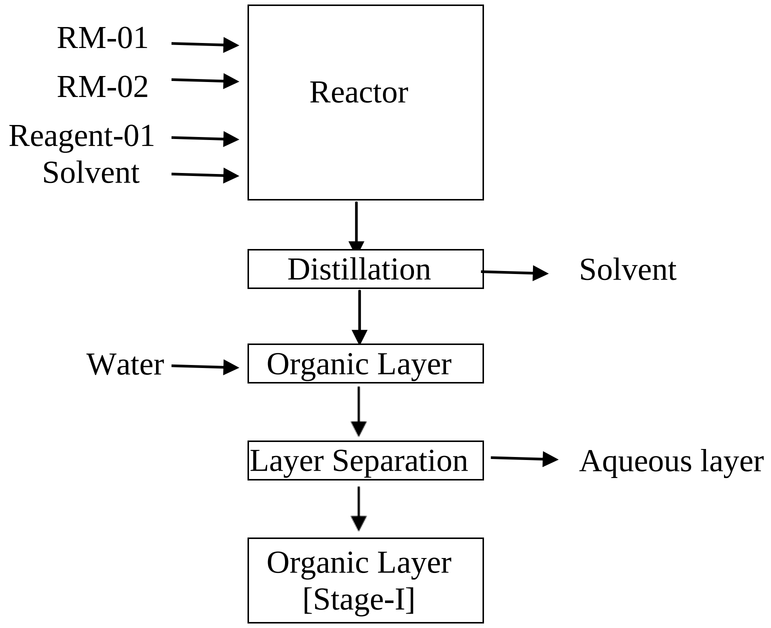
Block	Reaction
Plant C	1. Friedel-Crafts acylation 2. Dealkylation 3. Electrophilic Iodination

Block – 1 Dahej Facility

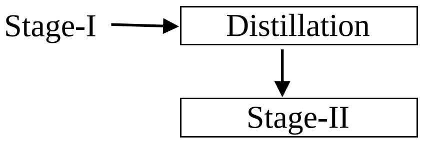
The various chemistries possible at Block-1 of our Dahej Facility are below:

Plant	Reaction
Dahej	1. Electrophilic Bromination 2. Halogen addition reaction 3. Hell-Volhard-Zelinsky reaction 4. SN1 substitution reaction 5. SN2 substitution reaction 6. Claisen condensation

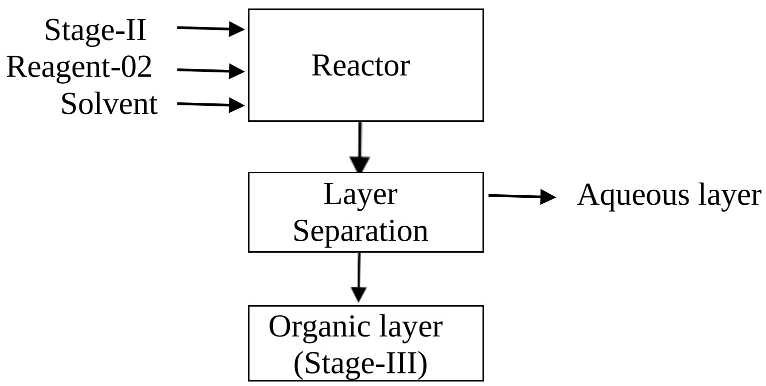
Stage-I:



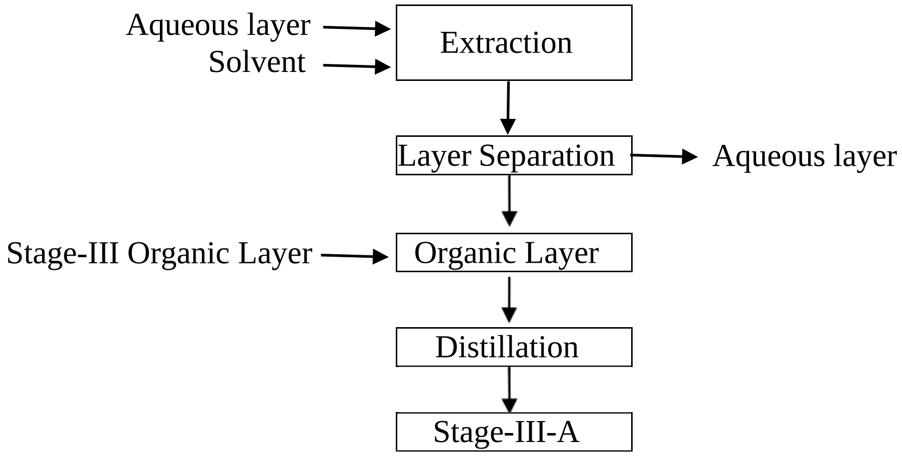
Stage-II:



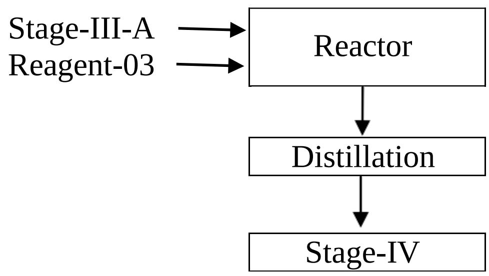
Stage-III:



Stage-III-A:



Stage-IV:



Multi-stage reaction

R&D Facility

We invest in R&D activities to create a differentiating factor and sustainability of our products as compared to competitors. In addition to the Manufacturing Facilities, we have a dedicated in-house R&D Facility located at GIDC, Makarpura, Vadodara, Gujarat. Our R&D Facility, spread over an aggregate area of 1,390.46 sq. mts., focuses on developmental activities, freezing specifications and developing the method of analysis for finished products, in process intermediates, KSMs and raw materials.

Major events and milestones

The table below sets forth the major events and milestones in the history of our Company:

Financial Year	Particulars
2015	Granted first process patent in India for preparation of methyl-methyl-3, 4-dihydro-2h-pyran-5-carboxylate
2016	Granted invention patent by State Intellectual Property Office of People's Republic of China for preparation process of methyl methyl-3, 4-dihydro-2h-pyran5-carboxylate
2016	Commissioning of Unit 1 of Ankleshwar Plant
2020	Applied for process patent for new product in cardiovascular therapeutical area
2020	Certified as "One Star Export House" by the Ministry of Commerce and Industry, Government of India
2021	Allotment of plot no D-3/27/3, GIDC, Dahej-III on leasehold basis at Dahej from GIDC
2021	Commissioning of Block C of Ankleshwar Plant
2022	Received establishment inspection report ("**EIR**") from the United States Food and Drug Administration ("**USFDA**") for Ankleshwar Plant
2023	Commissioning of Phase – 1 of Dahej Facility

Key awards, accreditations and recognition

Our Company has received the following key awards, accreditations and recognitions:

Year	Awards, accreditations and recognitions
2022	USFDA certificate for Ankleshwar facility located at Plot No 3612/1, 2, 3 & 3611/1, 2, 3, 4 GIDC Estate, District Bharuch, Ankleshwar, Gujarat 303002, India
2021	Certificate of recognition as one of "India's Growth Champions 2021" from the Economic Times and Statista
2021	Certificate of recognition as one of the "High-Growth Companies Asia-Pacific 2021" from Nikkei Asia, the Financial Times and Statista
2020	Awarded "Gujarat Best Employer Brand Awards 2020" at the 15th Employer Branding Awards hosted by World HRD Congress and Stars Group

For details of the other key accreditations of our Manufacturing Facilities, see "*Government and Other Approvals*" on page 406.

Raw materials

The key raw materials that we use for our manufacturing operations include BCP, Iodine, Methylacetoacetate, Semicarbazide-HCL and 3-Cholroproprionyl chloride. We identify and approve multiple vendors to source our key raw materials and we place purchase orders with them from time to time. We currently source raw materials from domestic vendors as well as overseas sources. Sourcing of raw materials also plays an important part in ensuring competitiveness, price flexibility and profitability. We usually do not enter into long-term supply contracts with any of our raw material suppliers. Pricing and volumes are negotiated for each purchase order. The purchase price of our raw materials generally follows market prices. We depend on third-party vendors and suppliers for the purchase of raw materials. We have historically sourced raw materials from multiple vendors in India, China, Europe and Japan and continue to diversify our procurement base. Further, we maintain stocks of raw materials based on management estimates of demand and employ hedging contracts to negate price fluctuations in the cost of raw materials. Details of our raw material sourcing as a percentage of total raw material procured (excluding other related charges such as clearing charges, freight charges, handling charges and other miscellaneous costs) from these geographies across periods was as follows:

Geography	Six months ended September 30, 2022	Six months ended September 30, 2021	Fiscal 2022	Fiscal 2021	Fiscal 2020
Domestic	40.62%	42.37%	45.44%	37.00%	34.60%
China	35.09%	36.83%	40.52%	47.11%	48.53%
Europe	21.24%	18.32%	12.84%	14.32%	12.03%
Japan	2.38%	2.49%	1.21%	-	-
Thailand	0.68%	-	-	-	-
Malaysia	-	-	-	1.57%	4.23%
UAE	-	-	-	-	0.61%
Total	**100.00%**	**100.00%**	**100.00%**	**100.00%**	**100.00%**

Our cost of goods sold (cost of materials consumed and changes in inventories of finished goods and work-in-progress) amounted to ₹ 557.91 million, ₹ 397.71 million, ₹ 863.10 million, ₹ 833.86 million and ₹ 767.13 million, respectively, which represented 63.46%, 56.95%, 59.26%, 62.72% and 63.44% of our revenue from operations for the six months ended September 30, 2022 and September 30, 2021 and Fiscal 2022, Fiscal 2021 and 2020.

Power and fuel

We procure electricity for use at our facilities from the local grid. We procure water for use at our facilities from the Gujarat Industrial Development Corporation. In the six months ended September 30, 2022 and September 30, 2021 and Fiscal 2022, Fiscal 2021 and 2020, our power and fuel expenses comprised 3.99%, 4.01%, 3.97%, 3.63% and 3.41%, respectively, of our revenue from operation and 4.69%, 4.92%, 4.80%, 4.24% and 3.85%,respectively, of our total expenses.

Inventory management

Our raw materials and finished products are stored on-site at our Manufacturing Facilities. We typically keep inventory orders of imported raw materials for four months and work in progress at our facilities to mitigate the risk of raw material price movements. For domestic supplies we typically maintain 25 days of inventory in raw materials; and we maintain a low level of inventory of finished goods of not more than 30 days. Our inventory days for six months ended September 30, 2022 and Fiscal 2022, Fiscal 2021 and Fiscal 2020 were 85 days, 85 days, 78 days and 46 days, respectively. We utilize our Enterprise Resource Planning ("**ERP**") software to manage our levels of inventory on a real-time basis.

Freight and transportation

We rely on various forms of transportation, such as marine and roadways to receive raw materials required for our products and to deliver our finished products to our customers. We do not own any vehicles for the transportation of our products and/or raw materials, we therefore rely on third party transportation and logistics providers for delivery of our raw materials and products. We enter into contracts of up to one year with third party service providers for transport and logistics solutions. Pursuant to certain of our arrangements with our customers and based on customer preferences, we are required to pay the freight costs for the products we sell. In addition, we may have to pay for transportation costs in relation to the delivery of some of the raw materials and other inputs to our Manufacturing Facilities. In the six months ended September 30, 2022 and September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020, our expenses for freight (inward and outward) were ₹ 6.54 million, ₹ 10.48 million, ₹ 19.77 million, ₹ 22.93 million and ₹ 19.18 million, respectively, which constituted 0.74%, 1.36%, 1.15%, 1.57% and 1.46%, respectively, of our total income, and which represented 0.87%, 1.68%, 1.39%, 1.88% and 1.65%, respectively, of our total expenses.

Quality control and quality assurance

At our Ankleshwar Facility, we have a dedicated quality control and assurance department and an Environment, Health and Safety ("**EHS**") department, with 27 and six employees, respectively, as of February 28, 2023. Our quality control laboratory facility is utilised for performing testing and analysis of raw material, intermediate products and finished products as well as holding study. Our quality control laboratory is equipped with advanced analysis techniques and instruments like HPLC, Gas chromatography, UV spectrometer, IR spectrometer, Conductivity meter, pH Meter, KF apparatus and TLC chambers. Specification and testing methods are fully validated and in laboratory following good laboratory practices (GLP). Our quality control and assurance department is tasked to effectively maintain Quality Management System at our Ankleshwar Facility to meet cGMP requirement and to ensure and maintain product quality and consistency throughout product life cycle while meeting customer and regulatory standards. Our quality control and assurance department provides support to fulfil regulatory requirements of our customers against product supply through availability of technical packages and DMF. Our Ankleshwar Facility also has dedicated wastewater treatment and water recovery plant to aid in recovery of water from waste water generated. Unit -1 also has a dedicated raw material warehouse, finished goods warehouse, packing area and separate utility with zero liquid discharge. We also have OHC facilities with fire pumps and PPEs.

We have quality agreements in place with our customers. Delivery to customers is preceded by QA check done by the customer. We maintain records of quality mismatch and returned deliveries. CAPA analysis of any shortfall or mismatch in quality is shared with customer. For further details, please see "*Risk Factors – 1. We are subject to strict quality requirements, regular inspections and audits by our customers, and any failure to comply with quality standards may lead to cancellation of existing and future orders and could negatively impact our business, financial condition, results of operations and prospects it may impact the reputation as well*" on page 31.

Environment, health and safety

We have in place an Integrated Management System ("**IMS**"). We operate under the philosophy that no business can grow without establishing harmony with the quality, environment, occupational health and safety. We are committed to fulfilment of legal requirements and other requirements (compliance obligations), elimination of hazards / aspects and reduction of risks, continual improvement of integrated management systems, consultation and participation of workers, protection of environment and prevention of pollution and satisfaction of customer requirements. We aim to achieve these through setting of objective criteria, accurate and timely reporting and recording of all non conformance, deviations, incidents and injuries, investigation of all non-conformances, deviations, incidents and injuries to identify all contributing factors, and where appropriate, formulate plans for corrective actions, identification of all existing and new hazards and aspects and to take all practicable steps to eliminate or minimize all operational, health and safety risks and promoting a system of continual improvement, including annual reviews of policies and procedures.

Sales and marketing

We believe we have a strong sales, marketing and distribution capabilities. Our marketing team utilizes a variety of sales and marketing techniques and programs to promote our products, including key pharmaceutical trade exhibitions such as CPHI and CHEMSPEC, advertising and other media.

Further, we hold meetings with our customers, especially with their research teams to understand newer areas of potential collaboration between our R&D division and that of the client. Further, we also offer a bouquet of products to existing customers to increase our cross selling to such existing customers.

Information technology

Our IT systems are vital to our business and we have adopted an IT policy to assist us in our operations. The key functions of our IT team include adopting set of leading industry standards, guidelines and procedures to ensure the security of information, the information systems and the network infrastructure and conducting continuous risk assessment, risk analysis and risk management procedures to the information and information systems. We are currently using an enterprise resource planning solution PharmaCloud ERP, which assists us with various functions including managing our financial accounting, material management, sales and distribution and human resource functions.

Risk management

We believe that risk management is an integral part of our operations. We believe that it is essential to identify and manage risks in order to reduce uncertainties and ensure continuity of business. We have a risk management framework and risk management team that implements the processes specified in the framework. We aim to provide a high degree of safety to our employees, especially at our manufacturing facilities where chemical processes are executed. We undertake regular inspection of our machineries and also undertake periodic maintenance checks on other equipment in order to ensure they meet safety requirements.

Insurance

Our insurance policies cover our Manufacturing Facilities, R&D Facility, warehouses and offices from losses in the case of fire, burglary and theft. We have also obtained the General Public Liability Insurance Act Policy which indemnifies us against the legal liability to pay compensation for and/or arising out of accidents occurring due to handling of hazardous substances. We have also obtained an insurance policy covering the health of our employees. All our import of material (for purchase and sales) from anywhere in the world, subject to applicable terms is fully insured and, inland voyage, export voyage, inter depot transport, inland container movement etc. are insured from/to anywhere in India. As of September 30, 2022 and March 31, 2022, we had a total insurance coverage of ₹ 4,947.59 million and ₹ 3,779.29 million, respectively, aggregating in each case to 100% or more of our total gross block and inventories. For further details, see "*Risk Factors – 23. Our insurance coverage may not adequately protect us against all losses or the insurance cover may not be available for all the losses as per the insurance policy, which could adversely affect business, financial condition and results of operations.*" On page 46.

Competition

We compete against domestic and foreign companies operating in our industry. Some of our competitors have (i) greater financial and other resources and better access to capital than we do, which may enable them to compete more effectively; and (ii) better geographical reach which gives them the ability to quote competitively as the transportation costs are limited. However, depending on various factors, and the extent of our presence in the relevant geographical region, we are able to leverage our experience, established relationships and familiarity with the industry to provide cost effective products.

Human resource

Our work force is a critical factor in maintaining quality and safety which strengthen our competitive position and our human resource policies focus on training and retaining our employees. We train our employees on a regular basis to increase the level of operational excellence, improve productivity and maintain compliance standards on quality and safety.

We also hire contract labour for our manufacturing facilities, from time to time and as of February 28, 2023, we have engaged 128 contract labourers. As of February 28, 2023, we had 175 full time employees. The following table sets forth the details of our employees as of February 28, 2023:

Particulars	Number of Employees
Management	3
Finance	11
Marketing	3
Procurement	3
R&D	19
Human Resources & Admin	12
Information Technology	2
Production	52
Safety team	8
Engineering	26
Quality control & quality assurance	27
Warehouse	9
Total	**175**

Intellectual property

As on the date of this Draft Red Herring Prospectus, the Company has the following intellectual property rights ("**IPR**"):

Sr. No.	Description of the IPR	Issuing Authority	Registration Number	Date of expiry
1.	Certificate of invention patent for the preparation process of methyl-methyl-3,4-dihydro-2H-pyran-3-carboxylate	State Intellectual Property Office of People's Republic of China	2520180011151.1	20 years from February 24, 2011 (date of application)
2.	Patent for invention entitled "Process for the preparation of methyl-methyl-3,4-dihydro-2H-pyran-5-carboxylate"	Controller General of Patent, Design and Trade Marks, The Patent Office, Government of India	265920	20 years from March 2, 2010 (date of filing)

As on the date of this Draft Red Herring Prospectus, we have also applied for the registration of the following IPR:

Sr. No.	Description of the IPR	Authority	Date of application
1.	Registration for manufacturing of intermediate for an API for the cardiovascular therapeutic segment)	Controller of Patents, the Patent Office, Mumbai	December 31, 2020
2.	Registration of a trademark for the Company logo under trademark class 5	Trade Marks Registry	February 21, 2023

Properties

Our registered office is located at 284/1, 2 and 3, GIDC Estate, Makarpura, Baroda – 390 010, Gujarat ("**Registered Office**") on leasehold basis. We have entered into a lease agreement dated April 1, 2018 with

Genesis Organics Private Limited, one of our Group Companies and Promoter Group entities, for use of our Registered Office for a period of five years. On February 11, 2023 the tenure of the aforesaid lease agreement was extended for a period of 11 months with effect from April 1, 2023 until February 29, 2024. For further details, please see "*Risk Factors – 50. We do not own the premises of our Registered Office, our manufacturing facilities or our administration offices.*" on page 58.

Details of our manufacturing facilities are as follow:

Facility	Property Description	Area	Term
Ankleshwar Facility	GIDC, leasehold plot	10,470 sq. mts.	99 Years*
Dahej Facility	GIDC, leasehold plot	63,021 sq. mts.	99 Years#

**With effect from August 29, 1988, July 28, 1988, August 4, 1988, July 7, 1988 and March 31, 1980 for plot nos. 3611/1, 3611/2, 3611/3, 3611/4 and 3612 respectively.*
#With effect from April 13, 2021.

Corporate social responsibilities

We have constituted a corporate social responsibility ("**CSR**") committee of our Board of Directors (the "**CSR Committee**") and have adopted and implemented a CSR policy, pursuant to which we carry out our CSR activities. Our CSR initiatives are focused on gender equality and empowerment of women, employment generation, healthcare and promoting education with the direction to carry out specified activities and environment sustainability and maintaining ecological balance. We have in the past organised medical camps for provision of general health check-up and distribution of spectacles to local communities, planting of trees, installation of waste bins to check littering in a wildlife sanctuary and distributed sweaters to underprivileged students.

In Fiscal 2022, Fiscal 2021 and Fiscal 2020, we have spent ₹ 3.31 million, ₹ 2.32 million and ₹ 0.69 million on account of our CSR activities. For the six months ended September 30, 2022, the Company has spent ₹ 2.07 million on account of CSR activities.

KEY REGULATIONS AND POLICIES IN INDIA

The following description is a summary of certain key statutes, rules, regulations, notifications, memorandums, circulars and policies in India which are applicable to our Company and the business undertaken by our Company.

The information detailed in this chapter, is based on the current provisions of key statutes, rules, regulations, notifications, memorandums, circulars and policies which are subject to amendments, changes and/or modifications. The information detailed in this chapter has been obtained from sources available in the public domain. The regulations set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute professional legal advice.

Taxation statutes such as the Income Tax Act, 1961, the Customs Act, 1962 and the relevant goods and services tax legislation apply to us as they do to any other company. For details of government approvals obtained by our Company, see *"Government and Other Approvals" beginning on page 406.*

The Drugs and Cosmetics Act, 1940 ("DCA") and Drugs and Cosmetics Rules, 1945 ("DC Rules")

The DCA and its associated regulations, the DC Rules, govern the import, manufacture, distribution, and sale of drugs and cosmetics in India. These regulations cover aspects such as labeling, packaging, and testing of drugs, as well as matters related to drug formulations and the use of active pharmaceutical ingredients ("**APIs**").

The Central Government is authorized under the DCA to prescribe rules for testing and licensing new drugs. The procedures for obtaining approvals at different stages of drug testing are set out in these rules, culminating in the granting of a license by the Drug Controller General of India ("**DCGI**") for the drug to be manufactured and marketed. To obtain approval from the DCGI, the applicant must submit an application along with medical and chemical data and toxicity information about the drug. The DCGI issues a no objection certificate after examining the application, which allows the manufacturer to move on to the next stage of testing at the central drug laboratories. If the drug passes the required tests for chemical integrity and analytical purity, the central drug laboratories issue a certificate in that respect. The DCGI then grants a manufacturing and marketing license for APIs, which must be submitted to the relevant state drug control administration for approval.

Under the DCA, every licensee is required to maintain prescribed records, registers, and other documents, which may be subject to inspection by relevant authorities. The DC Rules provide further guidance on the submission of drug samples for analysis, the forms of central drug laboratory certificates, and the fees payable for such reports. They also set out the drugs or cosmetics for which an import license is required, the conditions and form of such licenses, the authority empowered to issue them, and the fees payable. The DC Rules allow for the suspension or cancellation of such licenses for contravention of applicable provisions or rules, or non-compliance with license conditions.

The DC Rules prescribe the manner of labeling and packaging of drugs, and the Central Drugs Standard Control Organization is responsible for testing and approving APIs and formulations in consultation with the DCGI. The approval process for conducting clinical trials, manufacturing, and marketing of a drug depends on whether the drug is a new chemical entity or a Recombinant Deoxyribonucleic Acid ("**RDNA**") product.

The DC Rules provide the mechanics and guidelines for clinical trials, including the procedure for obtaining approval for clinical trials. Informed and written consent must be obtained from each study subject, and the rules provide for compensation and free medical management in case of injury or death during clinical trials. The Central Drugs Standard Control Organization has issued guidelines for the submission of clinical trial applications for evaluating safety and efficacy, as required under the DC Rules. The Indian Council of Medical Research has also issued National Ethical Guidelines for Biomedical Research Involving Human Participants, 2017, which ensure that such research is conducted in a manner consistent with the dignity and well-being of human participants and subject to evaluation at all stages.

The Essential Commodities Act, 1955 ("ECA")

The Essential Commodities Act, 1955 empowers the Central Government to regulate the production, supply, and distribution of certain essential commodities to ensure their equitable availability and fair prices, as well as for the defence of India or military operations. In pursuance of ECA, several control orders have been issued by various ministries or departments of the Central Government to regulate different aspects of essential commodities such as their production, distribution, quality, movement, and prices. The State Governments have also issued control orders to regulate the trading of essential commodities like food grains, edible oils, sugar, and drugs. The ECA provides for penalties in the form of fines and imprisonment for any violation of its provisions.

The Drugs (Price Control) Order, 2013 ("DPCO 2013")

The DPCO 2013 was issued by the Central Government under Section 3 of the ECA and in supersession of the Drugs (Prices Control) Order, 1995, thereby giving effect to the National Pharmaceuticals Pricing Policy, 2012. The DPCO 2013, inter alia, provides that the Central Government may issue directions to the manufacturers of active pharmaceutical ingredients or bulk drugs and formulations to increase production or sell such active pharmaceutical ingredient or bulk drug to such manufacturer of formulations and direct the formulators to sell the formulations to institutions, hospitals or any agency, procedures for fixing the ceiling price of scheduled formulations of specified strengths or dosages, retail price of new drug for existing manufacturers of scheduled formulations, method of implementation of prices fixed by Government and penalties for contravention of its provisions. The Government has the power under the DPCO 2013 to recover amounts charged in excess of the notified price from the manufacturer, importer or distributor and the said amounts are to be deposited in the Drugs Prices Equalization Account. The DPCO 2013 prescribes certain instances in which case the provision of the DPCO 2013 will not be applicable. These provisions are applicable to all scheduled drugs and other drugs may be regulated, if warranted in public interest.

The Narcotic Drugs and Psychotropic Substances Act, 1985 ("Narcotic Act")

The Narcotic Act sets out the statutory framework for drug law enforcement in India. It prohibits cultivation, production, manufacture, possession, sale, purchase, transportation, warehousing, consumption, inter-state movement, trans-shipment and import and export of narcotic drugs and psychotropic substances, except for medical or scientific purposes. It also controls and regulates selected chemicals, commonly known as precursors, which can be used in the illicit manufacture of narcotic drugs and psychotropic substances. Offences under the Narcotic Act are essentially related to violations of the various prohibitions imposed under it, punishable by both imprisonment and monetary fines. The Narcotic Act was amended in 1989 to mandate death penalty for offences after previous conviction relating to contraventions involving more than certain quantities of specified narcotic drugs and psychotropic substances.

The Poisons Act, 1919 ("Poisons Act")

The Poisons Act regulates the import, possession and sale of poisons. It empowers the State Government to frame rules for regulation of possession for sale and sale of poisons. It also empowers the Central Government to prohibit the import of any specified poison into India across any customs frontier defined by the Central Government and also regulates the grant of license. Any contravention of the provisions of the Poisons Act may be punished with imprisonment or fine or both.

The Indian Boilers Act, 1923 ("Boilers Act") and the Indian Boiler Regulations, 1950 ("Boiler Regulations")

The Boilers Act seeks to regulate inter alia, the manufacture, possession and use of boilers. In terms of the provisions of the Boilers Act, an owner of a boiler is required to get the boiler registered and certified for its use, by an inspector appointed by the relevant State Government. The Boiler Regulations have been framed under the Boilers Act. The Boiler Regulations deal with the materials, procedure and inspection techniques to be adopted for the manufacture of boilers and boiler mountings and fittings.

The Explosives Act, 1884 ("Explosives Act") and the Explosives Rules, 2008 and amendments thereto ("Explosives Rules")

The Explosives Act is a comprehensive law to regulate the manufacturing, possession, sale, transportation, export and import of explosives. The Central Government may, for any part of India, make rules consistent with this act to regulate or prohibit, except under and in accordance with the conditions of a license granted as provided by those rules, the manufacture, possession, use sale, transport, import and export of explosives, or any specified class of explosives. Extensive penalty provisions have been provided for manufacture, import or export, possession, usage, selling or transportation of explosives in contravention of the Explosives Act. In furtherance to the purpose of this Act, the Central Government has notified the Explosive Rules in order to regulate the manufacture, import, export, transport and possession for sale or use of explosives.

The Petroleum Act, 1934 ("Petroleum Act") and the Petroleum Rules, 2002 and amendments thereto ("Petroleum Rules")

The Petroleum Act regulates the import, transport and storage of petroleum, among other things. Persons intending to use petroleum in the manner provided by the Petroleum Act need to acquire a license for the same from relevant authorities. The Central Government, may from time to time, declare by rules and notifications places where petroleum may be imported, the periods within which license shall be applied for, regulations relating to transport of petroleum, nature and conditions in which they may be stored etc. The Petroleum Rules were enacted by the Central Government to further provide a framework for inter alia the storage, delivery, dispatch, transport, importation of petroleum.

Legal Metrology Act, 2009 ("LM Act") and the Legal Metrology (Packaged Commodities) Rules, 2011 ("Packaged Commodity Rules")

The LM Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number. The LM Act and rules framed thereunder regulate inter alia, the labelling and packaging of commodities, verification of weights and measures used, and lists penalties for offences and compounding of offences under it. The Controller of Legal Metrology Department is the competent authority to grant the licence under the LM Act. Any manufacturer dealing instruments for weights and measuring of goods must procure a license from the state department under the LM Act. Any non-compliance or violation under the LM Act may result in inter alia a monetary penalty on the manufacturer or seizure of goods or imprisonment in certain cases.

The Packaged Commodity Rules regulate the pre-packing and the sale of commodities in a packaged form, and provide certain rules to be adhered to by wholesale and retail dealers, the declarations to be made on every package, the manner in which the declarations shall be made, etc. These declarations that are required to be made include, inter alia, the name and address of the manufacturer, the dimensions of the commodity and the weight and measure of the commodity in the manner as set forth in the Packaged Commodity Rules. The Packaged Commodity Rules were amended in the year 2017 to increase protection granted to consumers. Some recent additions include increased visibility of retail price, removal of dual MRP and bringing e-commerce within the ambit of these rules.

Intellectual property laws

The Trade Marks Act, 1999 ("Trade Marks Act")

The Trade Marks Act governs the statutory protection of trademarks and prevention of the use of fraudulent marks in India. Indian law permits the registration of trademarks for both goods and services. It also provides for exclusive rights to marks such as brand, label, and heading and to obtain relief in case of infringement for commercial purposes as a trade description. Under the provisions of the Trade Marks Act, an application for trademark registration may be made with the Trade Marks Registry by any person or persons claiming to be the proprietor of a trademark, whether individually or as joint applicants, and can be made on the basis of either actual use or intention to use a trademark in the future. Once granted, a trademark registration is valid for 10 years unless cancelled, subsequent to which, it can be renewed. If not renewed, the mark lapses and the registration is required to be restored to gain protection under the provisions of the Trade Marks Act. The Trade Marks Act prohibits registration of deceptively similar trademarks and provides for penalties for infringement, falsifying and falsely applying trademarks among others. Further, pursuant to the notification of the Trade Marks (Amendment) Act, 2010, simultaneous protection of trademark in India and other countries has been made available to owners of Indian and foreign trademarks. It also seeks to simplify the law relating to the transfer of ownership of trademarks by assignment or transmission and to bring the law in line with international practices.

The Patents Act, 1970 ("Patents Act")

The Patents Act governs the patent regime in India. Being a signatory to the Agreement on Trade Related Aspects of Intellectual Property Rights, India is required to recognize product patents as well as process patents. In addition to the broad requirement that an invention satisfy the requirements of novelty, utility and non-obviousness in order for it to avail patent protection, the Patents Act further provides that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy the above criteria. Section 39 of the Patents Act also prohibits any person resident in India from applying for a patent for an invention outside India without making an application for a patent for the same invention in India. The term of a patent granted under the Patents Act pursuant to Section 53 is for a period of twenty years from the date of filing of the application for the patent. A patent shall cease to have effect if the renewal fee is not paid within the period prescribed for the payment of such renewal fee. In terms of the Patents Act, the patentee holds the exclusive right to prevent third parties from the using, offering for sale, selling or importing for such purposes, the patented product or product obtained directly by a process patented in India.

Labour law legislations

The employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The following is an indicative list of labour laws other than state-wise shops and establishments acts, which may be applicable to our Company due to the nature of our business activities:

- Factories Act, 1948
- The Contract Labour (Regulation and Abolition) Act, 1970;
- Code on Wages, 2019*;
- Code on Social Security, 2020*;
- The Employee's Compensation Act, 1923;
- Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979;
- The Payment of Gratuity Act, 1972;
- The Payment of Bonus Act, 1965;
- The Maternity Benefit Act, 1961;
- The Minimum Wages Act, 1948;
- The Employees' State Insurance Act, 1948#;
- The Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- The Payment of Wages Act, 1936;
- The Industrial Disputes Act, 1947;
- Industrial Employment (Standing Orders) Act, 1946;
- The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- The Equal Remuneration Act, 1976**; and
- The Child and Adolescent Labour (Prohibition and Regulation) Act, 1986

**Certain provisions of the Code on Wages and the Code on Social Security have been notified as on date.*
*** The Code on Wages, 2019, once relevant provisions are notified, will repeal the Payment of Bonus Act, 1965, Minimum*
Wages Act, 1948, Equal Remuneration Act, 1976 and the Payment of Wages Act, 1936.
 # The Code on Social Security, 2020, once notified will repeal, inter alia, the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972.

In order to rationalise and reform labour laws in India, the Government of India has notified four labour codes which are yet to come into force as on the date of this Draft Red Herring Prospectus, namely, (i) the Code on Wages, 2019 which will repeal the Payment of Bonus Act, 1965, Minimum Wages Act, 1948, Equal Remuneration Act, 1976 and the Payment of Wages Act, 1936, (ii) the Industrial Relations Code, 2020 which will repeal the Trade Unions Act, 1926, Industrial Employment (Standing Orders) Act, 1946 and Industrial Disputes Act, 1947, (iii) the Code on Social Security, 2020 which will repeal certain enactments including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Maternity Benefit Act, 1961, Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959 and the Payment of Gratuity Act, 1972 and (iv) the Occupational Safety, Health and Working Conditions Code, 2020 which will repeal certain enactments including the Factories Act, 1948, Motor Transport Workers Act, 1961 and the Contract Labour (Regulation and Abolition) Act, 1970.

Environment protection laws

Environment Protection Act, 1986 ("EPA") the Environment Protection Rules, 1986

The EPA is the umbrella legislation in respect of the various environmental protection laws in India. Under the EPA, the Government of India is empowered to take any measure it deems necessary or expedient for protecting and improving the quality of the environment and preventing and controlling environmental pollution. This includes rules for, inter alia, laying down standards for the quality of environment, standards for emission of discharge of environment pollutants from various sources, as provided under the Environment (Protection) Rules, 1986, inspection of any premises, plant, equipment, machinery, examination of manufacturing processes and materials likely to cause pollution. Penalties for violation of the EPA include fines up to ₹100,000 or imprisonment of up to five years, or both. The imprisonment can extend up to seven years if the violation of the EPA continues beyond a period of one year after the date of conviction. There are provisions with respect to certain compliances by persons handling hazardous substances, furnishing of information to the authorities in certain cases, establishment of environment laboratories and appointment of government analysts.

The responsibility of primary environmental oversight authority is given to the Ministry of Environment and Forest ("MoEF"), the Central Pollution Control Board and the State Pollution Control Board ("SPCB").In addition, the MoEF looks into Environment Impact Assessment ("EIA"), wherein it assesses the impact that proposals for expansion, modernization and setting up of projects would have on the environment before granting clearances.

The Water (Prevention and Control of Pollution) Act, 1974 ("Water Act")

The Water Act mandates that the previous consent of the SPCB be taken before establishing any industry, operation or process, or any treatment and disposal system or an extension or addition thereto, which is likely to discharge waste or trade effluents into a stream, well, sewer or onto land, bring into use any new or altered outlet for the discharge of sewage, or begin to make any new discharge of sewage. In addition, to provide for the levy and collection of a cess on water consumed by persons carrying on certain industries and by local authorities, with a view to augment the resources of the Central Board and the State Boards for the prevention and control of water pollution has been done by the Water (Prevention and Control of Pollution) Cess Act, 1977.

The Air (Prevention and Control of Pollution) Act, 1981 ("Air Act")

The Air Act was enacted for the prevention, control and abatement of air pollution. The State Government may declare any area as an "air pollution control area" and the previous consent of the SPCB is required for establishing or operating any industrial plant in an area so declared. Further, no person operating any industrial plant in any such area is permitted to discharge any air pollutant in excess of the standard laid down by the SPCB. The persons managing industry are to be penalized if they produce emissions of air pollutants in excess of the standards laid down by the SBCB. The SPCB may also apply to the Court to restrain persons causing air pollution. Whoever contravenes any of the provisions of the Air Act or any order or direction issued is punishable with imprisonment for a term which may extend to 3 months or with a fine of ₹10,000 or with both, and in case of a continuing offence, with an additional fine which may extend to ₹5,000 for every day during which such contravention continues after initial conviction.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 ("HWM Rules")

The HWM Rules allocate the responsibility to the occupier and operator of any facility that treats hazardous wastes to collect, treat, store or dispose them without adverse effects accruing to the environment. Moreover, the occupier and the operator must take steps to ensure that persons working at the site are given adequate training and equipment for performance of their work. Hazardous wastes can be collected, treated, stored and disposed of only in such facilities as may be authorised for this purpose. The occupier is liable for damages caused to the environment resulting from the improper handling and disposal of hazardous waste, and any fine that may be levied by the respective SPCB.

The Bio Medical Waste (Management and Handling) Rules, 2016 ("BMW Rules")

The BMW Rules apply to all persons who generate, transport, treat, dispose or handle bio-medical waste in any form. Now, their scope has been widened to now also provide for the pre-treatment of lab waste, blood samples, etc. It mandates the use of a barcode system for proper control. It has simplified categorisation and authorisation. The BMW Rules mandate every occupier of an institution generating bio-medical waste to take steps to ensure that such waste is handled without any adverse effect to human health or the environment, and to set up biomedical waste treatment facilities as prescribed under them. They further require such persons to apply to the prescribed authority for grant of authorization and submit to them an annual report. Finally, these persons are also required to maintain records related to the generation, collection, storage, transportation, treatment, disposal and/or any form of handling of bio-medical waste in accordance with the BMW Rules and the guidelines issued thereunder.

The Manufacture, Storage and Import of Hazardous Chemicals Rules, 1989 ("MSIHC Rules")

The MSIHC Rules, as amended, stipulate that an occupier in control of an industrial activity has to provide evidence for having identified major accident hazards and having taken adequate steps to prevent such accidents and limiting their consequences to persons and the environment. Further, the occupier has an obligation to show that he has provided necessary information, training and equipment, including antidotes, to the persons working on the site to ensure their safety. They are also under an obligation to notify the concerned authority on the occurrence of a major accident on the site or pipeline within 48 hours of occurrence.

Public Liability Insurance Act, 1991 ("Public Liability Act")

The Public Liability Act, as amended, imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such substances. A list of 'hazardous substances' covered by the legislation has been enumerated by the Government by way of a notification under the EPA. The owner or handler is also required to take out an insurance policy that insures against liability under the legislation. The rules made under the Public Liability Act mandate that the employer has to contribute towards the Environmental Relief Fund a sum equal to the premium payable to the insurer on the policies taken

Gas Cylinder Rules, 2016 ("Gas Cylinder Rules")

The Department of Labour, Government of India, has declared compressed gas filled in metallic containers as explosives under Section 18 of the Explosives Act, 1884 (IV of 1884). The Central Government, in exercise of powers under Section 5 and Section 7 of the said Act, had promulgated the Gas Cylinder Rules, 2016, to regulate filling, possession, transport and import of such gases. The objective of these Rules is to ensure safety of persons engaged in the filling, possession, transportation and import of such gases in compressed or liquefied state. A person can fill or possess such cylinders filled with compressed gas only once they have duly obtained the license from Chief Controller, who will certify compliance with the construction standards after being shown the necessary test and inspection certificates.

Chemical Accidents (Emergency Planning Preparedness and Response) Rules, 1996 ("Chemical Accidents Rules")

The Chemical Accidents Rules had been promulgated under the EPA for preparedness and response during chemical disasters and the operation of on-site and off-site emergency plans. They provide for the creation of the "State Crisis Group", "District Cri sis Groups" and the "Local Crisis groups". The major function of the State Crisis Group is to review all district off-site emergency plans in the State with a view to examine their adequacy, to assist the State Government in the planning, preparedness and mitigation of harm during a major chemical accident, to continuously monitor the post-accident situation arising out of major chemical accident in the State, and to forward a report to the Central Crisis Group. The District Crisis Group assists in the preparation of the district off-site emergency plan, reviews all the on-site emergency plans, assists the district administration in the management of chemical accidents at a site in the district, and continuously monitors chemical accidents. The "Local Crisis Group" is a body in the industrial pocket, constituted to deal with chemical accidents and to coordinate efforts in planning, preparedness and mitigation efforts during such an accident.

Tax Laws

Goods and Service Tax ("GST")

GST is an indirect tax applicable throughout India which replaced multiple cascading taxes levied by the central and state governments. The GST is levied as Dual GST separately but concurrently by the Union (central tax – CGST) and the States (including Union Territories with legislatures) (State tax – SGST) / Union territories without legislatures (Union territory tax- UTGST). The Parliament has exclusive power to levy GST (integrated tax IGST) on inter-State trade or commerce (including imports) in goods or services. It was introduced as The Constitution (One Hundred and First Amendment) Act, 2017, following the passage of Constitution 122nd Amendment Bill. The GST is governed by a GST Council and its Chairman is the Finance Minister of India.

Central Goods and Services Tax Act, 2017 ("CGST Act")

CGST Act regulates the levy and collection of tax on the intra-State supply of goods and services by the Central Government or State Governments. The CGST Act amalgamates a large number of Central and State taxes into a single tax. The CGST Act mandates every supplier providing the goods or services to be registered within the State or Union Territory it falls under, within 30 days from the day on which he becomes liable for such registration. Such registrations can be amended, as well as cancelled by the proper office on receipt of application by the registered person or his legal heirs.

Gujarat Goods and Services Tax Act, 2017 ("GGST Act")

The Gujarat Goods and Services Tax Act, 2017 regulates the levy and collection of tax on the supply of goods and services within the state by the state government. The GGST Act covers all the transaction occurring within the geographical boundaries of Gujarat. The GGST mandates every supplier providing the goods and services to be registered within the state, within 30 days from which it becomes liable for such registration.

The Integrated Goods and Services Tax Act, 2017 ("IGST Act")

The IGST Act regulates the levy and collection of tax on the inter-State supply of goods and services by the Central Government or State Governments. It also includes the import and export of goods and services. The IGST Act mandates every supplier providing the goods or services to be registered within the State or Union Territory it falls under, within 30 days from the day on which he becomes liable for such registration.

The Customs Act, 1962

All the laws relating to customs are consolidated under the Indian Customs Act, 1962. The provisions relating to appointment of customs ports, airports, warehousing stations are laid down under the Act. There shall be absolute or partial prohibition on import or export of goods by the Central Government for maintenance of security in India. The interest on levy of or exemption of customs duty is laid down under Chapter V of the Act. The clearance of imported goods and export shall not apply to baggage and goods imported or to be exported by post.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally incorporated as "SPC Life Sciences Private Limited", as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated June 15, 2005 issued by the RoC. Subsequently, upon the conversion of our Company into a public limited company, pursuant to a resolution passed by our Shareholders on March 2, 2023 the name of our Company was changed to "SPC Life Sciences Limited" and a fresh certificate of incorporation dated March 17, 2023 was issued by the RoC.

Changes in the registered office

The details of changes in the registered office of our Company since incorporation are given below:

Date of change of Registered Office	Details of the address of Registered Office	Reason
February 11, 2008	From 102, Toran Complex, Vikas Nagar, Old Padra Road, Vadodara – 390021, Gujarat to 284/1, GIDC Estate, Makarpura, Baroda, Vadodara – 390010, Gujarat.	Better operational and administrative efficiency
September 11, 2021	From 284/1, GIDC Estate, Makarpura, Baroda – 390010, Gujarat to 284/1,2 & 3, GIDC Estate, Makarpura, Vadodara – 390010, Gujarat.	Increase/ improve the operational and administrative efficiency

Main objects of our Company

The main objects contained in the Memorandum of Association of our Company are as follows:

1. *To carry on the business either itself and/or for others as manufactures, representatives, dealers, factors, agents, stockists, suppliers, consultants, exporters, importers, traders, wholesellers, retailers, packers, general druggists, distributors, to markets, assemble distribute/redistribute, pack, repack, store all kinds, types, nature and description of bulk drug, liquid drugs, drug intermediates, fine chemicals, dyes intermediates, custom synthesis, pharmaceutical formulations, organic and inorganic chemical for medicines, common medical preparations, spirits, mixtures, powder, medicates, tablets, pills, capsules, antibiotic, vitamins, multi vitamins, vitamin preparations, medicine coating, contraceptives, vaccines, veterinary medicines and preparations, tinctures, inactions, water for injections, ointments, lotions, triturations, globules, tonics in the form of injectable and transfusion solutions, compounds, syrups, granules, drops, platers, adhesives, band-aid, bandage, inhaler, inharub, health products, glucose, nourishment foods, auxiliaries for human and/or animals, birds, insects, consumption and application prescribed under any branch of medicine including allopathy, homeopathy, herbal, ayurved, unani, naturopathy osteopathy for oral, intra muscular, intra dermal, parenteral and external application under any therapy for whatever purposes such as prevention, cure prophylactic and nourishments.*

The main objects as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out and the activities proposed to be undertaken pursuant to the objects of the Offer. For further details, please see the section entitled "*Objects of the Offer*" on page 102.

Amendments to the Memorandum of Association in the last 10 years

Set out below are the amendments to our Memorandum of Association in the 10 years preceding the date of this Draft Red Herring Prospectus.

Date of Shareholders' Resolution	Particulars
February 16, 2015	Pursuant to the resolution passed at the extra-ordinary general meeting dated February 16, 2015, the clause V of the MoA was amended to increase the authorized share capital of the Company from the existing ₹ 25,000,000/- (Rupees Two Crores Fifty Lakhs Only) divided into 2,500,000 (Twenty Five Lakhs) Equity Shares of ₹ 10/- (Rupees Ten only) each to 30,000,000 (Rupees Three

Date of Shareholders' Resolution	Particulars
	Crores only) divided into 3,000,000 (Thirty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten only) each.
March 8, 2021	Pursuant to the resolution passed at the extra-ordinary general meeting dated March 8, 2021 the clause V of the MoA was amended to increase the authorized share capital of the Company from the existing ₹ 30,000,000/- (Rupees Three Crores only) divided into 3,000,000 (Thirty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten only) each to ₹ 120,000,000/- (Rupees Twelve Crores only) divided into 12,000,000 (One Crore Twenty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten only) each.
October 11, 2022	Pursuant to the resolution passed at the extra-ordinary general meeting dated October 11, 2022 the clause V of the MoA was amended to increase the authorized share capital of the Company from the existing ₹ 120,000,000/- (Rupees Twelve Crores only) divided into 12,000,000 (One Crore Twenty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten only) each to ₹ 600,000,000/- (Rupees Sixty Crores only) divided into 60,000,000 (Six Crores) Equity Shares of ₹ 10/- (Rupees Ten only) each.
March 2, 2023	Pursuant to the resolution passed at the extra-ordinary general meeting dated March 2, 2023 the clause I of the MoA was amended to reflect a change in name of our Company from 'SPC Life Sciences Private Limited' to 'SPC Life Sciences Limited'.

Major events and milestones of our Company

The table below sets forth the major events and milestones in the history of our Company:

Financial Year	Particulars
2015	Granted first process patent in India for preparation of methyl-methyl-3, 4-dihydro-2h-pyran-5-carboxylate
2016	Granted invention patent by State Intellectual Property Office of People's Republic of China for preparation process of methyl methyl-3, 4-dihydro-2h-pyran5-carboxylate
2016	Commissioning of Unit 1 of Ankleshwar Plant
2020	Applied for process patent for new product in cardiovascular therapeutical area
2020	Certified as "One Star Export House" by the Ministry of Commerce and Industry, Government of India
2021	Allotment of plot no D-3/27/3, GIDC, Dahej-III on leasehold basis at Dahej from GIDC
2021	Commissioning of Block C of Ankleshwar Plant
2022	Received establishment inspection report ("**EIR**") from the United States Food and Drug Administration ("**USFDA**") for Ankleshwar Plant
2023	Commissioning of Phase – 1 of Dahej Facility

Key awards, accreditations and recognition

Our Company has received the following key awards, accreditations and recognitions:

Year	Awards, accreditations and recognitions
2022	USFDA certificate for Ankleshwar facility located at Plot No 3612/1, 2, 3 & 3611/1, 2, 3, 4 GIDC Estate, District Bharuch, Ankleshwar, Gujarat 303002, India
2021	Certificate of recognition as one of "India's Growth Champions 2021" from the Economic Times and Statista
2021	Certificate of recognition as one of the "High-Growth Companies Asia-Pacific 2021" from Nikkei Asia, the Financial Times and Statista
2020	Awarded "Gujarat Best Employer Brand Awards 2020" at the 15th Employer Branding Awards hosted by World HRD Congress and Stars Group

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, if any, by our Company in the last ten years

Our Company has neither acquired or divested any business or undertaking nor has undertaken any merger or amalgamation or any revaluation of its assets in the ten years preceding the date of this Draft Red Herring Prospectus.

Details of guarantees given to third parties by our Promoter Selling Shareholder

Our Promoter and Managing Director, Snehal Ravjibhai Patel along with Ravjibhai Dudabhai Dudhat, a Whole-time Director and Mili Snehal Patel, a Whole-time Director of the Company have personally guaranteed the repayment of certain loan facilities availed by the Company. The guarantee has been given as a security for credit facilities worth ₹ 493.30 million availed from State Bank of India. Additionally, Snehal Ravjibhai Patel and Ravjibhai Dudabhai Dudhat have personally guaranteed the repayment of loan facilities of ₹ 650.00 million availed from HDFC Bank. For further details, please see "*Our Promoter and Promoter Group – Guarantees"* and "*Financial Indebtedness – Guarantee"* on pages 267 and 363, respectively.

Launch of key products or services, entry into new geographies or exit from existing markets, capacity/ facility creation or location of plants

For information on key products or services launched by our Company, entry into new geographies or exit from existing markets, capacity/facility creation, location of our manufacturing facilities, please see the section entitled "*Our Business*" on page 208.

Defaults or rescheduling/restructuring of borrowings with financial institutions/banks

There have been no defaults or rescheduling or restructuring of borrowings with financial institutions/banks in respect of our current borrowings from lenders as on date of this Draft Red Herring Prospectus. For further information of our financing arrangements, please see the section entitled "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Financial Indebtedness*" on page 398.

Time and cost over-runs in setting up projects

There have been no time and cost overruns in the implementation of any of our projects.

Significant strategic or financial partners

Our Company does not have any significant strategic or financial partners as on the date of this Draft Red Herring Prospectus.

Our holding company

As on the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

Our subsidiaries, joint ventures or Associates

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiaries, joint ventures or associates.

Shareholders' agreements

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsisting shareholders' agreements.

Other agreements

Neither our Promoter nor any of the Key Managerial Personnel, Directors or employees of our Company have entered into an agreement, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with the dealings in the securities of our Company.

Our Company has not entered into any other subsisting material agreement including with strategic partners, joint venture partners or financial partners, which is not in the ordinary course of business carried on by our Company.

OUR MANAGEMENT

Board of Directors

In terms of the Companies Act and our Articles of Association, our Company is required to have not less than 3 Directors and not more than 15 Directors. As on the date of this Draft Red Herring Prospectus, our Board comprises of six Directors including three Executive Directors which includes one woman Director and three Independent Directors.

The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act and the SEBI Listing Regulations.

The following table sets forth details regarding our Board of Directors as on the date of this Draft Red Herring Prospectus:

Sr. No	Name, date of birth, designation, address, occupation, current term, period of directorship and DIN	Age (years)	Other directorships
1.	**Snehal Ravjibhai Patel** **Date of birth:** June 1, 1976 **Designation**: Managing Director **Address**: 42, Antica Green Woods, Khanpur Ankodia Road, Sevasi, Vadodara – 391 101, Gujarat, India **Occupation**: Business **Current term**: Five years commencing from April 3, 2021 until April 2, 2026, not liable to retire by rotation **Period of directorship:** Since April 3, 2006 **DIN**: 00165190	46	**Indian companies** a. Genesis Organics Private Limited; b. Snehal Patel Foundation; and c. SPC Pharmaceuticals Private Limited **Foreign companies** Nil
2.	**Ravjibhai Dudabhai Dudhat** **Date of birth:** December 20, 1948 **Designation**: Whole-time Director **Address**: 72, Alka Society, Opp. Akota Atithi Gruh, Akota, Vadodara – 390 020, Gujarat, India **Occupation**: Business **Current term**: Five years commencing from March 21, 2023 and liable to retire by rotation **Period of directorship:** Since incorporation **DIN**: 00030853	74	**Indian companies** Nil **Foreign companies** Nil
3.	**Mili Snehal Patel** **Date of birth:** July 28, 1979 **Designation**: Whole-time Director **Address**: 42, Antica Green Woods, Khanpur Ankodia Road, Sevasi, Vadodara – 391 101 Gujarat, India **Occupation**: Business	43	**Indian companies** a. SPC Pharmaceuticals Private Limited; and b. Snehal Patel Foundation. **Foreign companies** Nil

Sr. No	Name, date of birth, designation, address, occupation, current term, period of directorship and DIN	Age (years)	Other directorships
	Current term: Five years commencing from March 21, 2023 and liable to retire by rotation **Period of directorship:** Since incorporation* **DIN**: 00030884		
4.	**Kiran Kumar Shah** **Date of birth:** September 24, 1951 **Designation**: Independent Director **Address**: S. No. 210, Flat No. 601, Hissa No. 3, Lunkad Amazon, B-1, Viman Nagar, Pune City, Pune – 411 014, Maharashtra, India **Occupation**: Business **Current term**: Three years commencing from March 21, 2023 and not liable to retire by rotation **Period of directorship:** Since March 21, 2023 **DIN**: 10049409	71	**Indian companies** Nil **Foreign companies** Nil
5.	**Maulik Chandraketu Mehta** **Date of birth:** July 4, 1965 **Designation**: Independent Director **Address**: House No. 103, Riddi Siddhi Floresiya – 2, Abhishek Colony, Racecourse, Gotri, Vadodara – 390 007, Gujarat, India **Occupation**: Business **Current term**: Three years commencing from March 21, 2023 and not liable to retire by rotation **Period of directorship:** Since March 21, 2023 **DIN**: 00010848	57	**Indian companies** a. Arcus Resources Private Limited; b. Dataval Analytics India Private Limited; c. Dezai Family Foundation; d. Efarm Exchange Private Limited; e. GA Ecosystem Private Limited; f. Grand Polycoats Company Private Limited; g. Infinity Consultants Limited; h. Newgen Ites Private Limited; i. Pargo Interactive Private Limited; j. Skilltelligent Solutions Private Limited; k. Suchi Fasteners Private Limited; l. Tarak Chemicals Limited; m. Tix Ecosystems Private Limited; and n. TML Industries Limited; o. TMSS Dalfab Engineers Private Limited; and p. Yashashchandra Family Foundation. **Foreign companies** Nil
6.	**Shekhar Shreedhar Khanolkar** **Date of Birth:** July 20, 1968 **Designation**: Independent Director **Address**: Room no. 2202, Solitare Wadhwa, Adi Shankaracharya Road, Powai – 400 078, Mumbai, India **Occupation**: Business	54	**Indian companies** Nil **Foreign companies** Nil

Sr. No	Name, date of birth, designation, address, occupation, current term, period of directorship and DIN	Age (years)	Other directorships
	Current Term: Three years commencing from March 21, 2023 and not liable to retire by rotation **Period of Directorship:** Since March 21, 2023 **DIN**: 02202839		

** Note: On April 17, 2014, Mili Snehal Patel resigned from the Board whereafter, she was appointed as an Executive Director of our Company with effect from February 1, 2021.*

Relationship between our Directors and Key Managerial Personnel and Senior Management

Sr. No.	Name of Director	Relationship
1.	Snehal Ravjibhai Patel	(i) Spouse of Mili Snehal Patel; and
		(ii) Son of Ravjibhai Dudabhai Dudhat
2.	Ravjibhai Dudabhai Dudhat	(i) Father of Snehal Ravjibhai Patel; and
		(ii) Father-in-law of Mili Snehal Patel
3.	Mili Snehal Patel	(i) Spouse of Snehal Ravjibhai Patel; and
		(ii) Daughter-in-law of Ravjibhai Dudabhai Dudhat

Except as disclosed above, none of our Directors are related to each other or to any of our Key Managerial Personnel or Senior Management.

Brief Biographies of Directors

Snehal Ravjibhai Patel is the Promoter and Managing Director of our Company. He holds a master's degree in business administration from Shivaji University, Kolhapur. Prior to joining our Company, he was a partner at Snehal Pharma Chem, until it was dissolved in April, 2006. With effect from April 3, 2006, he was appointed as the Managing Director of our Company.

Ravjibhai Dudabhai Dudhat is a Whole-time Director of our Company. He holds a master's degree of science in chemistry from Saurashtra University, Bhavnagar. Prior to joining our Company, he was employed as the junior scientific assistant at the Department of Medicinal Chemistry, Food and Drug Laboratory, Vadodara. He has been a director in our Company since its incorporation. With effect from March 21, 2023, he was appointed as a Whole-time Director of our Company.

Mili Snehal Patel is a Whole-time Director of our Company. She holds a diploma in interior design from Shri Arvindbhai Patel Institute of Environmental Design, School of Interior Design. She has been a director in our Company since its incorporation. On April 17, 2014, she resigned from the Board, whereafter she was appointed as the Executive Director of our Company with effect from February 1, 2021. With effect from March 21, 2023, she was appointed as a Whole-time Director of our Company.

Kiran Kumar Shah is an Independent Director of our Company. He holds a master's degree in science in chemistry (organic) from Maharaja Sayajirao University of Baroda and a diploma in business management from the Indian Merchants' Chamber, Bombay. He was appointed as an Independent Director of our Company with effect from March 21, 2023. Prior to joining our Company, he was the head, quality process excellence at DSM Sinochem Pharmaceuticals India Private Limited. He has also worked as the head – Q.A., Q.C and R.A. at DSM Anti Infective India Private Limited.

Maulik Chandraketu Mehta is an Independent Director of our Company. He holds a bachelor's degree in commerce from the University of Bombay. He has also passed the final examinations held by the Institute of Chartered Accountants of India and the Institute of Cost and Works Accountants of India. He was appointed as an Independent Director of our Company with effect from March 21, 2023. He has worked as a deputy manager at Transpek Industry Limited.

Shekhar Shreedhar Khanolkar is an Independent Director of our Company. He holds a master's degree in management studies from the Principal L.N. Welingkar Institute of Management and Research, University of Mumbai and a bachelor's degree in engineering (in its petroleum and petrochemical branch) from the Maharashtra Institute of Technology, University of Poona. He has also completed the advanced management program from the

Harvard Business School. He was appointed as an Independent Director of our Company with effect from March 21, 2023. Prior to joining our Company, he was the controller, sales and marketing at Cetex Petrochemicals.

Details of directorships in companies suspended or delisted

None of our Directors is or was a director of any company listed on any stock exchange, whose shares have been or were suspended from being traded during the five years preceding the date of this Draft Red Herring Prospectus, during the term of his/her directorship in such company.

None of our Directors is, or was a director of any listed company, which has been or was delisted from any stock exchange, during the term of his/her directorship in such company.

Arrangement or understanding with major Shareholders, customers, suppliers, or others

There is no arrangement or understanding with the major Shareholders, customers, suppliers, or others, pursuant to which any of our Directors was appointed to the Board or was selected a member of the Senior Management.

Service contract with Directors

No officer of our Company, including our Directors and the Key Managerial Personnel or Senior Management, has entered a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Terms of appointment of Executive Directors

Snehal Ravjibhai Patel

Snehal Ravjibhai Patel has been a director of the Company since April 3, 2006. He was appointed as the Managing Director of our Company on April 3, 2006. In the Annual General Meeting of the Company dated September 30, 2016, he was re-appointed as the Managing Director for another term of five years. For further details, please refer to "*Risk Factors – 35. There have been past instances of non-compliance in relation to certain provisions of the Companies Act including delay in one form filing under the Companies Act, 2013. We have filed an adjudication application for non-compliance with certain provisions of the Companies Act, 2013 in relation to re-appointment of our Promoter and Managing Director, Snehal Ravjibhai Patel*" on page 53. Further, at the Annual General Meeting of the Company dated December 31, 2020, he was re-appointed as the Managing Director of our Company with effect from April 3, 2021 for a period of five years until April 2, 2026. The details of his remuneration as revised by our Board on March 20, 2023, with effect from April 1, 2023, for a period of three years, are as stated below:

Particulars	Remuneration (In ₹ million)
Remuneration	2.50 million per month with a variable pay of 1% of the total turnover on a monthly basis of the financial year
Reimbursement of expenses	Expenses incurred by Snehal Ravjibhai Patel for and on behalf of the Company including his travelling, boarding, lodging, communication expenses shall be reimbursed at actuals and shall not form part of his remuneration

Ravjibhai Dudabhai Dudhat

Ravjibhai Dudabhai Dudhat has been a director of the Company since June 15, 2005. With effect from March 21, 2023, he was appointed as a Whole-time Director of our Company. The details of his remuneration as approved by our Board on March 20, 2023, with effect from March 21, 2023, for a period of three years, are as stated below:

Particulars	Remuneration (In ₹ million)
Remuneration	0.25 million per month
Reimbursement of expenses	Expenses incurred by Ravjibhai Dudabhai Dudhat for and on behalf of the Company including his travelling, boarding, lodging, communication expenses shall be reimbursed at actuals and shall not form part of his remuneration

Mili Snehal Patel

Mili Snehal Patel has been a director of the Company since June 15, 2005. On April 17, 2014, she resigned from the Board, whereafter she was appointed as the Executive Director of our Company with effect from February 1, 2021. With effect from March 21, 2023, she was appointed as a Whole-time Director of our Company. The details of her remuneration as approved by our Board on March 20, 2023, with effect from March 21, 2023, for a period of three years, are as stated below:

Particulars	**Remuneration (In ₹ million)**
Remuneration	0.42 million per month
Reimbursement of expenses	Expenses incurred by Mili Snehal Patel for and on behalf of the Company including her travelling, boarding, lodging, communication expenses shall be reimbursed at actuals and shall not form part of her remuneration.

Other confirmations

Our Promoter and Managing Director, Snehal Ravjibhai Patel, Ravjibhai Dudabhai Dudhat, a Whole-time Director and Mili Snehal Patel, a Whole-time Director of the Company have personally guaranteed the repayment of certain loan facilities availed by the Company. The guarantee has been given as a security for credit facilities worth ₹ 493.30 million availed from State Bank of India. Additionally, Snehal Ravjibhai Patel and Ravjibhai Dudabhai Dudhat have personally guaranteed the repayment of facilities of ₹ 650.00 million availed from HDFC Bank. For further details, please see "*Our Promoter and Promoter Group – Guarantees*" and "*Financial Indebtedness – Guarantee*" on pages 267 and 363 respectively.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested as a member by any person either to induce them to become, or to help them qualify as a Director, or otherwise for services rendered by them or by the firm or company in which they are interested, in connection with the promotion or formation of our Company.

Payments or benefits to Directors of our Company

Remuneration to Executive Directors

The sitting fees/other remuneration paid to our Executive Directors in Fiscal 2022 are as follows:

Name of Director	**Remuneration paid in Fiscal 2022 (in ₹ million)**
Snehal Ravjibhai Patel	32.40
Ravjibhai Dudabhai Dudhat	1.20
Mili Snehal Patel	2.50

Remuneration to Independent Directors

Pursuant to a resolution dated March 21, 2023, our Board has fixed the sitting fees payable to our Independent Directors for attending the meetings of the Board or any committees thereof as follows:

a) Kiran Kumar Shah shall be entitled to a sitting fee of ₹ 0.80 million per annum; and
b) Shekhar Shreedhar Khanolkar and Maulik Chandraketu Mehta shall each be entitled to a sitting fee of ₹ 0.90 million per annum.

The details of sitting fees paid to the Independent Directors in Fiscal 2022 are as follows:

Name of Director	**Sitting fees paid in Fiscal 2022 (in ₹)**
Kiran Kumar Shah	Nil
Maulik Chandraketu Mehta	Nil
Shekhar Shreedhar Khanolkar	Nil

Remuneration paid or payable to our Directors by our subsidiaries or associates

As on the date of this Draft Red Herring Prospectus, we do not have any subsidiaries or associates.

Shareholding of Directors in our Company

As per our Articles of Association, our Directors are not required to hold any qualification shares.

Other than as disclosed under "*Capital Structure – Details of Equity Shares held by our Directors, Key Managerial Personnel and Senior Management of our Company*" on page 98, none of our Directors hold any Equity Shares as on the date of this Draft Red Herring Prospectus.

Interest of Directors

The Executive Directors may be regarded as interested in the Equity Shares held by them or Equity Shares that may be subscribed by or allotted to them. All our Directors may also be deemed to be interested to the extent of remuneration (if applicable), reimbursement of expenses (if applicable), to the extent of any Equity Shares held by them (if applicable) and to the extent of benefits arising out of such shareholding and to the extent of the transactions entered into in the ordinary course of business with the companies in which our Directors hold directorship.

Other than Ravjibhai Dudabhai Dudhat and Mili Snehal Patel who are the initial subscribers to our Memorandum of Association and Snehal Ravjibhai Patel who is the Promoter of our Company and is interested as disclosed in the section entitled "*Our Promoter and Promoter Group – Interests of the Promoter*" on page 266, none of our Directors have any interest in the promotion or formation of our Company other than in the ordinary course of business.

Our Independent Directors may be deemed to be interested to the extent of sitting fees payable if any, to them for attending meetings of our Board or committees thereof as well as to the extent of other remuneration and reimbursement of expenses payable under our Articles of Association. In consideration for their services, they are paid managerial remuneration in accordance with the provisions of the Companies Act.

Except as stated in the section entitled "*Restated Financial Information*" on page 273, and to the extent of shareholding in our Company, if any, our Directors do not have any other interest in our business.

Except as disclosed below, our Directors have no interest in any property acquired by our Company or proposed to be acquired of our Company or by our Company:

In the Fiscal 2020, our Company purchased a plot of land (admeasuring 38,951 sq.mtrs located at 66 P1, Sanes, Taluka-Bhavnagar, District-Bhavnagar) from our Promoter and Managing Director, Snehal Ravjibhai Patel for a sum of ₹ 55.00 million.

Except as disclosed above, our Directors have no interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Except as disclosed in this Draft Red Herring Prospectus, no amount or benefit has been paid or given or is intended to be paid or given to any of our Directors except the normal remuneration for services rendered as Directors and/or as Key Managerial Personnel.

The Directors may also be regarded as interested in the Equity Shares held by them or by their relatives, if any, or that may be subscribed by or allotted to them or the companies, firms and trusts, in which they are interested as directors, members, partners, trustees and promoter, pursuant to this Offer. Our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of such Equity Shares.

Except as stated in *"–Terms of appointment of Executive Directors"* on page 250, our Company does not have any bonus or profit-sharing plan for our Directors. Further, there is no contingent or deferred compensation payable to our Directors at a later date.

Further, our Executive Directors are also directors on the boards, or are shareholders, and trustees of entities with which our Company has had related party transactions and may be deemed to be interested to the extent of the payments made by our Company, if any, to these entities. For further details, see "*Restated Financial Information Note 39 – Related Party Disclosures*" on page 335.

Except to the extent of the sale of Equity Shares in the Offer for Sale by the Promoter Selling Shareholder, who is also a Director of our Company, there is no material existing or anticipated transaction whereby the Director will receive any portion of the proceeds from the Offer.

Changes in the Board in the last three years

Sr. No	Name	Date of Appointment/Change/ Cessation	Reason
1.	Ravjibhai Dudabhai Dudhat	March 21, 2023	Re-designation as a Whole-time Director of the Company
2.	Mili Snehal Patel	March 21, 2023	Re-designation as a Whole-time Director of the Company
3.	Shekhar Shreedhar Khanolkar	March 21, 2023	Appointment as an Independent Director
4.	Maulik Chandraketu Mehta	March 21, 2023	Appointment as an Independent Director
5.	Kiran Kumar Shah	March 21, 2023	Appointment as an Independent Director
6.	Snehal Ravjibhai Patel	April 3, 2021	Re-appointment as the Managing Director
7.	Mili Snehal Patel	February 1, 2021	Appointment as an Executive Director

Borrowing Powers of Board

In accordance with the Articles of Association and pursuant to a resolution passed by the Shareholders of our Company on March 20, 2023, provided that the total amount of money/monies so borrowed by our Board shall not at any time exceed the limit of ₹ 3,000.00 million.

Corporate Governance

The corporate governance provisions of the SEBI Listing Regulations will be applicable to us immediately upon the listing of the Equity Shares with the Stock Exchanges. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team, constitution of the Board committees and formulation of policies, each as required under law, including the SEBI Listing Regulations. We are in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations, the Companies Act and the SEBI ICDR Regulations, in respect of corporate governance particularly in relation to constitution of the Board and committees thereof.

Our Board has been constituted in compliance with the Companies Act, 2013 and the SEBI Listing Regulations. Currently, our Board has six Directors, including three Executive Directors which includes one woman Director and three Independent Directors.

The Board of Directors functions either as a full board or through various committees constituted to oversee specific operational areas. The executive management provides the Board of Directors detailed reports on its performance periodically.

Audit Committee

The members of the Audit Committee are:

1. Maulik Chandraketu Mehta, Chairperson;
2. Kiran Kumar Shah, Member; and
3. Mili Snehal Patel, Member.

The Audit Committee was constituted by a meeting of the Board of Directors held on March 23, 2023. The terms of reference of the Audit Committee was approved by a meeting of the Board of Directors on March 23, 2023. The scope and functions of the Audit Committee is in accordance with Section 177 of the Companies Act, 2013, read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014, and Regulation 18 of the SEBI Listing Regulations. Its terms of reference are as follows:

Powers of Audit Committee

The Audit Committee shall have powers, including the following:

1. to investigate any activity within its terms of reference;

2. to seek information from any employee;

3. to obtain outside legal or other professional advice;

4. to secure attendance of outsiders with relevant expertise, if it considers necessary; and

5. such other powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

Role of Audit Committee

The role of the Audit Committee shall include the following:

1. oversight of financial reporting process and the disclosure of financial information relating to the Company to ensure that the financial statements are correct, sufficient and credible;

2. recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee;

3. approval of payment to statutory auditors for any other services rendered by the statutory auditors;

4. formulation of a policy on related party transactions, which shall include materiality of related party transactions;

5. reviewing, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

6. examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

    a) Matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
    b) Changes, if any, in accounting policies and practices and reasons for the same;
    c) Major accounting entries involving estimates based on the exercise of judgment by management;
    d) Significant adjustments made in the financial statements arising out of audit findings;
    e) Compliance with listing and other legal requirements relating to financial statements;
    f) Disclosure of any related party transactions; and
    g) Modified opinion(s) in the draft audit report.

7. reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

8. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the Offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

9. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

10. approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;

    Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.

11. scrutiny of inter-corporate loans and investments;

12. valuation of undertakings or assets of the Company, wherever it is necessary;

13. evaluation of internal financial controls and risk management systems;

14. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

15. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

16. discussion with internal auditors of any significant findings and follow up there on;

17. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

18. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

19. recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;

20. looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

21. reviewing the functioning of the whistle blower mechanism;

22. monitoring the end use of funds raised through public offers and related matters;

23. overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

24. approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

25. reviewing the utilization of loans and/or advances from / investment by the holding company in the subsidiary exceeding ₹ 1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing;

26. carrying out any other functions required to be carried out by the Audit Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time;

27. Considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders; and

28. Such roles as may be prescribed under the Companies Act, SEBI Listing Regulations and other applicable provisions.

The Audit Committee shall mandatorily review the following information:

a) Management discussion and analysis of financial condition and results of operations;

b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;

c) Management letters / letters of internal control weaknesses issued by the statutory auditors;

d) Internal audit reports relating to internal control weaknesses;

e) The appointment, removal and terms of remuneration of the chief internal auditor;

f) Statement of deviations in terms of the SEBI Listing Regulations:

   a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are proposed to be listed in terms of the SEBI Listing Regulations; and

   b. annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of the SEBI Listing Regulations.

g) review the financial statements, in particular, the investments made by any unlisted subsidiary.

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

1. Maulik Chandraketu Mehta, Chairperson;
2. Shekhar Shreedhar Khanolkar, Member; and
3. Kiran Kumar Shah, Member.

The Nomination and Remuneration Committee was constituted by a meeting of the Board of Directors held on March 23, 2023. The terms of reference of the Nomination and Remuneration Committee were approved by a meeting of the Board of Directors on March 23, 2023. The scope and functions of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013, read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014, and Regulation 19 of the SEBI Listing Regulations.

Terms of reference for the Nomination and Remuneration Committee:

The Nomination & Remuneration Committee shall be responsible for, among other things, as may be required by the stock exchange(s) from time to time, the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company (the “Board” or “Board of Directors”) a policy relating to the remuneration of the directors, key managerial personnel and other employees (“Remuneration Policy”);

   The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

   (i) For appointment of an independent director, it shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

      a) use the services of an external agencies, if required;
      b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
      c) consider the time commitments of the candidates.

   (ii) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
   (iii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(iv) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.

2. Formulation of criteria for evaluation of independent directors and the Board;

3. Devising a Policy on Board diversity;

4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director's performance (including independent director);

5. Analysing, monitoring and reviewing various human resource and compensation matters;

6. Deciding whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

7. Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

8. Recommending to the board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary;

9. Reviewing and approving the Company's compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

10. Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, if applicable;

11. Frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

    a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and

    b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.

12. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

    a) use the services of an external agencies, if required;
    b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
    c) consider the time commitments of the candidates.

13. Perform such other activities as may be delegated by the Board or specified / provided under the Companies Act, 2013 to the extent notified and effective, as amended or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or by any other applicable law or regulatory authority.

Stakeholders' Relationship Committee

The members of the Stakeholders' Relationship Committee are:

1. Maulik Chandraketu Mehta, Chairperson;
2. Shekhar Shreedhar Khanolkar, Member; and
3. Mili Snehal Patel, Member.

The Stakeholders Relationship Committee was constituted by our Board of Directors at their meeting held on March 23, 2023. The terms of reference of the Stakeholders Relationship Committee of our Company, as per Regulation 20 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013 and the applicable rules thereunder, include the following:

Terms of reference for the Stakeholders' Relationship Committee:

The Stakeholders' Relationship Committee shall be responsible for, among other things, as may be required by the under applicable law, the following:

1. To specifically look into various aspects of interests of shareholders, debentures holders and other security holders;

2. Resolving the grievances of the security holders of the listed entity including complaints related to transfer of shares or debentures, including non-receipt of share or debenture certificates and review of cases for refusal of transfer / transmission of shares and debentures, non-receipt of annual report or balance sheet, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints;

3. review of measures taken for effective exercise of voting rights by shareholders;

4. Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

5. Giving effect to all transfer/transmission of shares and debentures, dematerialization of shares and re-materialization of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;

6. review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar and share transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services;

7. review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and

8. Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority.

Corporate Social Responsibility Committee

The members of the Corporate Social Responsibility Committee are:

1. Kiran Kumar Shah, Chairperson;
2. Snehal Ravjibhai Patel, Member
3. Mili Snehal Patel, Member; and
4. Ravjibhai Dudabhai Dudhat, Member.

The Corporate Social Responsibility Committee was constituted by our Board of Directors at their meeting held on June 10, 2019, and last reconstituted on March 23, 2023. The terms of reference of the Corporate Social Responsibility Committee of our Company, as per Section 135 of the Companies Act, 2013 and the applicable rules thereunder, include the following:

Functions of the Committee:

1. formulate and recommend to the Board, a "Corporate Social Responsibility Policy" which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and the rules made thereunder, as amended, monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board;

2. identify corporate social responsibility policy partners and corporate social responsibility policy programmes;

3. review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a) and the distribution of the same to various corporate social responsibility programs undertaken by the Company;

4. delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;

5. review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

6. any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board, from time to time; and

7. exercise such other powers as may be conferred upon the Corporate Social Responsibility Committee in terms of the provisions of Section 135 of the Companies Act.

Risk Management Committee

The members of the Risk Management Committee are:

1. Snehal Ravjibhai Patel, Chairperson;
2. Maulik Chandraketu Mehta, Member;
3. Shekhar Shreedhar Khanolkar, Member; and
4. Jimmishkumar Shaileshbhai Gohel, Member.

The Risk Management Committee was constituted by our Board of Directors at their meeting held on March 23, 2023. The Risk Management Committee is in compliance with Regulation 21 of the SEBI Listing Regulations and the terms of reference of the Risk Management Committee of our Company, include the following:

1. To formulate a detailed risk management policy which shall include:

    a. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee;
    b. Measures for risk mitigation including systems and processes for internal control of identified risks; and
    c. Business continuity plan.

2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

5. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

6. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee; and

7. To carry out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act, 2013 or the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended or by any other regulatory authority.

IPO Committee

The members of the IPO Committee are:

1. Snehal Ravjibhai Patel, Chairperson;
2. Ravjibhai Dudabhai Dudhat, Member; and
3. Mili Snehal Patel, Member.

The IPO Committee was constituted by our Board of Directors at their meeting held on March 23, 2023. The terms of reference of the IPO Committee of our Company include the following:

1. to decide, negotiate and finalise the pricing, the terms of the issue of the Equity Shares and all other related matters regarding the Pre-IPO Placement, if any, including the execution of the relevant documents with the investors, in consultation with the BRLMs appointed in relation to the Offer;

2. to decide in consultation with the BRLMs the actual size of the Offer and taking on record the number of Equity Shares, and/or reservation on a competitive basis, and/or any rounding off in the event of any oversubscription and/or any discount to be offered to retail individual bidders or eligible employees participating in the Offer and all the terms and conditions of the Offer, including without limitation timing, opening and closing dates of the Offer, price band, allocation/allotment to eligible persons pursuant to the Offer, including any anchor investors, and to accept any amendments, modifications, variations or alterations thereto;

3. to appoint, instruct and enter into agreements with the BRLMs, and in consultation with the BRLMs appoint and enter into agreements with intermediaries, co-managers, underwriters, syndicate members, brokers, escrow collection bankers, auditors, independent chartered accountants, refund bankers, registrar, sponsor banks, grading agency, monitoring agency, industry expert, legal counsels, depositories, custodians, credit rating agencies, printers, advertising agency(ies), and any other agencies or persons (including any successors or replacements thereof) whose appointment is required in relation to the Offer and to negotiate and finalize the terms of their appointment, including but not limited to execution of the mandate letters and offer agreement with the BRLMs, underwriting agreement with the underwriters and negotiation, finalization, execution and to remunerate all such intermediaries/agencies including the payments of commissions, brokerages, etc., and to terminate agreements or arrangements with such intermediaries;

4. to make any alteration, addition or variation in relation to the Offer, in consultation with the BRLMs or SEBI or such other authorities as may be required, and without prejudice to the generality of the aforesaid, deciding the exact Offer structure and the exact component of issue of Equity Shares;

5. to finalise, settle, approve, adopt and file in consultation with the BRLMs where applicable, the DRHP, the red herring prospectus ("**RHP**"), the Prospectus, the preliminary and final international wrap and any amendments, supplements, notices, addenda or corrigenda thereto, clarifications, reply to observations as may be required by government and regulatory authorities, respective stock exchanges where the Equity Shares are proposed to be listed ("**Stock Exchanges**"), the RoC, institutions or bodies or in accordance with the applicable laws;

6. to invite the existing shareholders of the Company to participate in the Offer to offer for sale the Equity Shares held by them at the same price as in the Offer;

7. To take all actions as may be necessary and authorised in connection with the offer for sale and to approve and take on record the approval of the selling shareholder(s), including the quantum in terms of number of Equity Shares/amount offered, for offering their Equity Shares in the offer for sale and the transfer of Equity Shares in the offer for sale;

8. to authorize and approve notices, advertisements in such newspapers and other media as it may deem fit and proper, in consultation with the relevant intermediaries appointed for the Offer in accordance with the SEBI ICDR Regulations, Companies Act, 2013, as amended and other applicable law;

9. to decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any, and on permitting existing shareholders to sell any Equity Shares held by them;

10. to open separate escrow accounts as the escrow account to receive application monies from anchor investors/underwriters in respect of the bid amounts and a bank account as the refund account for handling refunds in relation to the Offer and in respect of which a refund, if any will be made;

11. to open account with the bankers to the Offer to receive application monies in relation to the Offer in terms of Section 40(3) of the Companies Act, 2013, as amended and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

12. to do all such deeds and acts as may be required to dematerialise the Equity Shares and to sign and/or modify, as the case may be, agreements and/or such other documents as may be required with the National Securities Depository Limited, Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, authorities or bodies as may be required in this connection, with power to authorise one or more officers of the Company to execute all or any such documents;

13. to negotiate, finalise, sign, execute and deliver or arrange the delivery of the draft red herring prospectus, the red herring prospectus, the prospectus, the preliminary and final international wrap, offer agreement, syndicate agreement, cash escrow and sponsor bank agreement, underwriting agreement, agreements with the registrar to the Offer, monitoring agency and the advertising agency(ies) and all other agreements, documents, deeds, memorandum of understanding and other instruments whatsoever with the registrar to the Offer, monitoring agency, legal counsel, auditors, Stock Exchanges, BRLMs and other agencies/ intermediaries in connection with Offer with the power to authorize one or more officers of the Company to execute all or any of the aforesaid documents or any amendments thereto as may be required or desirable in relation to the Offer;

14. to make any applications, seek clarifications, obtain approvals and seek exemptions, if necessary, from the Stock Exchange, the SEBI, the RBI, the RoC and such other statutory and governmental authorities in connection with the Offer, as required by applicable law, and to accept, on behalf of the Board, such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, exemptions, permissions and sanctions as may be required, and wherever necessary, incorporate such modifications / amendments as may be required in the DRHP, RHP and the Prospectus as applicable;

15. to make in-principle and final applications for listing and trading of the Equity Shares on one or more Stock Exchanges, to execute and to deliver or arrange the delivery of the equity listing agreement(s) or equivalent documentation to the Stock Exchanges and to take all such other actions as may be necessary in connection with obtaining such listing;

16. to determine and finalize, in consultation with the BRLMs, the price band for the Offer and minimum bid lot for the purpose of bidding, any revision to the price band and the final Offer price after bid closure, and to finalize the basis of allocation and to allot the Equity Shares to the successful allottees and credit Equity Shares to the demat accounts of the successful allottees in accordance with applicable laws and undertake other matters in connection with or incidental to the Offer, including determining the anchor investor portion, in accordance with the SEBI ICDR Regulations;

17. to issue receipts/allotment advice/confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchange(s), with power to authorise one or more officers of the Company to sign all or any of the aforementioned documents;

18. to approve the code of conduct, suitable insider trading policy, whistle blower/vigil mechanism policy, risk management policy and other corporate governance requirements considered necessary by the Board or the IPO Committee or as required under applicable law, regulations or guidelines for the Board, officers of the Company and other employees of the Company;

19. to seek, if required, the consent and waivers of the parties with whom the Company has entered into various commercial and other agreements such as Company's lenders, customers, joint venture partners, all concerned governmental and regulatory authorities in India or outside India, and any other consents that may be required in connection with the Offer in accordance with the applicable laws;

20. to determine the price at which the Equity Shares are offered, issued, allocated, transferred and/or allotted to investors in the Offer in accordance with applicable regulations in consultation with the BRLMs and/or any other advisors, and determine the discount, if any, proposed to be offered to eligible categories of investors;

21. to settle all questions, difficulties or doubts that may arise in relation to the Offer, including allotment, terms of the Offer, utilization of the Offer proceeds and matters incidental thereto, as it may in its absolute discretion deem fit;

22. to do all acts and deeds, and execute all documents, agreements, forms, certificates, undertakings, letters and instruments as may be necessary for the purpose of or in connection with the Offer;

23. to authorize and approve the incurring of expenditure and payment of fees, commissions, brokerage and remuneration and reimbursement of expenses in connection with the Offer;

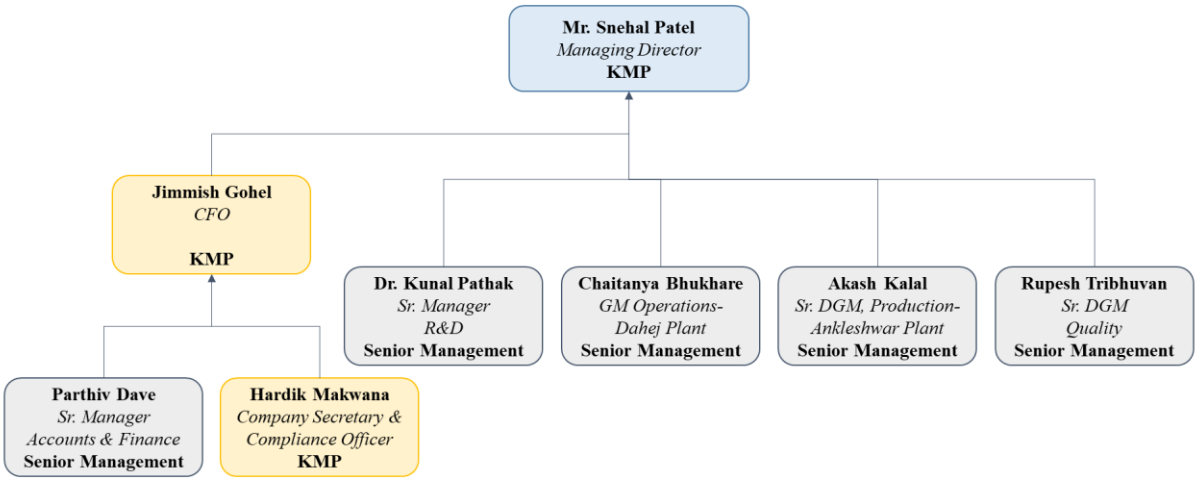
24. to withdraw the DRHP or RHP or to decide not to proceed with the Offer at any stage, in consultation with the BRLMs and in accordance with the SEBI ICDR Regulations and applicable laws;

25. To determine the utilization of proceeds of the fresh issue, if applicable and accept and appropriate proceeds of such fresh issue in accordance with the Applicable Laws;

26. to submit undertaking/certificates or provide clarifications to the SEBI, Registrar of Companies, Gujarat at Ahmedabad, and the relevant Stock Exchange(s) where the Equity Shares are to be listed; and

27. to authorize and empower officers of the Company (each, an "**Authorized Officer(s)**"), for and on behalf of the Company, to execute and deliver, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that the Authorized Officer(s) consider necessary, appropriate or advisable, in connection with the Offer, including, without limitation, engagement letter(s), memoranda of understanding, the listing agreement(s) with the Stock Exchange(s), the registrar's agreement and memorandum of understanding, the depositories' agreements, the offer agreement with the BRLMs (and other entities as appropriate), the underwriting agreement, the syndicate agreement with the BRLMs and syndicate members, the cash escrow and sponsor bank agreement, confirmation of allocation notes, allotment advice, placement agents, registrar to the Offer, bankers to the Company, managers, underwriters, escrow agents, accountants, auditors, legal counsel, depositories, advertising agency(ies), syndicate members, brokers, escrow collection bankers, auditors, grading agency, monitoring agency and all such persons or agencies as may be involved in or concerned with the Offer, if any, and to make payments to or remunerate by way of fees, commission, brokerage or the like or reimburse expenses incurred in connection with the Offer by the BRLMs and to do or cause to be done any and all such acts or things that the Authorized Officer(s) may deem necessary, appropriate or desirable in order to carry out the purpose and intent of the foregoing resolutions for the Offer; and any such agreements or documents so executed and delivered and acts and things done by any such Authorized Officer(s) shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing.

Management Organization Chart



Key Managerial Personnel

All the Key Managerial Personnel are permanent employees of our Company.

The details of the Key Managerial Personnel in addition to our Managing Director and Executive Directors are set out below:

Jimmishkumar Shaileshbhai Gohel is the Chief Financial Officer of our Company. He has been associated with our Company since April 6, 2020 and was appointed as the Chief Financial Officer with effect from January 2, 2023. He holds a bachelor's degree in commerce (accounting and financial management) from the Maharaja Sayajirao University of Baroda and has passed the professional competence examination and the final examination conducted by the Institute of Chartered Accountants of India. The remuneration paid to him in Fiscal 2022 was ₹ 2.30 million.

Hardik Kailash Makwana is the Company Secretary and Compliance Officer of our Company. He has been associated with our Company since December 5, 2020. He was appointed as the whole-time Company Secretary of the Company with effect from September 11, 2021 and as the Compliance Officer with effect from March 20, 2023. He holds a bachelor's degree in commerce from the University of Mumbai and is an associate member of the Institute of Company Secretaries of India. Prior to joining our Company, he held the position of a company secretary at Astra Specialty Compounds India Private Limited. The remuneration paid to him in Fiscal 2022 was ₹ 0.66 million.

Senior Management

All the Senior Management are permanent employees of our Company.

In addition to the Company Secretary and Compliance Officer and the Chief Financial Officer of our Company, whose details are provided in "– *Key Managerial Personnel*" on page 263, the details of our other Senior Management are set out below:

Kunalkumar Kamleshkumar Pathak is the senior manager, R&D of our Company. He has been associated with our Company since October 17, 2022. He holds a doctor's degree of philosophy in chemistry and a master's degree of science in organic chemistry from Veer Narmad South Gujarat University and a bachelor's degree of science (special) from South Gujarat University. He has over 10 years of experience in the pharmaceutical sector. Since he was appointed on October 17, 2022, he was not paid any remuneration in Fiscal 2022.

Chaitanyasagar Dattatraya Bhokare is the general manager, operation at the Dahej plant of our Company. He has been associated with our Company since December 26, 2022. He holds a bachelor's degree in technology in chemical engineering from the Faculty of Engineering and Technology, Nagpur University. He has approximately 20 years of experience in the pharmaceutical sector. Since he was appointed on December 26, 2022, he was not paid any remuneration in Fiscal 2022.

Akash Kalal is the senior deputy general manager, production at the Ankleshwar plant of our Company. He has been associated with our Company since October 18, 2021. He holds a bachelor's degree of science (special) in chemistry from the Gujarat University and has approximately 20 years of experience in the pharmaceutical sector. The remuneration paid to him in Fiscal 2022 was ₹ 1.35 million.

Rupesh Baheru Tribhuwan is the deputy general manager, quality at the Ankleshwar Plant of our Company. He has been associated with our Company since March 17, 2022. He holds a bachelor's degree in science from Dr. Babasaheb Ambedkar Marathwada University. He has approximately five and a half years of experience in the pharmaceutical sector. The remuneration paid to him in Fiscal 2022 was ₹ 0.08 million.

Parthiv Rajendraprasad Dave is the senior manager, accounts and finance of our Company. He has been associated with our Company since August 1, 2020 when he was appointed as the assistant manager – finance and accounts. He was appointed as the senior manager, accounts and finance with effect from December 22, 2022. He holds a master's degree in business administration from the National Institute of Management and a bachelor's degree in commerce in accounting and financial management from the Maharaja Sayajirao University of Baroda. He has approximately 13 years of experience working as an accountant in different organizations in the pharmaceutical sector. The remuneration paid to him in Fiscal 2022 was ₹ 0.87 million.

Other than as disclosed under "*– Relationship between our Directors and Key Managerial Personnel and Senior Management*" on page 249, none of the Key Managerial Personnel or Senior Management are related to each other.

Shareholding of Key Managerial Personnel and Senior Management

Other than as disclosed under "*Capital Structure –Details of Equity Shares held by our Directors, Key Managerial Personnel and Senior Management of our Company*" on page 98, none of our Key Managerial Personnel or Senior Management hold any Equity Shares as on the date of this Draft Red Herring Prospectus.

Bonus or profit-sharing plan of the Key Managerial Personnel and Senior Management

Except as disclosed in "*–Interest of Directors*" on page 252, and except for performance linked bonus, none of the Key Managerial Personnel or Senior Management is party to any bonus or profit-sharing plan of our Company. For details, please see "*– Terms of appointment of Executive Directors*" on page 250.

Arrangement or understanding with major Shareholders, customers, suppliers, or others

There is no arrangement or understanding with the major Shareholders, customers, suppliers, or others, pursuant to which any Key Managerial Personnel or Senior Management was selected as a Key Managerial Personnel or Senior Management.

Contingent and deferred compensation payable to Key Managerial Personnel or Senior Management

There is no contingent or deferred compensation payable to Key Managerial Personnel or Senior Management.

Payment or benefit to officers of our Company (non-salary related)

No amount or benefit has been paid or given within the preceding two years or is intended to be paid or given to any officers of our Company, including our Key Managerial Personnel and Senior Management, other than normal remuneration, for services rendered as officers of our Company and other than as disclosed in "*Our Promoter and Promoter Group*" on page 266.

Other than statutory benefits upon termination of their employment in our Company on retirement and, none of our Key Managerial Personnel or Senior Management have entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Retirement and termination benefits

Except applicable statutory benefits, none of our Key Managerial Personnel or Senior Management would receive any benefits on their retirement or on termination of their employment with our Company.

Interest of Key Managerial Personnel and Senior Management

Our Key Managerial Personnel and Senior Management are interested in our Company to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of their service.

Our Key Managerial Personnel and Senior Management may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of Equity Shares held by them in our Company.

Changes in the Key Managerial Personnel and Senior Management

The changes in the Key Managerial Personnel and Senior Management in the last three years, other than as disclosed under "*-Changes in the Board in the last three years*" on page 253, are as follows:

Name	Designation	Date of change	Reason for change
Hardik Kailash Makwana	Compliance Officer	March 20, 2023	Appointment
Jimmishkumar Shaileshbhai Gohel	Chief Financial Officer	January 2, 2023	Appointment
Chaitanyasagar Dattatraya Bhokare	General manager, operation	December 26, 2022	Appointment
Parthiv Rajendraprasad Dave	Senior manager, accounts and finance	December 22, 2022	Appointment
Kunalkumar Kamleshkumar Pathak	Senior manager, R&D	October 17, 2022	Appointment
Rupesh Baheru Tribhuwan	General manager, quality	March 17, 2022	Appointment
Akash Kalal	Senior deputy general manager, production	October 18, 2021	Appointment
Hardik Kailash Makwana	Company Secretary	September 11, 2021	Appointment
	AM, F&A	December 5, 2020	Appointment
Parthiv Rajendraprasad Dave	Assistant manager, finance and accounts	August 1, 2020	Appointment
Jimmishkumar Shaileshbhai Gohel	Assistant general manager, F&A	April 6, 2020	Appointment

The rate of attrition of our Key Managerial Personnel and Senior Management is not high in comparison to the industry in which we operate.

Employee Stock Option Schemes

Our Company does not have any employee stock option scheme.

OUR PROMOTER AND PROMOTER GROUP

The Promoter of our Company is Snehal Ravjibhai Patel.

As on the date of this Draft Red Herring Prospectus, our Promoter holds 43,880,464 Equity Shares, equivalent to 98.18 % of the issued, subscribed and paid-up Equity Share capital of our Company on a fully diluted basis.

For details of the build-up of our Promoter's shareholding in our Company, please refer to the chapter "*Capital Structure – Notes to the Capital Structure*" on page 90.

Details of our Promoter

Snehal Ravjibhai Patel

Snehal Ravjibhai Patel, aged 46 years, is the Managing Director and Promoter of our Company.

The permanent account number of Snehal Ravjibhai Patel is ACQPP6504N.

For the complete profile of Snehal Ravjibhai Patel, along with details of his date of birth, residential address, educational qualifications, professional experience, position/posts held in the past and directorships held, his other ventures, his business and financial activities, see "*Our Management – Board of Directors*" on page 247 and "*Our Management – Brief Biographies of Directors"* on page 249.

Our Company confirms that the permanent account number, bank account number, passport number, Aadhaar card number and driving license number of our Promoter will be submitted to the Stock Exchanges, at the time of filing of this Draft Red Herring Prospectus.

Interests of the Promoter

Our Promoter is interested in our Company to the extent that he has promoted our Company, to the extent of his shareholding and the shareholding of his relatives in our Company and the dividends payable, if any, and any other distributions in respect of the Equity Shares held by him and the shareholding of his relatives in our Company. For details of the shareholding of our Promoter in our Company, see "*Capital Structure – Shareholding of our Promoter and members of the Promoter Group*" beginning on page 94. Our Promoter is also interested in our Company to the extent of being a Managing Director of our Company and the remuneration and other fees payable to him in such capacities.

Further, our Promoter is also director on the boards, or is a shareholder, and trustee of entities with which our Company has had related party transactions and may be deemed to be interested to the extent of the payments made by our Company, if any, to these entities. For further details, see "*Restated Financial Information – Note 39 - Related Party Disclosures*" on page 35.

Except as disclosed above, and under "*Financial Information*" on page 273, our Company has not entered into any contracts, agreements or arrangements during the preceding two years from the date of this Draft Red Herring Prospectus or proposes to enter into any such contract in which our Promoter is directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them. For further details of related party transactions, as per Ind AS 24, see *Financial Information*" on page 273.

As on the date of this Draft Red Herring Prospectus, no loans have been availed by the Promoter from our Company.

Except to the extent of his directorships in Genesis Organics Private Limited and SPC Pharmaceuticals Private Limited, which also form part of our Group Companies, our Promoter does not have any interest in any venture that is involved in any activities similar to those conducted by our Company. For further details, please see "*Our Group Companies – Common Pursuits among the Group Companies and our Company"* on page 271.

Our Promoter is not related to any sundry debtors of our Company.

Our Promoter is not interested as a member in any firm or company which has any interest in our Company. Our Promoter is not interested as members of a firm or company, and no sum has been paid, or agreed to be paid to them or to such firm or company, in cash or shares or otherwise by any person either to induce him to become, or to help him qualify as a Director, or otherwise for services rendered by them or by such firm or company, in connection with the promotion or formation of our Company.

Except as disclosed below, our Promoter does not have any interest, whether direct or indirect, in any property acquired by our Company within the preceding three years from the date of this Draft Red Herring Prospectus or proposed to be acquired by it as on the date of this Draft Red Herring Prospectus, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery:

In the Fiscal 2020, our Company purchased a plot of land (admeasuring 38,951 sq.mtrs located at 66 P1, Sanes, Taluka-Bhavnagar, District-Bhavnagar) from our Promoter and Managing Director, Snehal Ravjibhai Patel for a sum of ₹ 55.00 million.

Payment or benefits to Promoter or Promoter Group

Except as stated above, and otherwise as disclosed in the sections "*Restated Financial Information- Note 39 - Related Party Disclosures*" on page 335 and "*Our Management – Payment or benefits to Directors of our Company*" on page 251, there have been no payment or benefit paid or given to our Promoter or Promoter Group during the two years prior to the filing of this Draft Red Herring Prospectus, nor is there any intention to pay or give any benefit to our Promoter or Promoter Group as on the date of this Draft Red Herring Prospectus.

Common pursuits

Other than our group entities, our Promoter does not have any interest in any venture that is involved in any activities similar to those conducted by our Company. For further details, please see "*Our Group Companies – Common Pursuits among the Group Companies and our Company"* on page 271.

Companies with which our Promoter have disassociated in the last three years

Our Promoter has not disassociated himself from any company or firms during the last three years preceding the date of this Draft Red Herring Prospectus.

Change in the management and control of our Company

There has been no change in the control of our Company in the last five years immediately preceding the date of this Draft Red Herring Prospectus.

Guarantees

Except as disclosed below, our Promoter has not given any material guarantees to a third party as of the date of this Draft Red Herring Prospectus.

Snehal Ravjibhai Patel, the Promoter and Managing Director of the Company, Ravjibhai Dudabhai Dudhat, a Whole-time Director of the Company, and Mili Snehal Patel, a Whole-time Director of the Company (collectively, the "**Guarantors**" and each, a "**Guarantor**"), have personally guaranteed the repayment of certain loan facilities availed by the Company. The guarantee has been given as a security for credit facilities worth ₹ 493.30 million availed from State Bank of India. Additionally, Snehal Ravjibhai Patel and Ravjibhai Dudabhai Dudhat have personally guaranteed the repayment of loan facilities of ₹ 650.00 million availed from HDFC Bank. As of February 28, 2023, principal outstanding amounts from credit facilities personally guaranteed by the Guarantors in each of the above facilities were ₹ 376.62 million and ₹ 527.32 million respectively, which constituted 40.69% and 56.98% respectively, of our outstanding indebtedness as on such date. Each Guarantor has, inter alia guaranteed to the lender's performance by the Guarantors of their respective obligations under the sanction letter or facilities agreement and have undertaken to make payments, if such payments are not made by the Company.

The obligations of the Guarantors are joint and several and the guarantee is a continuing one for all the amounts advanced to the Company under the said facilities.

Other confirmations

Although, our Promoter was not the initial subscriber to the Memorandum of Association of the Company, he has been in control of the Company since his association with the Company. There has been no change in the control of the Company in the five years immediately preceding the date of this Draft Red Herring Prospectus.

Neither our Promoter nor members of the Promoter Group, have been declared as wilful defaulters or fraudulent borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI or any other government authority. Further, there are no violations of securities laws committed by our Promoter and members of the Promoter Group in the past, and no proceedings for violation of securities laws are pending against them.

Neither our Promoter nor members of the Promoter Group have been prohibited from accessing or operating in capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI, or any other regulatory or governmental authority.

Our Promoter is not, and has not been in the past, promoter, director or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoter has not been declared as a Fugitive Economic Offender.

For details in relation to legal proceedings involving our Promoter, see "*Outstanding Litigation and Material Development – Litigation proceedings involving our Promoter*" on page 404.

For other relevant confirmations in relation to our Promoter and members of our Promoter Group, see "*Other Regulatory and Statutory Disclosures*" on page 411.

PROMOTER GROUP

In addition to the Promoter named above, the following individuals and entities form a part of the Promoter Group as on the date of this Draft Red Herring Prospectus, in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations:

1. Natural persons who are part of the Promoter Group

Name of the Promoter	Name of the relative	Relationship with the Promoter
Snehal Ravjibhai Patel	Mili Snehal Patel	Spouse
	Ravjibhai Dudabhai Dudhat	Father
	Sangitaben Ravjibhai Dudhat	Mother
	Tejas Ravjibhai Patel	Brother
	Aadi Snehal Patel	Son
	Mishika Snehal Patel	Daughter
	Rajnikant Laljibhai Patel	Father of the spouse
	Sushila Rajnikant Patel	Mother of the spouse
	Bhavik Patel	Brother of the spouse

2. Body corporates forming part of the Promoter Group

Companies

(i) Genesis Organics Private Limited;
(ii) SPC Pharmaceuticals Private Limited; and
(iii) Snehal Patel Foundation.

Other Entities

(i) MAAS HUF; and
(ii) RASA Concepts.

OUR GROUP COMPANIES

Pursuant to the resolution passed by our Board at its meeting held on March 20, 2023, our Board has noted that in accordance with the SEBI ICDR Regulations, the Group Companies of our Company shall include (i) companies with which there were related party transactions as per the Restated Financial Information included in this Draft Red Herring Prospectus; and (ii) such other companies as considered material by the Board, i.e., companies which are members of our Promoter Group and with which there were one or more transactions in Fiscal 2022 and six months period ended September 30, 2022, which individually or in the aggregate, exceed the lower of, 10% of the revenue from operations of our Company or 1% of the profit after tax of our Company, each as calculated in the Restated Financial Information for the most recent financial year.

Accordingly, in terms of the policy adopted by our Board for determining group companies, as of the date of this Draft Red Herring Prospectus, our Board has identified the following as group companies of our Company (the "**Group Companies**"):

1. Genesis Organics Private Limited;
2. Snehal Patel Foundation (Section 8 company); and
3. SPC Pharmaceuticals Private Limited.

Some of our Group Companies listed above do not have their own websites. Accordingly, details of certain financial information in relation to some of our Group Companies for the previous three financial years as prescribed under the SEBI ICDR Regulations, extracted from its respective audited financial statements (as applicable) are available on the website of our Company, as indicated below ("**Group Company Financial Information**").

Our Company is providing links to such websites solely to comply with the requirements specified under the SEBI ICDR Regulations. The Group Company Financial Information and other information provided on the websites given below does not constitute a part of this Draft Red Herring Prospectus. Such information should not be considered as part of information that any investor should consider to purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision.

1. Details of our Group Companies

S. No.	Name	Registered Office Address	Website for Financial Information
1.	Genesis Organics Private Limited	284/1, GIDC Estate, Makarpura, Baroda Gujarat- 390010, India.	https://spcls.co.in/group-co-financials/
2.	Snehal Patel Foundation	Shed No. 284/1,2&3 GIDC, Makarpura, Vadodara Gujarat-390010, India.	https://spfoundation.in/financial/
3.	SPC Pharmaceuticals Private Limited	Plot No. 284/1, 2&3 GIDC Estate, Makarpura, Vadodara Gujarat- 390010, India	https://spcls.co.in/group-co-financials/

Nature and extent of interest of Group Companies

In the promotion of our Company

None of our Group Companies have any interest in the promotion of our Company.

In the properties acquired by our Company in the three years preceding the date of filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company

None of our Group Companies are interested in the properties acquired by our Company within the three years immediately preceding the date of filing of this Draft Red Herring Prospectus or proposed to be acquired.

In transactions for acquisition of land, construction of buildings and supply of machinery

None of our Group Companies are interested in any transactions of our Company for the acquisition of land, construction of building or supply of machinery.

Related business transactions with our Group Companies and significance on the financial performance of our Company

We have entered into a lease agreement with Genesis Organics Private Limited for use of our Registered Office. For further details on related business transactions with our Group Companies, see "*Restated Financial Information- Note 39 - Related Party Disclosures*" on page 335.

Common pursuits among the Group Companies and our Company

In accordance with their respective constitutional documents, our Group Companies are authorised to carry out similar business activities as that of the Company. However, at present they are not engaged in such similar business activities.

Business and other interests

None of our Group Companies have any business or other interest in our Company except as otherwise disclosed in "*Restated Financial Information- Note 39 - Related Party Disclosures*" on page 335.

Certain other confirmations

None of the securities of our Group Companies are listed on any stock exchange. None of our Group Companies have listed debt securities.

None of our Group Companies have undertaken any capital issues (public, rights or composite) in the three immediately preceding years.

Litigation

Our Group Companies are not party to any pending litigations which will have a material impact on our Company.

DIVIDEND POLICY

The declaration and payment of dividends on our Equity Shares, if any, will be recommended by the Board of Directors, at their discretion, subject to the provisions of the Articles of Association and other applicable law, including the Companies Act. Our Board has, *vide* a resolution dated March 20, 2023 adopted a formal dividend distribution policy.

The Company has not declared and paid any dividends on the Equity Shares in Fiscal 2022, Fiscal 2021, Fiscal 2020, six month period ended September 30, 2022 and the period from October, 2022 to the date of this DRHP.

SECTION VII: FINANCIAL INFORMATION

RESTATED FINANCIAL INFORMATION

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INDEPENDENT AUDITOR'S EXAMINATION REPORT ON THE RESTATED FINANCIAL INFORMATION

To
The Board of Directors
SPC Life Sciences Limited
(Formerly known as SPC Life Sciences Private Limited)
284/1, 2 &3, GIDC Estate,
Makarpura, Vadodara-390010

Dear Sirs,

1. We have examined the attached Restated Financial Information of SPC Life Sciences Limited *(Formerly known as SPC Life Sciences Private Limited) (the "**Company**")* comprising the Restated Statement of Assets and Liabilities as at September 30, 2022, September 30, 2021, March 31, 2022, March 31, 2021, and March 31, 2020, the Restated Statement of Profit and Loss (including Other Comprehensive Income), Restated Statement of Changes in Equity and the Restated Statement of Cash Flows for the six month ended September 30, 2022, & September 30, 2021 and for the financial year ended March 31, 2022, March 31, 2021, and March 31, 2020 along with summary statement of Significant Accounting Policies and the Notes thereon and the summary statements annexed to this report (collectively, the "Restated Financial Information"), as approved by Board of Directors of the Company at their meeting held on March 23, 2023 for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP") prepared by the Company in connection with its proposed Initial Public Offer through a fresh issue ("IPO") prepared in terms of the requirement of:

   (i) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "**Companies Act**");
   (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"); and
   (iii) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("**ICAI**"), as amended from time to time (the "**Guidance Note**").

2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India, the stock exchanges where the equity shares of face value of Rs. 10 each of the Company (the "**Equity Shares**") are proposed to be listed i.e. BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**" and together with BSE the "**Stock Exchanges**"), in connection with the proposed IPO. The Restated Financial Information has been prepared by the management of the company on the basis of preparation stated in note 2.2 to the Restated Financial Information. The responsibility of the Company's Board of Directors includes designing, implementing and maintaining adequate internal controls relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Companies Act, SEBI ICDR Regulations and the Guidance Note.

3. We have examined such Restated Financial Information after taking into consideration:

   d. the terms of reference and terms of our engagement agreed upon with you vide our engagement letter dated January 02, 2023 in connection with the proposed IPO of Equity Shares;

   b. The Guidance Note, which also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

c. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and

d. The requirements of Section 26 of the Companies Act and the SEBI ICDR Regulations.

Our work was performed solely to assist the Company in meeting their responsibilities in relation to compliance with the Companies Act, the SEBI ICDR Regulations and the Guidance Note in connection with the IPO.

4. The Restated Financial Information have been compiled by the management from :

   a) Audited Ind AS financial statements of the Company as at and for the six month ended September 30, 2022 which have been prepared in accordance with the Indian Accounting Standards (referred to as 'Ind AS') as prescribed under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and revised presentation requirements of Division II of Schedule III to the Companies Act (Ind AS compliant Schedule III), as applicable and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on March 23, 2023; and

   b) Audited Ind AS financial statements of the Company as at and for the year ended March 31, 2022 prepared in accordance with the Ind AS as prescribed under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on 15th September, 2022.

   c) The Special Purpose Ind AS financial statements of the Company as at and for the six month ended September 30, 2021, which have been prepared in accordance with Ind AS as prescribed under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and revised presentation requirements of Division II of Schedule III to the Companies Act (Ind AS compliant Schedule III), as applicable. Other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on March 23,2023; and

   d) The Special Purpose Ind AS financial statements of the Company as at and for the year ended March 31, 2021 and March 31, 2020 prepared in accordance with the Ind AS as prescribed under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on March 23, 2023.

5. For the purpose of our examination, we have relied on:

   a) Auditors' reports issued by us dated March 23,2023 on the Ind AS financial statements of the Company as at and for the six month period ended September 30, 2022 as referred in paragraph 4(a) above; and

   b) Auditors' reports issued by us dated September 15, 2022 for the year ended March 31, 2022 as referred in paragraph 4(b) above.

   c) Auditors' reports issued by us dated March 23,2023 on the Special Purpose Interim Ind AS financial statements of the Company as at and for the six month ended September 30, 2021 as referred in paragraph 4(c) above; and

d) Auditors' reports issued by us dated March 23, 2023 on the Special Purpose Ind AS Financial Statements as at and for the year ended March 31, 2021 and March 31, 2020 respectively as referred in paragraph 4(d) above.

6. Based on our examination and according to the information and explanations given to us, we report that:

   a) The Restated Financial Information has been prepared after incorporating adjustments for the change in accounting policies, material errors and regrouping / reclassifications retrospectively in the financial year ended March 31, 2022, March 31, 2021 & March 31, 2020 and for the six month ended September 30, 2021 to reflect the same accounting treatment as per the accounting policies and group / classifications followed as at and for the six month ended September 30 2022, as considered appropriate and disclosed in Note 2 of the Restated Financial Information;

   b) There are no qualification in the auditor's reports which require any adjustments to the Restated Financial Information; and

   c) The Restated Financial Information has been prepared in accordance with the Companies Act, SEBI ICDR Regulations and the Guidance Note.

7. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the Special Purpose Interim Ind AS financial statements and audited financial statements mentioned in paragraph 4 above.

8. This report should not be in any way construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

9. We have no responsibility to update our report for events and circumstances occurring after the date of this report.

10. Our Report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with SEBI and the Stock Exchanges, in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care towards any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For CNK & Associates LLP
Chartered Accountants
Firm Registration No.: 101961W/W-100036

Alok Shah
Partner
Membership No: 042005
UDIN: 23042005BGSQVX4444
Place: Vadodara
Date:March 23, 2023

SPC Life Sciences Limited (CIN: U24230GJ2005PLC046252)
(Formerly known as SPC Life Sciences Private Limited)

Annexure I
Restated Statement of Assets and Liabilities
(All Amounts are in Rs. Millions unless otherwise stated)

Sr. No.	Particulars	Note No	As on 30th September, 2022	As on 30th September, 2021	As on 31st March, 2022	As on 31st March, 2021	As on 31st March, 2020
	ASSETS						
(1)	**Non-current assets**						
	(a) Property, plant and equipment	3	551.86	412.07	558.50	414.76	320.00
	(b) Capital work-in-progress	4	308.62	124.68	147.57	1.10	34.75
	(c) Intangible Assets	5	2.17	3.03	2.60	3.47	4.33
	(d) Right of Use Asset	6	0.37	1.10	0.73	1.47	2.20
	(e) Financial assets						
	(i) Non Current Investments	7	-	-	-	-	6.25
	(ii) Other Non Current financial assets	8	23.78	13.50	14.31	13.39	13.81
	(f) Other non-current assets	9	48.98	5.13	22.82	2.91	6.63
			935.78	**559.52**	**746.54**	**437.09**	**387.97**
(2)	**Current assets**						
	(a) Inventories	10	260.91	219.04	200.60	178.60	97.46
	(b) Financial assets						
	(i) Trade receivables	11	453.75	337.93	412.07	330.40	273.30
	(ii) Cash and cash equivalents	12	22.29	0.41	0.79	59.43	4.90
	(iii) Loans	13	0.13	0.08	0.27	0.01	0.59
	(iv) Other financial assets	14	0.06	0.23	0.16	9.20	0.22
	(c) Other current assets	15	21.23	34.68	20.25	13.44	14.69
			758.38	**592.37**	**634.15**	**591.08**	**391.16**
	Total Assets		**1,694.16**	**1,151.88**	**1,380.68**	**1,028.17**	**779.13**
	EQUITY AND LIABILITIES						
	EQUITY						
	(a)Equity share capital	16	111.74	111.74	111.74	111.74	27.93
	(b)Other equity	17	676.47	479.89	575.23	381.44	298.36
			788.21	**591.62**	**686.96**	**493.18**	**326.30**
	LIABILITIES						
(1)	**Non-current liabilities**						
	(a) Financial liabilities						
	(i) Borrowings	18	341.63	78.22	193.00	95.79	77.92
	(ii) Lease liabilities	19	-	0.83	-	0.83	1.59
	(b) Long term Provisions	20	0.67	1.65	1.21	1.42	3.90
	(c) Deferred tax liabilities (net)	21	20.16	15.37	18.20	14.48	8.50
			362.47	**96.07**	**212.40**	**112.52**	**91.91**
(2)	**Current liabilities**						

Sr. No.	Particulars	Note No	As on 30th September, 2022	As on 30th September, 2021	As on 31st March, 2022	As on 31st March, 2021	As on 31st March, 2020
	(a) Financial Liabilities						
	(i) Borrowings	22	264.55	236.24	226.35	154.51	175.34
	(ii) Trade payables	23					
	-Total outstanding dues of Micro enterprises and small enterprises		74.37	31.00	40.03	48.87	36.92
	-Total outstanding dues other than Micro and small enterprises		163.93	143.87	169.30	181.79	113.03
	(iii) Lease liabilities	19	0.41	0.38	0.83	0.76	0.70
	(iv) Other financial liabilities	24	0.54	0.50	0.41	0.65	0.40
	(b) Other current liabilities	25	35.34	38.30	33.20	33.80	31.19
	(c) Short term Provisions	26	2.08	3.71	2.63	2.10	2.15
	(d) Current tax liabilities (net)	27	2.27	10.21	8.57	-	1.18
			543.49	**464.19**	**481.32**	**422.48**	**360.92**
	Total Equity and Liabilities		**1,694.16**	**1,151.88**	**1,380.68**	**1,028.17**	**779.13**

See accompanying notes forming part of the Restated financial information

Note:

The above Restated Statement of Assets and Liabilities as on 30th September 2022, 30th September 2021, 31st March 2022, 31st March 2021, 31st March 2020 should be read in conjunction with Notes to the Restated Financial Information appearing in Annexure - V and Summary of Restatement Adjustments appearing in Annexure - VI.

As per our report of even date
For C N K & Associates LLP
Chartered Accountants
FRN:-101961W/W-100036

Alok Shah
Partner
Mem No: 042005

Place: Vadodara
Date: 23rd March,2023

For and on behalf of the Board of Directors
SPC Life Sciences Limited

R D Dudhat
Director
DIN: 00030853

Snehal R Patel
Managing Director
DIN: 00165190

Jimmishkumar Gohel
Chief Financial Officer

Hardik Makwana
Company Secretary
M. No.: A32789

Place: Vadodara
Date: 23rd March,2023

SPC Life Sciences Limited (CIN: U24230GJ2005PLC046252)
(Formerly known as SPC Life Sciences Private Limited)

Annexure II
Restated Statement of Profit and Loss
(All Amounts are in Rs. Millions unless otherwise stated)

Sr No	Particulars	Note No.	For the half year ended 30th September, 2022	For the half year ended 30th September, 2021	For the year ended 31st March, 2022	For the year ended 31st March, 2021	For the year ended 31st March, 2020
	Revenue from operations	28	879.12	698.41	1,456.41	1,329.49	1,209.26
	Other income	29	6.06	3.12	8.01	31.93	1.73
(I)	**Total Income**		**885.18**	**701.53**	**1,464.42**	**1,361.42**	**1,210.99**
	EXPENSES						
	Manufacturing and operating expense						
	Cost of materials consumed	30	574.83	412.98	894.84	896.09	732.66
	Changes in inventories of finished goods & work-in-progress	31	(16.92)	(15.27)	(31.75)	(62.24)	34.47
	Employee benefits expenses	32	76.98	73.23	144.71	128.02	120.79
	Finance costs	33	12.61	12.97	24.74	16.85	28.31
	Depreciation & Amortization Expense	3 & 5	12.98	12.11	24.76	18.35	15.95
	Other expenses	34	87.15	73.89	148.32	142.16	137.06
(II)	**Total expenses**		**747.64**	**569.91**	**1,205.63**	**1,139.24**	**1,069.24**
(III)	**Profit before tax (I-II)**		**137.54**	**131.62**	**258.80**	**222.18**	**141.75**
(IV)	**Tax Expense:**	37					
	Current tax		34.01	31.94	63.24	51.07	33.76
	Deferred tax		1.92	0.97	3.23	5.92	3.11
	Income Tax adjustments for earlier years		0.48		-	(1.51)	1.05
			36.41	**32.92**	**66.47**	**55.48**	**37.92**
(V)	**Profit for the year (III-IV)**		**101.13**	**98.70**	**192.33**	**166.70**	**103.83**
(VI)	**Other Comprehensive Income**						
	Items that will not be reclassified to profit or loss						
	- Remeasurement of Defined benefit plans		0.16	(0.34)	1.95	0.24	0.48
	Income tax relating to items that will not be reclassified to profit or loss						
	- Remeasurement of Defined benefit plans		(0.04)	0.09	(0.49)	(0.06)	(0.12)
	Total other comprehensive income		**0.12**	**(0.26)**	**1.46**	**0.18**	**0.36**
(VII)	**Total comprehensive income for the period (V+VI)**		**101.25**	**98.45**	**193.79**	**166.88**	**104.19**
	Earnings per equity share	38(A)					
	(1) Basic		2.26	2.21	4.30	3.73	2.32
	(2) Diluted		2.26	2.21	4.30	3.73	2.32

See accompanying notes forming part of the Restated financial Information
Note:

The above Restated Statement of Profit & Loss Account for the half year ended 30th September 2022 & 30th September 2021 and for the year ended 31st March 2022, 31st March 2021, 31st March 2020 should be read in conjunction with Notes to the Restated Financial Information appearing in Annexure - V and Summary of Restatement Adjustments appearing in Annexure - VI.

As per our report of even date		**For and on behalf of the Board of Directors**
For C N K & Associates LLP		**SPC Life Sciences Limited**
Chartered Accountants		
FRN:-101961W/W-100036		
	R D Dudhat	**Snehal R Patel**
Alok Shah	**Director**	**Managing Director**
Partner	**DIN: 00030853**	**DIN: 00165190**
Mem No: 042005		
Place: Vadodara	**Jimmishkumar Gohel**	**Hardik Makwana**
Date: 23rd March,2023	**Chief Financial Officer**	**Company Secretary**
		M. No.: A32789
	Place: Vadodara	
	Date: 23rd March,2023	

SPC Life Sciences Limited (CIN: U24230GJ2005PLC046252)
(Formerly known as SPC Lifesciences Private Limited)

Annexure III
Restated Statement of Cash Flow
(All Amounts are in Rs. Millions unless otherwise stated)

	Particulars	**For the half year ended 30th September, 2022**	**For the half year ended 30th September, 2021**	**For the year ended 31st March, 2022**	**For the year ended 31st March, 2021**	**For the year ended 31st March, 2020**
A	**Cash flow from operating activities**					
	Profit before tax	137.54	131.62	258.80	222.18	141.75
	Adjustments for:					
	Depreciation and amortisation expense	12.98	12.11	24.76	18.35	15.95
	Interest Income	(0.20)	(0.16)	(0.48)	(0.70)	(0.63)
	(Gain)/ loss on foreign currency transactions/translations	-	-	-	-	0.05
	Finance Costs	12.61	12.97	24.74	16.85	28.31
	(Gain) / Loss on sale of investments	-	-	-	(5.95)	-
	Net (Gain)/loss arising on financial asset designated as at fair value through profit and loss	-	-	-	-	3.75
	(FVTPL) Provision for Doubtful Debts (ECL)	0.37	0.31	0.40	0.14	0.22
	Sundry balances no longer payable written back (Net)	(0.84)	0.54	0.54	-	0.00
	Loss on sale of Asset					
	Operating profit before working capital changes	**162.46**	**157.38**	**308.76**	**250.87**	**189.39**
	Change in operating assets and liabilities:					
	(Increase) / Decrease in Trade receivables	(42.05)	(7.84)	(82.08)	(57.24)	(11.54)
	(Increase) / Decrease in Inventories	(60.31)	(40.44)	(22.00)	(81.13)	35.67
	(Increase) / Decrease in Loans	0.14	(0.06)	(0.26)	0.58	(0.52)
	(Increase) / Decrease in Other Financial Assets	(9.47)	8.86	8.04	(8.55)	(2.47)
	(Increase) / Decrease in Other Current Assets	(0.98)	(21.23)	(6.81)	1.25	0.24
	(Increase) / Decrease in Other Non Current Assets	(0.00)	0.00	0.00	2.62)	-
	(Increase / (Decrease) in Trade Payables	29.81	(55.78)	(21.32)	80.71	19.29
	(Increase / (Decrease) in Trade Payables Increase /	0.13	(0.15)	(0.24)	-	(0.43)
	(Decrease) in Other Financial Liabilities Increase /	(0.93)	1.49	2.26	(2.29)	5.59
	(Decrease) in Provisions	2.13	4.50)	(0.59)	2.85	10.24
	Increase / (Decrease) in Other Liabilities					
	Cash generated from operations:	**80.93**	**46.27**	**185.77**	**184.41**	**245.46**
	Direct taxes paid (net)	(40.79)	(21.73)	(54.68)	(50.74)	(39.45)
	Net cash from operating activities (A)	**40.14**	**24.99**	**131.10**	**133.67**	**206.01**
B	**Cash flows from investing activities**					
	Capital expenditure on property, plant and equipment (PPE) (including Capital work-in-progress)	(166.59)	(133.39)	(314.57)	(77.86)	(126.53)
	Sale of Property, Plant and equipment	-	0.65	0.65	-	0.00
	Capital advances	(26.16)	(2.22)	(19.91)	6.34	20.23
	Sale of Investments	-	-	-	12.20	-

	Particulars	For the half year ended 30th September, 2022	For the half year ended 30th September, 2021	For the year ended 31st March, 2022	For the year ended 31st March, 2021	For the year ended 31st March, 2020
	Interest received	0.30	0.16	0.56	0.69	0.74
	Net cash (used) in Investing activities (B)	**(192.46)**	**(134.81)**	**(333.27)**	**(58.63)**	**(115.56)**
C	**Cash flow from financing activities:**					
	Proceeds from long term borrowings	186.48	5.30	141.10	63.60	45.17
	Repayment of long term borrowings	(20.95)	(30.62)	(54.38)	(45.73)	(66.24)
	Increase / (Decrease) in Short Term Borrowings	21.31	89.47	82.32	(20.83)	(35.86)
	Payment of Lease Libility	(0.45)	(0.45)	(0.90)	(0.90)	(0.90)
	Finance Costs paid	(12.58)	(12.90)	(24.60)	(16.65)	(28.05)
	Net cash (used) in financing activities (C)	**173.81**	**50.80**	**143.54**	**(20.51)**	**(85.89)**
	NET INCREASE IN CASH AND CASH EQUIVALENTS [(A) + (B) + (C)]	**21.49**	**(59.02)**	**(58.63)**	**54.53**	**4.56**
	CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR					
	Balances with banks in current accounts and deposit account	0.73	59.34	59.34	4.84	0.06
	Cash on hand	0.07	0.08	0.08	0.05	0.28
	CASH AND CASH EQUIVALENTS AS PER NOTE 12	**0.79**	**59.43**	**59.43**	**4.90**	**0.34**
	CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR					
	Balances with banks in current accounts and deposit account	22.16	0.33	0.73	59.34	4.84
	Cash on hand	0.14	0.08	0.07	0.08	0.05
	CASH AND CASH EQUIVALENTS AS PER NOTE 12	**22.29**	**0.41**	**0.79**	**59.43**	**4.90**

Note:
The above Restated Statement of Cashflow for the half year ended 30th September 2022 & 30th September 2021 and for the year ended 31st March 2022, 31st March 2021, 31st March 2020 should be read in conjunction with Notes to the Restated Financial Information appearing in Annexure - V and Summary of Restatement Adjustments appearing in Annexure - VI.

As per our report of even date
For C N K & Associates LLP
Chartered Accountants
FRN:-101961W/W-100036

For and on behalf of the Board of Directors
SPC Life Sciences Limited

Alok Shah
Partner
Mem No: 042005

R D Dudhat
Director
DIN: 00030853

Snehal R Patel
Managing Director
DIN: 00165190

Place: Vadodara
Date: 23rd March, 2023

Jimmishkumar Gohel
Chief Financial Officer

Hardik Makwana
Company Secretary
M. No.: A32789

Place: Vadodara
Date: 23rd March,2023

SPC Life Sciences Limited (CIN: U24230GJ2005PLC046252)
(Formerly known as SPC Life Sciences Private Limited)

Annexure IV
Restated Statement of Changes In Equity
(All Amounts are in Rs. Millions unless otherwise stated)

Equity Share Capital

Balance as at 1st April, 2019	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current year	Changes in equity share capital during the current year	Balance as at 31st March, 2020
27.93	-	27.93	-	27.93

Balance as at 1st April, 2020	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current year	Changes in equity share capital during the current year	Balance as at 31st March, 2021
27.93	-	27.93	83.80	111.74

Balance as at 1st April, 2021	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current year	Changes in equity share capital during the current year	Balance as at 31st March, 2022
111.74	-	111.74	-	111.74

Balance as at 1st April, 2021	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current year	Changes in equity share capital during the current period	Balance as at 30th September,2021
111.74	-	111.74	-	111.74

Balance as at 1st April, 2022	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current year	Changes in equity share capital during the current year	Balance as at 30th September,2022
111.74	-	111.74	-	111.74

Other Equity

Particulars	Reserves and Surplus		Other items of Other Comprehensive Income (specify nature)	Total
	Securities Premium	Retained Earnings		
Balance as at 01st April, 2019	15.00	179.18	-	**194.18**
Dividends	-	-	-	**-**
Profit for the year	-	103.83	-	**103.83**
Remeasurement of the Net Defined benefit liability/asset, net of tax effect	-	-	0.36	**0.36**
Opening adjustment due to adoption of Ind AS	-	-	-	**-**
Balance as at 31st March, 2020	**15.00**	**283.01**	**0.36**	**298.36**
Particulars	**Reserves and Surplus**		**Other items of Other Comprehensive Income (specify nature)**	**Total**
	Securities Premium	**Retained Earnings**		

Balance as at 31st March, 2020	**15.00**	**283.01**	**0.36**	**298.36**
Dividends	-	-	-	**-**
Profit for the year	-	166.70	-	**166.70**
Remeasurement of the Net Defined benefit liability/asset, net of tax effect	-	-	0.18	**0.18**
Issue of Bonus Shares (By capitalisation of Reserve)	(15.00)	(68.80)	-	**(83.80)**
Balance as at 31st March, 2021	-	**380.91**	**0.53**	**381.44**

Particulars	Reserves and Surplus		Other items of Other Comprehensive Income (specify nature)	Total
	Securities Premium	Retained Earnings		
Balance as at 1st April, 2021	-	380.91	0.53	**381.44**
Dividends	-	-	-	**-**
Profit for the year	-	192.33	-	**192.33**
Remeasurement of the Net Defined benefit liability/asset, net of tax effect	-	-	1.46	**1.46**
Balance as at 31st March, 2022	**-**	**573.23**	**1.99**	**575.23**

Particulars	Reserves and Surplus		Other items of Other Comprehensive Income (specify nature)	Total
	Securities Premium	Retained Earnings		
Balance as at 1st April, 2021	-	380.91	0.53	**381.44**
Dividends				**-**
Profit for half year	-	98.70	-	**98.70**
Remeasurement of the Net Defined benefit liability/asset, net of tax effect	-	-	(0.26)	**-0.26**
Balance as at 30th September, 2021	**-**	**479.61**	**0.28**	**479.89**

Particulars	Reserves and Surplus		Other items of Other Comprehensive Income (specify nature)	Total
	Securities Premium	Retained Earnings		
Balance as at 1st April, 2022	-	573.23	1.99	**575.23**
Dividends	-	-	-	**-**
Profit for half year	-	101.13		**101.13**
Remeasurement of the Net Defined benefit liability/asset, net of tax effect	-	-	0.12	**0.12**
Balance as at 30th September, 2022	**-**	**674.36**	**2.11**	**676.47**

See accompanying notes forming part of the Restated financial Information

Note: The above Statement of Changes in Equity as on 30th September 2022, 30th September 2021, 31st March 2022, 31st March 2021 and 31st March 2020 should be read in conjunction with Notes to the to the Restated Financial Information appearing in Annexure - V and Summary of Restatement Adjustments appearing in Annexure - VI.

As per our report of even date
For C N K & Associates LLP
Chartered Accountants
FRN:-101961W/W-100036

For and on behalf of the Board of Directors
SPC Life Sciences Limited

Alok Shah
Partner
Mem No: 042005

Place: Vadodara
Date:23rd March,2023

R D Dudhat
Director
DIN: 00030853

Jimmishkumar Gohel
Chief Financial Officer

Place: Vadodara
Date: 23rd March,2023

Snehal R Patel
Managing Director
DIN: 00165190

Hardik Makwana
Company Secretary
M. No.: A32789

1 Corporate Information

SPC Lifesciences Limited is, domiciled in India and incorporated on 15th June, 2005 and engaged in the business of pharmaceutical intermediates and API manufacturing.

2 Significant Accounting Policies and Other Explanatory Notes:

2.1 Statement of Compliance

The Restated financial information have been prepared as a going concern in accordance with Indian Accounting Standards (Ind AS) notified under the Section 133 of the Companies Act, 2013 (“the Act”) read with the Companies (Indian Accounting Standards) Rules, 2015(as amended) and other relevant provisions of the Act.

The Restated financial information was authorized for issue by the Company’s Board of Directors on 23rd March, 2023

2.2 Basis of Preparation

i The Restated Financial Information of the Company comprises of Restated Ind AS Statement of Assets and Liabilities as at September 30, 2022, March 31, 2022,September 30, 2021, March 31, 2021 and March 31, 2020; the Restated Statement of Profit and Loss (including Other Comprehensive Income), Restated Statement of Changes in Equity and the Restated Statement of Cash Flows for the half year ended 30 September 2022, 30 September 2021 and for the year ended March 31, 2022, March 31, 2021 and March 31, 2020 along with summary statement of Significant Accounting Policies and the Notes thereon and the summary statements.

The above Restated Financial Information has been prepared by the Management of the Company under Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 (‘the Act’) read with the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Rules, 2016 and other relevant provisions of the Act, to the extent applicable, in connection with the proposed listing of equity shares of the Company by way of Initial Public Offering (“IPO”), to be filed by the Company with the Securities and Exchange Board of India, Registrar of Companies, Gujarat and the concerned Stock Exchange in accordance with the requirements of:

(i) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the “Companies Act");

(ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"); and

(iii) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“ICAI”), as amended from time to time (the “Guidance Note”).

In preparing this Restated Financials Information, the Company has considered April 1, 2019 as the date of transition and the Company has presented the Restated Financial Information for the year ended March 31, 2020 and 2021. Accordingly, suitable restatement adjustments (both re-measurements and re-classifications) in the accounting heads are made to the financial statements, following accounting policies and accounting policy choices (both mandatory and optional exemptions) consistent with that used at the date of transition to Ind AS. The basis of preparation for specific items where exemptions have been applied is mentioned in Note on 44 to the Restated Financial Information.

The Restated Financial Information has been compiled from:

a) Audited Ind AS financial statements of the company as at and for the half year ended September 30, 2022 which have been prepared in accordance with the Indian Accounting Standards (referred to as ‘Ind AS’) as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and revised presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable. other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 23rd March, 2023;

b) Audited Ind AS financial statements of the Company as at and for the year ended March 31, 2022 prepared in accordance with the Ind AS as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on 15th September, 2022;

c) The Special Purpose Ind AS financial statements of the company as at and for the half year ended September 30, 2021, which have been prepared in accordance with the Indian Accounting Standards (referred to as 'Ind AS') as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and revised presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable. other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 23rd March, 2023;; and

d) The Special Purpose Ind AS financial statements of the Company as at and for the year ended March 31, 2021 and March 31, 2020 prepared in accordance with the Ind AS as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on 23rd March, 2023. The Audited financial statements of the Company for the year ended 31st March 2021 and 31st March 2020 prepared in accordance with Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on 08th September 2021 and 06th August, 2020 respectively.

The statutory auditors of the Company, CNK and Associates LLP, Chartered Accountants, have audited these Special Purpose Ind AS Financial Statements for the six months period ended September 30, 2021 and financial years ended March 31, 2021 and March 31, 2020 and have certified that:
(i) the accounts and the disclosures made in Special Purpose Ind AS Financial Statements are in accordance with the provisions of schedule III of the Companies Act, 2013;(ii) the company has followed Ind AS notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015(as amended) in the Special Purpose Ind AS Financial Statements (iii) the Special Purpose Ind AS Financial Statements presents a true and fair view of the company's accounts;

ii. Historical cost convention

The Restated financial Information have been prepared on a historical cost basis, except the following:
• Certain financial assets and liabilities that are measured at fair value;
• Defined benefit plans – plan assets measured at fair value.

iii. Functional and presentation currency

The Restated financial Information is presented in Indian Rupees, which is the Company's functional currency, and all values are rounded to the nearest Millions, except otherwise indicated.

iv. Composition of The Restated financial Information:

The Restated financial statements are in accordance with Ind AS presentation. The Restated financial statements comprise:
-Restated statement of Assets and libilities
-Restated Statement of Profit and Loss
- Restated Statement of Changes In Equity
- Restated Statement of Cash Flow
-Notes to Restated Financial Information

2.3 Significant Accounting Policies

A Current versus non-current classification

The Company presents assets and liabilities in the Restated statement of Assets and libilities based on current/ non-current classification.

An asset is treated as current when it is:
- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period
- All other assets are classified as non-current.

A liability is current when:
- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading

- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period
- The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.
Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has identified twelve months as its operating cycle for the purpose of current / noncurrent classification of assets and liabilities.

B Property, Plant and Equipment:

Recognition and measurement:

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at cost, which includes capitalized borrowing costs, less accumulated depreciation, and impairment loss, if any. Cost includes purchase price, including non-refundable duties and taxes, expenditure that is directly attributable to bring the assets to the location and condition necessary for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located, if any.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Cost includes professional fees, and for qualifying assets, borrowing costs capitalized in accordance with the Company's accounting policies. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Spare parts are treated as capital assets when they meet the definition of property, plant and equipment. Otherwise, such items are classified as inventory.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for, as separate items (major components) of property, plant and equipment. Any gains or losses on their disposal, determined by comparing sales proceeds with carrying amount, are recognised in the Restated Statement of Profit or Loss.

Subsequent Expenditure:

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

De-Recognition:

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected to arise from its use. Any gain or loss arising from its de-recognition is measured as the difference between the net disposal proceeds and the carrying amount of the asset and is recognised in Restated Statement of Profit and Loss when the asset is de-recognised.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at April 1, 2019 measured as per the Previous GAAP and use that carrying value as the deemed cost (except to the extent of any adjustment permissible under other accounting standard) of the property, plant and equipment.

Depreciation methods, estimated useful lives and residual value:

Depreciation on property, plant and equipment is provided using the straight-line method (SLM) based on the life and in the manner prescribed in Schedule II to the Companies Act, 2013, and is generally recognized in the Restated Statement of Profit and Loss. Cost of Lease hold is amortised over the tenure of lease agreement. Freehold land is not depreciated. In case where the cost of part of asset is significant to total cost of the asset and useful life of that part is different from the useful life of the remaining assets, the useful life of that significant part has been determined seperately.

Class of Assets	**Range of Useful Life**
Building	30-60 years
Plant and equipments	20-30 years
Furniture & Fixtures	10 years
Vehicles	8 years
Computers	3 years
Intangible Assets	3-10 years

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets. Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (up to) the date on which asset is ready for use (disposed of).

Capital Work-in-Progress:
Plant and properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Cost includes professional fees and, for qualifying asset, borrowing costs capitalized in accordance with the Company's accounting policies. Such plant and Properties are classified and capitalized to the appropriate categories of Property, Plant and Equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the asset are ready for their intended use.

Advances paid towards the acquisition of property, plant and equipment outstanding at each reporting date is classified as capital advances under "Other Non-Current Assets" and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

C Intangible Assets:
Recognition and measurement:
Intangible assets are recognized only if it is probable that the future economic benefits that are attributable to the assets will flow to the enterprise and the cost of the assets can be measured reliably. Intangible Assets are stated at cost of acquisition less accumulated amortization and accumulated impairment, if any.

Amortization:
Intangible Assets are amortized over the estimated economic life of 3 years to 10 years.

De-recognition of Intangible Assets:
Intangible asset is de-recognised on disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the Restated Statement of Profit and Loss when the asset is de-recognized.

D Impairment of Non financial assets:
At the end of each reporting period, the Company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit (CGU) to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGU, or otherwise they are allocated to the smallest group of CGU for which a reasonable and consistent allocation basis can be identified.

The Company's corporate assets do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Restated Statement of Profit and Loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

E Inventories:
Inventories are measured at lower of cost and net realizable value. Cost of inventories is determined on a FIFO, after providing for obsolescence and other losses as considered necessary. Cost includes expenditure incurred in acquiring the inventories, reduction and conversion costs and other costs incurred in bringing them to their present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

Raw materials and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realizable value.

The comparison of cost and net realisable value is made on an item-by-basis.

F Financial Instruments:
A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets:
Initial recognition and Measurement:
The Company recognizes financial assets when it becomes a party to the contractual provisions of the instrument. All financial assets are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition of financial assets, that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way trade of financial assets are accounted for at trade date.

Cash and cash equivalents
The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

Subsequent measurement:
Financial assets at amortized cost
Financial assets are subsequently measured at amortized cost using the effective interest method if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income
Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
The Company has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of equity investments not held for trading.

Financial assets at fair value through profit or loss
Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition.

Impairment of Financial assets
The Company assesses at each reporting date whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to 12 months expected credit losses or at an amount equal to lifetime expected losses, if the credit risk on the financial asset has increased significantly since initial recognition.

The company follows 'simplified approach' for recognition of impairment loss allowance on:
- Trade receivables and
- Other receivables

The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the Restated Statement of Assets & Liabilities. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the company does not reduce impairment allowance from the gross carrying amount.

Derecognition of financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expires, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.
On derecognition of a financial asset in its entirety, (except for equity instruments designated as FVTOCI), the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in Restated Statement of Profit and Loss.

Financial Liabilities:
Initial recognition and Measurement:
The Company's financial liabilities include trade and other payables, loans and borrowings. All financial liabilities are recognized initially at fair value and in the case of loans, borrowings and payables recognized net of directly attributable transaction costs. Financial liabilities are classified, at initial recognition, at fair value through profit and loss or as those measured at amortised cost.

Subsequent measurement:
The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss:
Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Gains or losses on liabilities held for trading are recognised in the Restated statement of profit and loss.

-Financial liabilities measured at amortised cost or Loans and borrowings:
After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortisation process.
Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an Integral part of the EIR. The EIR amortisation is included as finance costs in the Restated Statement of Profit and Loss.

Derecognition:
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Restated Statement of Profit and Loss.

Off-setting of financial instruments:
Financial assets and financial liabilities are offset and the net amount is reported in the Restated Statement of Assets & Liabilities if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

G Cash and cash equivalents:
Cash and cash equivalent in the Restated Statement of Assets & Liabilities comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the Restated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

H Foreign Currency Translation:
I**nitial Recognition**:
Foreign currency transactions are recorded in the reporting currency by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion:

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

I Revenue Recognition:

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company assesses promises in the contract that are separate performance obligations to which a portion of transaction price is allocated.

Sale of Goods:

Revenue from the sale of goods is recognized at the point in time when control of the asset is transferred to the customer, generally on the delivery of the goods.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price, the Company considers the effects of variable consideration, the existence of significant financing component and consideration payable to the customer like return and trade discounts.

Sales are disclosed excluding net of sales returns and Goods and Service Tax (GST).

Sale of Scrap:

Revenue from sale of scrap is recognized as and when scrap is sold.

Export Benefits:

Duty free imports of raw materials under Advance License for imports as per the Import and Export Policy are matched with the exports made against the said licenses and the net benefit/obligation is accounted by making suitable adjustments in raw material consumption.

The benefits accrued under the duty drawback scheme and Merchandise Export from India Scheme (MEIS) as per the Import and export Policy in respect of exports under the said scheme are recognised when there is a reasonable assurance that the benefit will be received and the company will comply with all attached conditions. The above benefits has been included under the head ‘Export Incentives'.

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer e.g. unbilled revenue. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset i.e. unbilled revenue is recognized for the earned consideration that is conditional.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. Contract liabilities are recognized as revenue when the Company performs under the contract.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price, the Company considers the effects of variable consideration, the existence of significant financing component, non-cash component and consideration payable to the customer like return, allowances, trade discounts and volume rebates.

Sales are disclosed excluding net of sales returns, service tax, value added tax and Goods and Services Tax (GST).

Revenue from sale of Service

Revenue from service related activities is recognized as and when services are rendered and on the basis of contractual terms with the parties.

J Other Income:

Interest income:
Interest income from the financial assets is recognized on a time basis, by reference to the principle outstanding using the effective interest method provided it is probable that the economic benefits associated with the interest will flow to the Company and the amount of interest can be measured reliably. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of that financial asset.

Other income is accounted for an accrual basis for except where the receipt of income is uncertain in which case it is accounted for on receipt basis.

K **Employee benefits:**
Employee benefits includes short term employee benefits, contribution to defined contribution schemes, contribution to defined benefit plan and Compensated absences.

Short-term Employee Benefits:
Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employee’s services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the Restated Statement of Assets & Liabilities.

Contribution towards defined benefit contribution schemes:
Contribution towards provident fund and superannuation fund is made to the regulatory authorities. Contributions to the above scheme are charged to the Restated Statement of profit and loss in the year when the contributions are due. Such benefits are classified as defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions to be made.

Defined benefit Plan:
Gratuity plan:
The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service is eligible for gratuity on post employment at 15 days salary (last drawn salary) for each completed year of service as per the rules of the Company. The aforesaid liability is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of the financial year. The scheme is funded with an insurance Company in the form of a qualifying insurance policy. Current service cost,Past-service costs are recognised immediately in Restated Statement of profit or loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise. They are included in retained earnings in the statement of changes in equity and in the Restated Statement of Assets & Liabilities.. Re-measurements are not reclassified to profit or loss in subsequent periods.

Compensated Absences:
Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year end are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year end are treated as other long term employee benefits. The Company’s liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in Restated Statement of profit or loss in the period in which they arise.

L **Borrowing costs:**
Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. All other borrowing costs are expensed in the period in which they are incurred.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

M Income taxes:

The tax expense comprises of current income tax and deferred tax.

Current income tax:

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in India. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax:

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Restated Financial Information. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit nor loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences only if it is probable that future taxable amounts will be available to utilize those temporary differences.

Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

N Provisions and Contingent liabilities and contingent assets:

a) Provisions:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and are liable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Restated statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions are reviewed at each reporting date and adjusted to reflect the current best estimates.

b) Contingent Liabilities and Contingent assets:

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation.

A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the Restated Financial Information.

A contingent assets is not recognised unless it becomes virtually certain that an inflow of economic benefits will arise. When an inflow of economic benefits is probable, contingent assets are disclosed in the Restated Financial Information.

Contingent liabilities and contingent assets are reviewed at each reporting date.

O Earnings per Share:
Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

P Leases:
As a lessee
The Company's leased assets primarily consist of leases for building. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract involves the use of an identified asset;
- the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases and corresponding Right-of-use Asset. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Right-of-use Assets are depreciated on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Q Segment reporting:
Based on "Management Approach" as defined in Ind AS 108 -Operating Segments, evaluates the Company's performance and allocates the resources based on an analysis of various performance. The analysis of geographical segments is based on the geographical location of the customers wherever required.

Unallocable items includes general corporate income and expense items which are not allocated to any business segment.

Segment Policies:
The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the Restated Financial Information of the Company as a whole. Common allocable costs are allocated to each segment on an appropriate basis.

2.4 Use of Judgements, Estimates And Assumptions:

The preparation of the Company's Restated financial Information requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions:
The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when theRestated financial Information was prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

a. Defined benefit plans (gratuity benefits):
A liability in respect of defined benefit plans is recognised in the Restated Statement of Assets & Liabilities, and is measured as the present value of the defined benefit obligation at the reporting date less the fair value of the plan's assets. The present value of the defined benefit obligation is based on expected future payments which arise from the fund at the reporting date, calculated annually by independent actuaries. Consideration is given to expected future salary levels, experience of employee departures and periods of service.

b. Taxes:
There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. Where the final tax outcome of these matters is different from the amounts initially recorded, such differences will impact the current and deferred tax provisions in the period in which the tax determination is made. The assessment of probability involves estimation of a number of factors including future taxable income.

c. Fair value measurement of financial instruments:
When the fair values of financial assets and financial liabilities recorded in the Restated Statement of Assets & Liabilities cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financials instruments.

d. Impairment of financial assets:
The Company assesses impairment based on expected credit losses (ECL) model on trade receivables. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

e. Impairment of non-financial assets:
The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre- tax discount rate that reflects current market assessment of the time value of money and the risk specific to the asset. In determining fair value less cost of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

These calculations are corroborated by valuation multiples, quoted share price for publicly traded subsidiaries or other available fair value indicators.

f. Other Provisions:
Significant estimates are involved in the determination of provisions. Legal proceedings often involve complex legal issues and are subject to substantial uncertainties. Accordingly, considerable judgment is part of determining whether it is probable that there is a present obligation as a result of a past event at the end of the reporting period, whether it is probable that such a Legal Proceeding will result in an outflow of resources and whether the amount of the obligation can e reliably estimated.

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(Formerly known as SPC Life Sciences Private Limited)

Annexure V
Notes to the Restated Financial Information
(All Amounts are in Rs. Millions unless otherwise stated)

3 Property, Plant & Equipment

Particulars	Free hold Land	Lease hold Land	Factory Building	Office Premises	Plant and Equipment	Furniture and Fixtures	Vehicles	Computer Equipments	Total
Gross carrying amount									
Deemed Cost as at 01-04-2019	**14.06**		**75.31**	**0.64**	**132.72**	**3.24**	**12.37**	**3.22**	**241.57**
Additions	59.78		6.39	-	14.33	0.87	10.48	0.71	**92.57**
Disposals	-	-	-	-	-		0.05	-	**0.05**
As at 31-03-2020	**73.84**	**-**	**81.71**	**0.64**	**147.05**	**4.11**	**22.80**	**3.94**	**334.09**
Additions	-	-	30.58	-	68.05	6.82	3.82	2.25	**111.51**
Disposals	-	-	-	-	-	-	-	-	**-**
As at 31-03-2021	**73.84**	**-**	**112.29**	**0.64**	**215.10**	**10.93**	**26.62**	**6.18**	**445.60**
Additions for the period April to September 2021					**0.08**	**0.25**	9.30	**0.19**	**9.82**
Disposals							**1.32**		**1.32**
As at 30-09-2021	**73.84**	**-**	**112.29**	**0.64**	**215.18**	**11.18**	**34.60**	**6.37**	**454.10**
Additions for the period October to March 2022	-	156.72	0.19	-	0.85	0.10		0.43	**158.28**
Disposals	-	-	-	-	-	-	-	-	**-**
As at 31-03-2022	**73.84**	**156.72**	**112.48**	**0.64**	**216.03**	**11.27**	**34.60**	**6.79**	**612.38**
Additions	**-**	**-**	**-**	**-**	**0.34**	**0.02**	**3.41**	**1.77**	**5.54**
Disposals									**-**
As at 30-09-2022	**73.84**	**156.72**	**112.48**	**0.64**	**216.36**	**11.30**	**38.01**	**8.57**	**617.92**
Accumulated depreciation									
Charge for the year 2019-20	-	-	2.77	0.01	7.86	0.40	1.89	1.22	**14.14**
On Disposals	-	-					0.05		**0.05**
As at 31-03-2020	**-**	**-**	**2.77**	**0.01**	**7.86**	**0.40**	**1.84**	**1.22**	**14.09**
Charge for the year 2020-21	-	-	2.84	0.01	8.73	0.60	3.15	1.41	**16.75**
On Disposals	-	-	-	-	-	-	-	-	**-**
As at 31-03-2021	**-**	**-**	**5.61**	**0.02**	**16.59**	**1.00**	**4.99**	**2.63**	**30.84**
Charge for the period April to September 2021			1.93	0.01	5.74	0.62	2.05	0.95	11.31
On Disposals							0.13		0.13
As at 30-09-2021	**-**	**-**	**7.55**	**0.03**	**22.33**	**1.62**	**6.91**	**3.58**	42.02
Charge for the period October to March 2022	-	0.56	1.93	0.01	5.74	0.63	2.06	0.92	**11.85**
On Disposals	-	-	-	-	-	-		-	**-**
As at 31-03-2022	**-**	**0.56**	**9.48**	**0.03**	**28.07**	**2.25**	**8.97**	**4.51**	**53.88**
Charge for the period April to September 2022		**0.79**	**1.94**	**0.01**	**5.76**	**0.63**	**2.09**	**0.96**	**12.18**
On Disposals									
As at 30-09-2022	**-**	**1.35**	**11.42**	**0.04**	**33.84**	**2.89**	**11.06**	**5.47**	**66.06**
Net carrying amount:									

As at 30-09-2022	**73.84**	**155.37**	**101.06**	**0.60**	**182.53**	**8.41**	**26.94**	**3.10**	**551.86**
As at 31-03-2022	**73.84**	**156.16**	**103.00**	**0.61**	**187.95**	**9.02**	**25.62**	**2.29**	**558.50**
As at 30-09-2021	**73.84**	**-**	**104.75**	**0.61**	**192.85**	**9.55**	**27.69**	**2.78**	**412.07**
As at 31-03-2021	**73.84**	**-**	**106.68**	**0.62**	**198.51**	**9.93**	**21.63**	**3.55**	**414.76**
As at 31-03-2020	**73.84**	**-**	**78.94**	**0.63**	**139.20**	**3.71**	**20.96**	**2.72**	**320.00**

Notes:

(i) The Company has adopted Previous Generally Accepted Accounting Principles (GAAP) as the deemed cost as per the exemption under Ind AS 101. Accordingly, the company has set the Net Block as per Previous GAAP as on 1 April, 2019 as the Gross block under Ind AS.

(ii) Assets pledged as security:

The free hold Land, Buildings and all movable Plant and Machineries and other assets are pledged as security on pari passu basis to the bankers under a mortgage. The Company is not allowed to sell these assets to other entity.

(iii) Following Vehicles are in the name of Company's Directors:

Vehicle	**Gross Block**	**Net carrying Amount as on 30.09.2022**
Car-Range Rover	10.41	5.88
Car-Ford Mustang	7.18	3.47
Car-Fortuner	2.93	0.16
Car- Mercedes Benz	2.72	0.14
Trumph Tiger	1.39	0.07

4 Capital work-in-progress

Particulars	**As on 30th September, 2022**	**As on 30th September, 2021**	**As on 31st March, 2022**	**As on 31st March, 2021**	**As on 31st March, 2020**
Capital Work in Progress	308.62	124.68	147.57	1.10	34.75

Note: Borrowing cost capitalized during the period amounts to Rs. 6.60 Millions (As on 31st March, 2022 Rs. 2.02 Millions) (As on 30th September, 2021 Nil) (As on 31st March, 2021 Rs. 2.66 Millions) (As on 31st March, 2020 Rs. 0.61 Millions).

Particulars	**Lease hold Land^**	**Plant and Equipment**	**Factory Building**	**Software**	**Total**
As at 01-04-2019	**-**	**0.78**	**-**	**-**	**0.78**
Addition	-	30.72	14.23	1.51	46.46
Transfer to PPE	-	9.68	2.82	-	12.50
As at 31-03-2020	**-**	**21.83**	**11.41**	**1.51**	**34.75**
Addition	-	-	**1.10**	-	1.10
Transfer to PPE	-	21.83	11.41	1.51	34.75
As at 31-03-2021	**-**	**-**	**1.10**	**-**	**1.10**
Addition for the period April to September, 2021	94.94	3.41	25.23	-	123.58
Transfer to PPE	-	-	-	-	-
As at 30-09-2021	**94.94**	**3.41**	**26.33**	**-**	**124.68**
Addition for the period October to March, 2022	61.78	19.42	98.41	-	179.61

Transfer to PPE	156.72			-	**156.72**
As at 31-03-2022	**-**	**22.82**	**124.75**	**-**	**147.57**
Addition for the period April to September, 2022		87.39	73.66	-	161.05
Transfer to PPE				-	-
As at 30-09-2022	**-**	**110.21**	**198.41**	**-**	**308.62**

^ Company has been given the possession of lease hold land as on 24th November, 2021.

Capital Work-In-Progress Ageing:

CWIP / Intangible Assets under development	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Year	
As at 30 September 2022					
Projects in progress	183.94	123.58	1.10		308.62
As at 30 September 2021					
Projects in progress	123.58	1.10			124.68
As at 31 March 2022					
Projects in progress	146.47	1.10	-	-	147.57
As at 31 March 2021					
Projects in progress	1.10	-	-	-	1.10
As at 31 March 2020					
Projects in progress	33.97	0.78	-	-	34.75

5 Intangible assets

Particulars	Patent & Trade Marks	Product Development Cost	Total
Gross carrying amount:			
Deemed Cost as at 01-04-2019	**1.55**	**3.86**	**5.41**
Additions	-	-	-
Disposals	-	-	-
As at 31-03-2020	**1.55**	**3.86**	**5.41**
Additions	-	-	-
Disposals	-	-	-
As at 31-03-2021	**1.55**	**3.86**	**5.41**
Additions for the period April to September 2021	-	-	-
Disposals	-	-	-
As at 30-09-2021	**1.55**	**3.86**	**5.41**
Additions for the period October to March 2022	-	-	-
Disposals			-
As at 31-03-2022	**1.55**	**3.86**	**5.41**
Additions for the period April to September 2022	-	-	-
Disposals	-	-	-

As at 30-09-2022	**1.55**	**3.86**	**5.41**
Accumulated Amortization:			
Amortization charge during the year	0.31	0.77	**1.08**
Disposal	**-**	**-**	**-**
As at 31-03-2020	**0.31**	**0.77**	**1.08**
Amortization charge during the year	0.25	0.62	**0.87**
Disposal	-	-	**-**
As at 31-03-2021	**0.56**	**1.39**	**1.95**
Amortization Charge for the period April to September 2021	0.12	0.31	**0.43**
Disposal	-	-	**-**
As at 30-09-2021	**0.68**	**1.70**	**2.38**
Amortization Charge for the period October to March 2022	0.12	0.31	**0.43**
Disposal			**-**
As at 31-03-2022	**0.81**	**2.01**	**2.82**
Amortization Charge for the period April to September 2022	0.12	0.31	**0.43**
Disposal			**-**
As at 30-09-2022	**0.93**	**2.32**	**3.25**
Net carrying amount:			
As at 30-09-2022	**0.62**	**1.55**	**2.17**
As at 31-03-2022	**0.74**	**1.86**	**2.60**
As at 30-09-2021	**0.87**	**2.16**	**3.03**
As at 31-03-2021	**0.99**	**2.47**	**3.47**
As at 31-03-2020	**1.24**	**3.09**	**4.33**

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Annexure V
Notes to the Restated Financial Information
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6 Right of Use Asset:

Particulars	As on 30th September, 2022	As on 30th September, 2021	As on 31st March, 2022	As on 31st March, 2021	As on 31st March, 2020
Gross Block					
Opening balance	2.94	2.94	2.94	2.94	
Addition during the year		-	-	-	2.94
Closing balance	**2.94**	**2.94**	**2.94**	**2.94**	**2.94**
Depreciation Block					
Opening balance	(2.20)	(1.47)	(1.47)	(0.73)	
Depreciation charged during the year	(0.37)	(0.37)	(0.73)	(0.73)	(0.73)
Closing balance	**(2.57)**	**(1.83)**	**(2.20)**	**(1.47)**	**(0.73)**
Net Block	**0.37**	**1.10**	**0.73**	**1.47**	**2.20**

7 Non Current Investments

Particulars	As on 30th September, 2022	As on 30th September, 2021	As on 31st March, 2022	As on 31st March, 2021	As on 31st March, 2020
Investments at Fair Value Through Profit & Loss					
Investment in PMS					
- ICICI Prudential AMC Limited			-	-	6.25
Total	**-**	**-**	**-**	**-**	**6.25**
Total	**-**	**-**	**-**	**-**	**6.25**

8 Other Non Current Financial Assets

Particulars	As on 30th September, 2022	As on 30th September, 2021	As on 31st March, 2022	As on 31st March, 2021	As on 31st March, 2020
Unsecured, considered good					
Security Deposits	9.23	7.60	8.26	7.60	6.60
Bank deposits with more than 12 months maturity	14.55	5.91	6.06	5.80	7.21
Total	**23.78**	**13.50**	**14.31**	**13.39**	**13.81**

9 Other Non Current Assets

Particulars	As on 30th September, 2022	As on 30th September, 2021	As on 31st March, 2022	As on 31st March, 2021	As on 31st March, 2020
Unsecured, considered good					
Capital Advances	46.35	2.51	20.19	0.29	6.63
Advance Tax(Net of Provision of Income Tax)	2.63	2.62	2.62	2.62	-
Total	**48.98**	**5.13**	**22.82**	**2.91**	**6.63**

10 Inventories

(At lower of cost and net realizable value)

Particulars	As on 30th September, 2022	As on 30th September, 2021	As on 31st March, 2022	As on 31st March, 2021	As on 31st March, 2020
Raw materials	76.72	74.43	38.51	50.59	35.69
Work-in-process	88.32	56.21	68.14	47.96	53.25
Finished goods (other than those acquired for trading)	81.47	80.19	84.74	73.17	5.64
Stores and spares	13.66	7.25	8.65	6.10	1.22
Packing Materials	0.74	0.95	0.57	0.78	1.66
Total	**260.91**	**219.04**	**200.60**	**178.60**	**97.46**

Notes

(i) The above inventories are pledged as securities to the bankers on pari passu basis against the fund based and non fund based credit limits availed or to be availed by the Company.

(ii) There are no instances with respect to write down of inventories from cost to net realizable value, nor there have been any reversal of the write down.

11 Trade Receivables

Particulars	As on 30th September, 2022	As on 30th September, 2021	As on 31st March, 2022	As on 31st March, 2021	As on 31st March, 2020
Trade receivable Unsecured, considered good	454.30	338.01	412.25	330.17	272.93
Trade Receivables which have significant increase in credit risk	1.30	1.30	1.30	1.30	1.30
Trade Receivables - Credit Impaired			-	-	-
Less: Expected Credit Loss (ECL)	(1.85)	(1.38)	(1.48)	(1.08)	(0.93)
Total	**453.75**	**337.93**	**412.07**	**330.40**	**273.30**

Note:

There are no receivables due from directors or other officers of the company either severally or jointly with any other person and from any entities or firms or companies in which directors are interested.

11.1 Trade Receivables Ageing summary:

Particulars	Less than 6 Months	6 Months - 1 year	1-2 years	2-3 Years	More than 3 Years	Total
As at 30th September, 2022						
(i) Undisputed Trade Receivable - Considered Good	414.78	38.78	0.74	-	-	**454.30**
(ii) Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	1.30	**1.30**
(iii) Undisputed Trade Receivable - credit impaired	-	-	-	-	-	**-**
(iv) Disputed Trade Receivable - Considered Good	-	-	-	-	-	**-**
(v) Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	**-**
(vi) Disputed Trade Receivable - credit impaired	-	-	-	-	-	**-**
Total	**414.78**	**38.78**	**0.74**	**-**	**1.30**	**455.60**
Less: Expected Credit Loss (ECL)						**(1.85)**
Total Trade Receivable	**414.78**	**38.78**	**0.74**	**-**	**1.30**	**453.75**
As at 30th September, 2021						
(i) Undisputed Trade Receivable - Considered Good	334.38	3.64	-	-	-	**338.01**
(ii) Undisputed Trade Receivable - which have significant increase in credit risk	**-**	**-**	**-**	**-**	1.30	**1.30**
(iii) Undisputed Trade Receivable - credit impaired	**-**	**-**	**-**	**-**	**-**	-
(iv) Disputed Trade Receivable - Considered Good	**-**	**-**	**-**	**-**	**-**	-
(v) Disputed Trade Receivable - which have significant increase in credit risk	**-**	**-**	**-**	**-**	**-**	-
(vi) Disputed Trade Receivable - credit impaired	**-**	**-**	**-**	**-**	**-**	-
Total	**334.38**	**3.64**	**-**	**-**	**1.30**	**339.32**
Less: Expected Credit Loss (ECL)	-	-	-	-	-	**(1.38)**
Total Trade Receivable	**334.38**	**3.64**	**-**	**-**	**1.30**	**337.93**
As at 31st March, 2022						
(i) Undisputed Trade Receivable - Considered Good	411.50	0.00	0.74	-	-	**412.25**
(ii) Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	1.30	**1.30**
(iii) Undisputed Trade Receivable - credit impaired	-	-	-	-	-	**-**
(iv) Disputed Trade Receivable - Considered Good	-	-	-	-	-	**-**
(v) Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	**-**
(vi) Disputed Trade Receivable - credit impaired	-	-	-	-	-	**-**
Total	**411.50**	**0.00**	**0.74**	**-**	**1.30**	**413.55**
Less: Expected Credit Loss (ECL)	-	-	-	-	-	**(1.48)**
Total Trade Receivable	**411.50**	**0.00**	**0.74**	**-**	**1.30**	**412.07**
As at 31st March, 2021						
(i) Undisputed Trade Receivable - Considered Good	330.17	0.00	-	-	-	**330.17**
(ii) Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	1.30	**1.30**
(iii) Undisputed Trade Receivable - credit impaired	-	-	-	-	-	**-**
(iv) Disputed Trade Receivable - Considered Good	-	-	-	-	-	**-**
(v) Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	**-**
(vi) Disputed Trade Receivable - credit impaired	-	-	-	-	-	**-**
Total	**330.17**	**0.00**	**-**	**-**	**1.30**	**331.47**
Less: Expected Credit Loss (ECL)	-	-	-		-	**(1.08)**

Particulars	Less than 6 Months	6 Months - 1 year	1-2 years	2-3 Years	More than 3 Years	Total
Total Trade Receivable	**330.17**	**0.00**	**-**	**-**	**1.30**	**330.40**
As at 31st March, 2020						
(i) Undisputed Trade Receivable - Considered Good	272.92	0.00	0.00	-	1.30	**274.23**
(ii) Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	**-**
(iii) Undisputed Trade Receivable - credit impaired	-	-	-	-	-	**-**
(iv) Disputed Trade Receivable - Considered Good	-	-	-	-	-	**-**
(v) Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	**-**
(vi) Disputed Trade Receivable - credit impaired	-	-	-	-	-	**-**
Total	**272.92**	**0.00**	**0.00**	**-**	**1.30**	**274.23**
Less: Expected Credit Loss (ECL)	-	-	-	-	-	(0.93)
Total Trade Receivable	**272.92**	**0.00**	**0.00**	**-**	**1.30**	**273.30**

12 Cash and cash equivalents

Particulars	As on 30th September, 2022	As on 30th September, 2021	As on 31st March, 2022	As on 31st March, 2021	As on 31st March, 2020
Balances with banks					
In current accounts	22.16	0.33	0.73	59.34	4.84
Cash in hand	0.14	0.08	0.07	0.08	0.05
Balances held as margin money against letters of credit and Bank Guarantees*	-	-	-	-	-
Total	**22.29**	**0.41**	**0.79**	**59.43**	**4.90**

13 Loans

Particulars	As on 30th September, 2022	As on 30th September, 2021	As on 31st March, 2022	As on 31st March, 2021	As on 31st March, 2020
Unsecured, considered good					
Advances to employees	0.13	0.08	0.27	0.01	0.59
Total	**0.13**	**0.08**	**0.27**	**0.01**	**0.59**

14 Other Financial Assets

Particulars	As on 30th September, 2022	As on 30th September, 2021	As on 31st March, 2022	As on 31st March, 2021	As on 31st March, 2020
Unsecured, considered good					
Interest accrued on deposits	0.06	0.23	0.16	0.23	0.22
Other receivables	-	-	-	8.97	-
Total	**0.06**	**0.23**	**0.16**	**9.20**	**0.22**

15 Other Current Assets

Particulars	Less than 6 Months	6 Months - 1 year	1-2 years	2-3 Years	More than 3 Years	Total
Particulars		**As on 30th September, 2022**	**As on 30th September, 2021**	**As on 31st March, 2022**	**As on 31st March, 2021**	**As on 31st March, 2020**
Unsecured, considered good						
Advances to suppliers & Others		7.88	5.07	7.77	3.82	2.57
Expenses paid in advance		4.57	5.54	3.16	2.52	2.44
Balances with Government authorities		8.23	24.07	8.57	7.11	9.68
Balance with Gratuity Fund (Refer Note. 38 (B))		0.56	-	0.75	-	-
Interest accrued on deposits					-	-
Other receivables					-	-
Capital Advances					-	-
Advance tax					-	-
Total		**21.23**	**34.68**	**20.25**	**13.44**	**14.69**

18 Borrowings

Particulars	As on 30th September, 2022	As on 30th September, 2021	As on 31st March, 2022	As on 31st March, 2021	As on 31st March, 2020
Secured - at amortized cost					
(a) Term Loans					
(i) From Banks (Refer note (i) and (ii))					
State Bank of India - Term Loan-1	19.80	27.00	26.40	27.60	29.05
State Bank of India - Term Loan-2	18.00	25.20	21.60	28.80	25.08
SIDBI - Foreign Currency Term Loan	-	-	-	-	37.45
SIDBI - Term Loan	-	-	-	-	8.73
Axis Bank Ltd. - Vehicle Loan	4.95	6.86	5.93	7.76	9.43
HDFC Bank Ltd. - Vehicle Loan	3.00	-	-	0.19	0.92
HDFC Bank Ltd. - Term Loan	319.08	-	135.80	-	-
ICICI Bank Ltd. - Vehicle Loan	2.31	5.01	3.64	6.21	8.48
DBS Bank - Foreign Currency Term Loan - 1	0	2.74	0.00	14.62	-
DBS Bank - Foreign Currency Term Loan - 2	(0)	-	(0.00)	2.50	-
DBS BANK INDIA LTD-PCFC LOAN	-	-			
State Bank of India - COVID Assistance Loan - 1	-	6.00	-	12.00	-
State Bank of India - COVID Assistance Loan - 2	27.86	43.07	35.46	45.60	-
Kotak Mahindra Prime Limited - Vehicle Loan	5.15	6.43	5.80	1.67	-
Total (i)	**400.15**	**122.30**	**234.62**	**146.96**	**119.13**
(ii) From Financial Institutions					
Reliance Commercial Finance Ltd. - Equipment Loan	-	0.29	0.00	0.94	2.14
'Total (ii)	**-**	**0.29**	**0.00**	**0.94**	**2.14**
Total (i) + (ii)	**400.15**	**122.59**	**234.62**	**147.90**	**121.28**
Less: Current maturities of term loans	58.52	44.36	41.63	52.11	66.97

Total Secured Loans	**341.63**	**78.22**	**193.00**	**95.79**	**54.31**
Unsecured Loans					
Edelweiss Retail Finance Limited	-	-	-	-	23.61
Total Un Secured Loans	**-**	**-**	**-**	**-**	**23.61**
Total	**341.63**	**78.22**	**193.00**	**95.79**	**77.92**

Note 18 (i) Nature of security:

Particulars	Sanctioned Amount of Loan	Security given	Address of Land & Building given as a security	Interest Rate	Installments
State Bank of India - Term Loan 1	30.00	Primarily secured by way of hypothecation of plant and machineries acquired out of above loan and Equitable Mortgage of Land & Building. The loans are further secured by way of extension of hypothecation charge on stocks, book debts and all current assets of the company and; The loan is also secured by way of personal guarantee of all the directors of the company.	(i) Plot No.3611/1,2,3 & 4, GIDC, Ankleshwar, Dist Bharuch. (ii) Block No D-72, S. No77 and 78, Alka Co-operative housing Society Ltd, Akota Vadodara standing in the name of one of the director of the company.	1.75% above State Bank 6 Month - MCLR of 6.65%. Present effective rate is 8.70%.	60 installments of which 36 equal monthly Installments of Rs. 1,00,000/- and 24 equal monthly installments of Rs. 11,00,000/-.
State Bank of India - Term Loan 2	36.00	Primarily secured by way of hypothecation of plant and machineries acquired out of above loan and Equitable Mortgage of Land & Building. The loans are further secured by way of extension of hypothecation charge on stocks, book debts and all current assets of the company and; The loan is also secured by way of personal guarantee of all the directors of the company.	(i) Plot No.3611/1,2,3 & 4, GIDC, Ankleshwar, Dist Bharuch. (ii) Block No D-72, S. No77 and 78, Alka Co-operative housing Society Ltd, Akota Vadodara standing in the name of one of the director of the company.	1.75% above State Bank 6 Month - MCLR of 6.65%. Present effective rate is 8.70%.	60 equal monthly installments of Rs. 6,00,000/-.
SIDBI - Foreign Currency Term Loan	74.50	Primarily secured by way of hypothecation of plant and machineries acquired out of above loan and Equitable Mortgage of Land & Building.The loan is also secured by way of personal guarantee of all the directors of the company.	(i) Plot No.3611/1,2,3 & 4, GIDC, Ankleshwar, Dist Bharuch.	Interest Rate is 700 bps over 6 monthly USD LIBOR with monthly rests.	66 Monthly installments.
SIDBI - Term Loan	24.70	Primarily secured by way of hypothecation of plant and machineries acquired out of above loan and Equitable Mortgage of Land & Building. The loan is also secured by way of personal guarantee of all the directors of the company.	(i) Plot No.3611/1,2,3 & 4, GIDC, Ankleshwar, Dist Bharuch. (ii) 3612, GIDC, Ankleshwar, Dist Bharuch	15.50% with monthly rests.	48 equal monthly installments of Rs. 5,15,000/-.

Particulars	Sanctioned Amount of Loan	Security given	Address of Land & Building given as a security	Interest Rate	Installments
Axis Bank Ltd. - Vehicle Loan	9.85	Hypothecation of Range Rover.	-	8.96% with monthly rests.	60 equal monthly installments of Rs. 2,04,320/-.
HDFC Bank Ltd. - Term Loan	400.00	Primarily secured by way of hypothecation charge on stocks, book debts and all current assets of the company and plant and machineries acquired out of above loan and Equitable Mortgage of plot. The loan is also secured by way of personal guarantee of all the directors of the company.	(i) Plot No.D/3/27/3, GIDC Dahej, Dist Bharuch	Interest Rate is at 7.25%.	96 equal monthly installments of Rs. 51,90,969 after the end of moratorium period of 18 months i.e. after May, 2023/-.
HDFC Bank Ltd. - Vehicle Loan -1	3.10	Hypothecation of Endeavor	-	9.37% with monthly rests.	60 equal monthly installments of Rs. 64,885/-.
HDFC Bank Ltd. - Vehicle Loan -2	2.09	Hypothecation of Tata Harrier	-	7.35% with monthly rests.	39 equal monthly installments of Rs. 60,466/-.
HDFC Bank Ltd. - Vehicle Loan -3	1.10	Hypothecation of Tata Bolero	-	8.25% with monthly rests.	39 equal monthly installments of Rs. 32,251/-.
ICICI Bank Ltd. - Vehicle Loan-1	6.49	Hypothecation of Ford Mustang GT	-	8.30% with monthly rests.	60 equal monthly installments of Rs. 1,32,591/-
ICICI Bank Ltd. Vehicle Loan-2	5.30	Hypothecation of Mercedes	-	9.25% with monthly rests.	60 equal monthly installments of Rs. 1,10,438/-.
DBS Bank - Foreign Currency Term Loan - 1	7.19	primarily secured by way of hypothecation of plant and machineries acquired out of above loan and Equitable Mortgage of Land & Building. The loan is also secured by way of personal guarantee of all the directors of the company.	(i) 3612, GIDC, Ankleshwar, Dist Bharuch	MCLR 8% p.a. for overnight, 8% p.a for one month 7.90% for p.a for three months, 7.90% for p.a for six months and 7.50% p.a. for twelve months.	23 Equated monthly installments to be repaid by December 21.
DBS Bank - Foreign Currency Term Loan - 2	33.65	Secured by way of second charge on plant and machineries and Land & Building. Further, the loans is secured by way of residual charge on plant and machineries and Land & Building. The loan is also secured by way of	(i) 3612, GIDC, Ankleshwar, Dist Bharuch	MCLR 8% p.a. for overnight, 8% p.a for one month 7.90% for p.a for three months, 7.90% for p.a for six months and 7.50% p.a. for twelve months.	19 Equated monthly installments to be repaid by August 21.

Particulars	Sanctioned Amount of Loan	Security given	Address of Land & Building given as a security	Interest Rate	Installments
		personal guarantee of all the directors of the company.			
State Bank of India - COVID Assistance Loan - 1	18.00	Primarily secured by way of hypothication of stocks, book debts and all other current assets and Equitable Mortgage of Land & Building.	(i) Plot No.3611/1,2,3 & 4, GIDC, Ankleshwar, Dist Bharuch	0.75% above EBLR which is presently 6.65% p.a. rising of falling on daily products with monthly rest.	18 equal monthly Installments of Rs. 10,00,000/- after moratorium period of 6 months.
State Bank of India - COVID Assistance Loan - 2	45.60	Primarily secured by way of hypothication of stocks, book debts and all other current assets and Equitable Mortgage of Land & Building.	(i) Plot No.3611/1,2,3 & 4, GIDC, Ankleshwar, Dist Bharuch	0.75% above EBLR which is presently 6.65% p.a. rising of falling on daily products with monthly rest. Present effective rate is 7.40%.	35 equal monthly Installments of Rs. 12,67,000/- & 1 installment of Rs. 12,55,000/- after moratorium period of 12 months.
Kotak Mahindra Prime Limited - Vehicle Loan 1	1.85	Hypothecation of Innova car.	-	7.91% with monthly rests.	60 equal monthly installments of Rs. 37,406/-.
Kotak Mahindra Prime Limited - Vehicle Loan 2	5.30	Hypothecation of Jeep Wrangler car.	-	7.25% with monthly rests.	60 equal monthly installments of Rs. 1,05,450/-.
Reliance Commercial Finance Ltd. - ANFD Equipment Loan	1.90	Hypothecation of SS316 Agitated Nutsche Filter Dryer (ANFD).	-	12.50% with monthly rests.	48 equal monthly installments of Rs. 50,502/-.
Reliance Commercial Finance Ltd. - MSGL ANFD Loan	2.51	Hypothecation of MSGL Glasslined Agitated Nutsche Filter Dryer (GL ANFD).	-	12.50% with monthly rests.	48 equal monthly installments of Rs. 66,822/-.

Note 18 (ii): Maturity profile of Secured Term loans are set out below:

Particular	Rs. In Millions
0 to 1 year	58.52
1 to 2 years	72.92
2 to 3 years	51.39
3 to 5 years	100.23
More than 5 years	117.09
Closing Balance	**400.15**

19 Lease Liabilities:

Particulars	As on 30th September, 2022	As on 30th September, 2021	As on 31st March, 2022	As on 31st March, 2021	As on 31st March, 2020
Opening Balance	**0.83**	**1.59**	**1.59**	**2.29**	2.94
Addition during the year		-	-	**-**	-
Finance Cost	0.04	0.07	0.14	**0.20**	0.26
Payment made during the year	(0.45)	(0.45)	(0.90)	**(0.90)**	(0.90)
Closing Balance	**0.41**	**1.21**	**0.83**	**1.59**	**2.29**

Current Liabilities	0.41	0.38	0.83	0.76	0.70
Non current Liabilities	-	0.83	-	0.83	1.59

20 Long term Provisions

Particulars	As on 30th September, 2022	As on 30th September, 2021	As on 31st March, 2022	As on 31st March, 2021	As on 31st March, 2020
Provision for employee benefits					
Provision for compensated absences ((Refer Note. 38 (B) (b))	0.67	1.39	1.21	1.42	1.04
Provision for Gratuity (Refer Note. 38 (B))	-	0.26	-	-	2.86
Total	**0.67**	**1.65**	**1.21**	**1.42**	**3.90**

21 Deferred tax(assets) / Liabilities net:

(a) Following is the analysis of deferred tax assets/(liabilities) presented in the Balance Sheet:

Particulars	As on 30th September, 2022	As on 30th September, 2021	As on 31st March, 2022	As on 31st March, 2021	As on 31st March, 2020
Deferred Tax Liability					
Related to Property, Plant and Equipments and Intangible asset	21.32	17.06	19.54	15.76	9.92
Remeasurements of the defined benefit plans	0.71	0.09	0.67	0.18	0.12
Total	**22.03**	**17.16**	**20.21**	**15.94**	**10.04**
Deferred Tax Assets					
Provision For Employee Benefit	1.40	1.44	1.64	1.19	1.30
Provision for Doubtful Debts	0.46	0.35	0.37	0.27	0.23
Total	**1.87**	**1.79**	**2.01**	**1.46**	**1.53**
Deferred tax (assets) / liabilities net	**20.16**	**15.37**	**18.20**	**14.48**	**8.50**

(b) Major Components of Deferred Tax Assets and Liabilities:

As at 30th September, 2022:

Particulars	Opening Balance	Recognised in Retained Earnings	Recognised in Profit & Loss	Recognised in OCI	Others	Closing Balance
Deferred Tax Assets in relation to:						
Employee benefit	1.64	-	(0.23)	-	-	1.40
ECL Provision	0.37	-	0.09	-	-	0.46
Total Deferred Tax Assets	**2.01**	-	**(0.14)**	-	-	**1.87**
Deferred Tax Liabilities in relation to:						
Property, Plant & Equipments	19.54	-	1.78	-	-	21.32
Other Comprehensive Income - Defined Benefit Plan	0.67	-	-	0.04	-	0.71
Total Deferred Tax Liabilities	**20.21**	-	**1.78**	**0.04**	**-**	**22.03**
Net Deferred Tax Liabilities	**18.20**	-	**1.92**	**0.04**	**-**	**20.16**

As at 30th September, 2021:

Particulars	Opening Balance	Recognised in Retained Earnings	Recognised in Profit & Loss	Recognised in OCI	Others	Closing Balance
Deferred Tax Assets in relation to:						
Employee benefit	1.07	-	0.38	-	-	1.44
ECL Provision	0.27	-	0.08	-	-	0.35
Total Deferred Tax Assets	**1.34**	-	**0.45**	-	-	**1.79**
Deferred Tax Liabilities in relation to:						
Property, Plant & Equipments	15.64	-	1.43	-	-	17.06
Other Comprehensive Income - Defined Benefit Plan	0.18	-	-	(0.09)	-	0.09
Total Deferred Tax Liabilities	**15.81**	-	**1.43**	**(0.09)**	**-**	**17.16**
Net Deferred Tax Liabilities	**14.48**	-	**0.98**	**(0.09)**	**-**	**15.37**

As at 31st March, 2022:

Particulars	Opening Balance	Recognised in Retained Earnings	Recognised in Profit & Loss	Recognised in OCI	Others	Closing Balance
Deferred Tax Assets in relation to:						
Employee benefit	1.07	-	0.57	-	-	1.64
ECL Provision	0.27	-	0.10	-	-	0.37
Total Deferred Tax Assets	**1.34**	-	**0.67**	-	-	**2.01**
Deferred Tax Liabilities in relation to:						
Property, Plant & Equipments	15.64	-	3.90		-	19.54
Other Comprehensive Income - Defined Benefit Plan	0.18	-	-	0.49	-	0.67
Total Deferred Tax Liabilities	**15.81**	-	**3.90**	**0.49**	**-**	**20.21**
Net Deferred Tax Liabilities	**14.48**	-	**3.23**	**0.49**	**-**	**18.20**

As at 31st March, 2021:

Particulars	Opening Balance	Recognised in Retained Earnings	Recognised in Profit & Loss	Recognised in OCI	Others	Closing Balance
Deferred Tax Assets in relation to:						
Employee benefit	1.30	-	(0.23)	-	-	1.07
ECL Provision	0.23	-	0.04	-	-	0.27
Total Deferred Tax Assets	**1.53**	-	**(0.20)**	-	-	**1.34**
Deferred Tax Liabilities in relation to:						
Property, Plant & Equipments	9.91	-	5.73	-	-	15.64
Other Comprehensive Income - Defined Benefit Plan	0.12	-	**-**	0.06	-	0.18
Total Deferred Tax Liabilities	**10.03**	-	**5.73**	**0.06**	**-**	**15.81**
Net Deferred Tax Liabilities	**8.50**	-	**5.92**	**0.06**	**-**	**14.48**

As at 31st March, 2020:

Particulars	Opening Balance	Recognised in Retained Earnings	Recognised in Profit & Loss	Recognised in OCI	Others	Closing Balance

Deferred Tax Assets in relation to:						
Employee benefit	-	0.27	1.03	-	-	1.30
ECL Provision	-	0.21	0.03	-	-	0.23
Total Deferred Tax Assets	-	0.48	1.05	-	-	1.53
Deferred Tax Liabilities in relation to:						
Property, Plant & Equipments	2.35	3.40	4.17	-	-	9.91
Provision for Gratuity	-	-	-	0.12	-	0.12
Total Deferred Tax Liabilities	**2.35**	**3.40**	**4.17**	**0.12**	**-**	**10.03**
Net Deferred Tax Liabilities	**2.35**	**2.92**	**3.11**	**0.12**	**-**	**8.50**

22 Borrowings

Particulars	As on 30th September, 2022	As on 30th September, 2021	As on 31st March, 2022	As on 31st March, 2021	As on 31st March, 2020
Secured					
Loans repayable on demand-From Banks (Refer Note 22(i))					
State Bank of India - Cash Credit Facilities	175.88	167.42	170.80	102.40	108.37
DBS Bank India Limited - Cash Credit Facilities	30.15	24.45	13.92	-	-
Current maturities of long-term debt (Refer Note 18(i))	58.52	44.36	41.63	52.11	66.97
Total	**264.55**	**236.24**	**226.35**	**154.51**	**175.34**

Note 22 (i) Nature of security:

State Bank of India

The loan is primarily secured by way of hypothecation of Stock, book debts and all current assets of the company. The loan is further secured by way of equitable mortgage of land and building situated at Plot No.3611/1,2,3 & 4, GIDC, Ankleshwar, Dist Bharuch and personal guarantee of all directors of the company. Interest Rate is at 1.75% above State Bank 6 Month - MCLR of 6.95%. Present effective rate is 8.70%.

DBS Bank India Limited

The loan is primarily secured by way of hypothecation of Stock, book debts and all current assets of the company. The loan is further secured by way of equitable mortgage of land and building situated at Plot No.3612, GIDC, Ankleshwar, Dist Bharuch and personal guarantee of all directors of the company. Interest Rate is 1 Month - MCLR of 6.40% + 175 bps. Present effective rate is 8.15%.

23 Trade Payables

Particulars	As on 30th September, 2022	As on 30th September, 2021	As on 31st March, 2022	As on 31st March, 2021	As on 31st March, 2020
Trade payables (Refer note 42 (A))					
- Total outstanding dues of Micro & Small Enterprises	74.37	31.00	40.03	48.87	36.92
- total outstanding dues other than Micro and small enterprises	163.93	143.87	169.30	181.79	113.03
Total	**238.30**	**174.87**	**209.34**	**230.65**	**149.95**

23.1 Trade Payables Ageing summary:

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 30th September, 2022					
(i) MSME	74.28	0.09	-	-	74.37
(ii) Others	163.51	0.42	-	-	163.93
(iii) Disputed Dues - MSME					-
(iv) Disputed Dues - Others					-
As at 30th September, 2021					
(i) MSME	31.00	-	-	-	31.00
(ii) Others	143.87	-	-	-	143.87
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-
As at 31st March, 2022					
(i) MSME	39.40	0.64	-	-	40.03
(ii) Others	169.16	0.14	-	-	169.30
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-
As at 31st March, 2021					
(i) MSME	48.87	-	-		48.87
(ii) Others	181.79	-	-		181.79
(iii) Disputed Dues - MSME	-	-	-		-
(iv) Disputed Dues - Others	-	-	-		-
As at 31st March, 2020					
(i) MSME	36.92	-	-	-	36.92
(ii) Others	112.33	0.04	0.34	0.32	113.03
(iii) Disputed Dues - MSME	-	-	-		-
(iv) Disputed Dues - Others	-	-	-		-
As at 01st April, 2019					
(i) MSME	28.14	-	0.01		28.15
(ii) Others	99.26	0.80	0.17	0.07	100.30
(iii) Disputed Dues - MSME					-
(iv) Disputed Dues - Others	-	-			-

24 Other Financial Liabilities

Particulars	As on 30th September, 2022	As on 30th September, 2021	As on 31st March, 2022	As on 31st March, 2021	As on 31st March, 2020
Interest accrued on borrowings	0.54	0.50	0.41	0.65	0.40
Total	**0.54**	**0.50**	**0.41**	**0.65**	**0.40**

25 Other Current Liabilities

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Particulars	**As on 30th September, 2022**	**As on 30th September, 2021**	**As on 31st March, 2022**	**As on 31st March, 2021**	**As on 31st March, 2020**
Current maturities of long-term debt (Refer Note (i) below)			-	-	-
Interest accrued and due on borrowings			-	-	-
Advances from customers	0.01	14.47	0.31	1.94	0.00
Statutory dues payable	5.78	2.66	5.64	11.05	14.04
Salary and Wages payable	12.15	9.44	10.51	9.78	13.90
Other payables	17.40	11.72	16.75	11.03	3.25
Total	**35.34**	**38.30**	**33.20**	**33.80**	**31.19**

26 Short term Provisions

Particulars	As on 30th September, 2022	As on 30th September, 2021	As on 31st March, 2022	As on 31st March, 2021	As on 31st March, 2020
(a) Provision for employee benefits					
- Provision for gratuity (net) ((Refer Note. 38 (B))	-	0.89	-	0.43	0.79
- Provision for Bonus	1.92	2.81	2.40	1.68	1.36
- Provision for compensated absences ((Refer Note. 38 (B) (b))	0.15	-	0.23	-	-
Total	**2.08**	**3.71**	**2.63**	**2.10**	**2.15**

27 Current Tax Liabilities

Particulars	As on 30th September, 2022	As on 30th September, 2021	As on 31st March, 2022	As on 31st March, 2021	As on 31st March, 2020
Provision for income tax (Net of Advance Tax)	2.27	10.21	8.57	-	1.18
Total	**2.27**	**10.21**	**8.57**	**-**	**1.18**

Annexure V
Notes to the Restated Financial Information
(All Amounts are in Rs. Millions unless otherwise stated)

16 Share Capital

(i) Authorised Share Capital

Particulars	Equity Share Capital	
	No. of Shares	Amount
As at 1st April, 2019	30,00,000	30.00
Increase /(decrease) during the year	-	-
As at 31 March, 2020	30,00,000	30.00
Increase /(decrease) during the year	90,00,000	90.00
As at 31 March, 2021	1,20,00,000	120.00
Increase /(decrease) during the period	-	-
As at 30th September 2021	1,20,00,000	120.00
Increase /(decrease) during the period	-	-
As at 31 March, 2022	1,20,00,000	120.00
Increase /(decrease) during the period	-	-
As at 30th September, 2022	1,20,00,000	120.00

(ii) Issued Share Capital

Particulars	Equity Share Capital	
	No. of Shares	Amount
As at 1st April, 2019	27,93,397	27.93
Increase /(decrease) during the year	-	-
As at 31 March, 2020	27,93,397	27.93
Increase /(decrease) during the year(Bonus issue)	83,80,191	83.80
As at 31 March, 2021	1,11,73,588	111.74
Increase /(decrease) during the period	-	-
As at 30th September, 2021	1,11,73,588	111.74
Increase /(decrease) during the period	-	-
As at 31 March, 2022	1,11,73,588	111.74
Increase /(decrease) during the period	-	-
As at 30th September, 2022	1,11,73,588	111.74

(iii) The rights, preferences and restrictions attaching to each class of shares:

Equity shares with voting rights:

The Company has only one class of shares referred to as equity shares having a par value of Rs.10/- each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, if any. The distribution will be in the proportion to the number of equity share held by the shareholders.

(iv) Shares allotted as fully paid-up:

During the year 2020-21, the company has allotted 83,80,191 equity shares as fully paid-up bonus shares in the ratio of 3:1 (i.e. Three Bonus shares for every share held) by capitalization of Security Premium account and Retained Earnings of Rs. 83.80 Millions/-

The company has allotted 3,35,20,764 equity shares as fully paid-up bonus shares in the ratio of 3:1 (i.e. Three Bonus shares for every share held) by capitalization of Retained Earnings of Rs. 335.21 Millions/- by virtue of the resolution dated 16th November, 2022. Further, company has increased its authorized share capital to 600.00 Millions by virtue of the resolution dated 11th October, 2022.

(v) Shares held by shareholders each holding more than 5% of the shares

Shareholders	As at 30th September, 2022		As at 30th september, 2021	
	No. of shares	Percentage	No. of shares	Percentage
Snehal Ravjibhai Patel	1,09,70,116	98.18%	1,09,70,116	98.18%

Shareholders	As at 31st March, 2022		As at 31st March, 2021		As at 31st March, 2020	
	No. of shares	Percentage	No. of shares	Percentage	No. of shares	Percentage
Snehal Ravjibhai Patel	1,09,70,116	98.18%	1,09,70,116	98.18%	27,42,529	98.18%

(vi) Shareholding of promoters:

Promoters	As at 30th September, 2022		
	No. of Shares	% Held	% change during the period
Snehal Patel	1,09,70,116	98.18%	-

Promoters	As at 30th September, 2021		
	No. of Shares	% Held	% change during the year
Snehal Patel	1,09,70,116	98.18%	-

Promoters	As at 31st March, 2022		
	No. of Shares	% Held	% change during the year
Snehal Patel	1,09,70,116	98.18%	-

Promoters	As at 31st March, 2021		
	No. of Shares	% Held	% change during the year
Snehal Patel	1,09,70,116	98.18%	-

Promoters	As at 31st March, 2020		
	No. of Shares	% Held	% change during the year
Snehal Patel	27,42,529	98.18%	-

17 Other Equity

Particulars	As on 30th September, 2022	As on 30th September, 2021	As on 31st March, 2022	As on 31st March, 2021	As on 31st March, 2020

	Particulars	As on 30th September, 2022	As on 30th September, 2021	As on 31st March, 2022	As on 31st March, 2021	As on 31st March, 2020
	Securities Premium	-	-	-	-	15.00
	Retained Earnings	676.47	479.89	575.23	381.44	283.36
	Total	**676.47**	**479.89**	**575.23**	**381.44**	**298.36**
(i)	**Securities Premium (Excess of face value of the equity shares)**					
	Opening balance	-	-	-	15.00	15.00
	Less: Utilised for Issue of Bonus Shares (By capitalization of Reserve)	-	-	-	15.00	
	Closing Balance	-	-	-	-	15.00
(ii)	**Retained Earnings**					
	Opening balance	575.23	381.44	381.44	283.36	179.18
	Add: Net Profit for the Year	101.13	98.70	192.33	166.70	103.83
	Opening adjustment due to adoption of Ind AS	-	-	-	-	-
	Less: Utilised for Issue of Bonus Shares (By capitalization of Reserve)	-	-	-	(68.80)	-
	Add/(Less): Remeasurement of the Net Defined benefit liability/asset net of tax effect	0.12	(0.26)	1.46	0.18	0.36
	Less: Dividends paid			-	-	
	Closing balance	**676.47**	**479.89**	**575.23**	**381.44**	**283.36**
	Total	**676.47**	**479.89**	**575.23**	**381.44**	**298.36**

Note 1: Equity instrument held at FVOCI: The company has elected to recognise changes in the fair value of certain investment in equity instruments in other comprehensive income. This amount will be reclassified to retained earnings on de-recognition of equity instrument.

Note 2: During the year 2020-21, the company has allotted 83,80,191 equity shares as fully paid-up bonus shares in the ratio of 3:1 (i.e. Three Bonus shares for every share held) by capitalization of Security Premium account and Retained Earnings of Rs. 83.80 Millions/-. As per Section 52 of the Companies Act, 2013, Company has utilised the security premium for issue of the bonus share to the extent Security Premium was available. Further, Rs. 68.80 Millions has been utilised from retained earnings.

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28 Revenue from operations

Particulars	For the half year ended 30th September, 2022	For the half year ended 30th September, 2021	For the year ended 31st March, 2022	For the year ended 31st March, 2021	For the year ended 31st March, 2020
Sale of Products (Refer Note 38(D))	878.45	696.63	1,451.80	1,323.00	1,194.38
Other operating revenues	0.67	1.78	4.61	6.49	14.88
Total	**879.12**	**698.41**	**1,456.41**	**1,329.49**	**1,209.26**

28.1 Sale of Products Comprises of:

Particulars	For the half year ended 30th September, 2022	For the half year ended 30th September, 2021	For the year ended 31st March, 2022	For the year ended 31st March, 2021	For the year ended 31st March, 2020
Manufactured Goods					
Intermediates	878.45	696.63	1,451.80	1,323.00	1,194.38
Total - Sale of Manufactured Goods	**878.45**	**696.63**	**1,451.80**	**1,323.00**	**1,194.38**
Total Sale of Products	**878.45**	**696.63**	**1,451.80**	**1,323.00**	**1,194.38**

28.2 Other operating revenue comprises of:

Particulars	For the half year ended 30th September, 2022	For the half year ended 30th September, 2021	For the year ended 31st March, 2022	For the year ended 31st March, 2021	For the year ended 31st March, 2020
Export Incentives	0.67	1.78	4.61	6.49	14.88
Total	**0.67**	**1.78**	**4.61**	**6.49**	**14.88**

29 Other income

Particulars	For the half year ended 30th September, 2022	For the half year ended 30th September, 2021	For the year ended 31st March, 2022	For the year ended 31st March, 2021	For the year ended 31st March, 2020
Interest Income (Refer Note 29(i))	0.20	0.16	0.48	0.70	0.63
Sundry balances no longer payable written back (Net)	0.84	-	0.19	-	-
Insurance Claim received	-	-	-	8.97	2.31
Net Gain on Foreign Currency Transaction and Translation	-	1.81	4.79	8.84	2.53

Gain on Sale of Investment	-	-	-	5.95	-
Other miscellaneous Income	5.01	1.15	2.55	7.47	-
Net Gain/(loss) arising on financial asset designated as at FVTPL	-	-			(3.75)
Total	**6.06**	**3.12**	**8.01**	**31.93**	**1.73**

29.1 Interest Income Comprises of

Particulars	For the half year ended 30th September, 2022	For the half year ended 30th September, 2021	For the year ended 31st March, 2022	For the year ended 31st March, 2021	For the year ended 31st March, 2020
Interest on Financial Assets (measured at amortized cost)					
Banks deposits	0.20	0.16	0.33	0.42	0.33
Other deposits	-	-	0.15	0.28	0.30
Total	**0.20**	**0.16**	**0.48**	**0.70**	**0.63**

30 Cost of materials consumed

Particulars	For the half year ended 30th September, 2022	For the half year ended 30th September, 2021	For the year ended 31st March, 2022	For the year ended 31st March, 2021	For the year ended 31st March, 2020
Raw Material Consumption					
Opening Stock	38.51	50.59	50.59	35.69	37.44
Add: Purchases	610.52	433.62	877.03	903.88	726.01
	649.03	**484.21**	**927.62**	**939.57**	**763.44**
Less: Closing stock	76.72	74.43	38.51	50.59	35.69
Cost of Raw Material Consumed	**572.31**	**409.77**	**889.11**	**888.98**	**727.75**
Packing Material consumption					
Opening Stock	0.57	0.78	0.78	1.66	1.09
Add: Purchases-P	2.69	3.38	5.52	6.24	5.49
	3.26	**4.16**	**6.30**	**7.89**	**6.57**
Less: Closing stock	0.74	0.95	0.57	0.78	1.66
Cost of Packing Material Consumed	**2.52**	**3.21**	**5.73**	**7.11**	**4.92**
Total	**574.83**	**412.98**	**894.84**	**896.09**	**732.66**

31 Changes in inventories of finished goods & work-in-progress

Particulars	For the half year ended 30th September, 2022	For the half year ended 30th September, 2021	For the year ended 31st March, 2022	For the year ended 31st March, 2021	For the year ended 31st March, 2020
Inventories at the beginning of the year:					
Finished Goods	84.74	73.17	73.17	5.64	6.92
Semi Finished Goods (Work in progress)	68.14	47.96	47.96	53.25	86.44
	152.87	**121.13**	**121.13**	**58.89**	**93.36**
Inventories at the end of the year:					
Finished Goods	81.47	80.19	84.74	73.17	5.64
Semi Finished Goods (Work in progress)	88.32	56.21	68.14	47.96	53.25
	169.79	**136.40**	**152.87**	**121**	**59**

Net Change in Inventories	**(16.92)**	**(15.27)**	**(31.75)**	**(62.24)**	**34.47**

32 **Employee benefits expenses**

Particulars	For the half year ended 30th September, 2022	For the half year ended 30th September, 2021	For the year ended 31st March, 2022	For the year ended 31st March, 2021	For the year ended 31st March, 2020
(a) Salaries, Wages, Bonus etc.	70.70	67.05	133.05	117.22	109.28
(b) Contributions to Provident and Other Funds (Refer Note 38(B))	2.66	3.04	5.71	4.84	7.41
(c) Staff Welfare Expenses	3.63	3.13	5.95	5.97	4.09
Total	**76.98**	**73.23**	**144.71**	**128.02**	**120.79**

33 **Finance costs**

Particulars	For the half year ended 30th September, 2022	For the half year ended 30th September, 2021	For the year ended 31st March, 2022	For the year ended 31st March, 2021	For the year ended 31st March, 2020
Interest costs:					
(i) Interest on borrowings	12.58	12.90	24.60	16.65	28.05
(ii) Unwinding of discount on lease liabilities	0.04	0.07	0.14	0.20	0.26
Total	**12.61**	**12.97**	**24.74**	**16.85**	**28.31**

34 **Other Expenses**

Particulars	For the half year ended 30th September, 2022	For the half year ended 30th September, 2021	For the year ended 31st March, 2022	For the year ended 31st March, 2021	For the year ended 31st March, 2020
Store and Spares	0.62	1.51	2.16	1.51	1.65
Power and Fuel Expenses	35.06	28.02	57.89	48.25	41.21
Bank Charges	2.05	1.33	2.36	7.27	3.29
Allowance for Doubtful Debts (ECL)	0.37	0.31	0.40	0.14	0.22
Repairs and maintenance					
- Plant and Machinery	6.58	9.01	17.27	14.47	20.56
- Building	0.44	0.70	1.45	1.28	1.96
-Others	2.57	2.67	5.40	6.18	4.98

Particulars	For the half year ended 30th September, 2022	For the half year ended 30th September, 2021	For the year ended 31st March, 2022	For the year ended 31st March, 2021	For the year ended 31st March, 2020
Laboratory and Testing Expenses	2.80	2.19	5.18	3.05	3.38
Travelling and Conveyance Expenses	2.46	0.26	0.58	0.43	2.84
Legal and Professional charges	5.46	2.65	5.20	5.91	6.11
Rates and Taxes	1.08	0.63	0.60	0.72	1.23
Rent Expenses (Refer Note. 38 (E)	0.43	0.12	0.23	0.23	0.28
Insurance	2.56	1.52	4.67	5.54	4.64
Loss on sale of Property, Plant and Equipments (Net)	-	0.54	0.35	-	-
Net Loss on Foreign Currency transaction & translation (Net)	2.12	-	-	-	-
Donation	-	-	-	0.10	-
Factory Expenses	3.35	4.20	7.50	12.86	7.25
Corporate Social Responsibility expenditure (Refer Note no. 41)	2.07	1.65	3.31	2.32	0.69
Payment to Auditors					
a. Statutory Audit	0.17	0.15	0.30	0.30	0.30
b. Tax Audit	0.04	0.04	0.08	0.08	0.08
c. Income tax matters	0.02	0.01	0.03	0.03	0.03
Selling and Distribution Expenses					-
a. Commission Expense	-	-	0.82	-	2.12
b. Advertisement	0.01	0.01	0.02	0.01	0.13
c. Freight and Forwarding Expenses	5.32	8.89	16.85	18.06	14.87
d. Other Selling and Distribution Expenses	2.73	0.02	0.91	-	5.94
Miscellaneous Expenses	8.84	7.50	14.76	13.43	13.31
Total	**87.15**	**73.89**	**148.32**	**142.16**	**137.06**

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35 Contingent Liabilities and Capital Commitments as per Ind AS 37:

Particulars	As on 30th September, 2022	As on 30th September, 2021	As on 31st March, 2022	As on 31st March, 2021	As on 31st March, 2020
(a) Contingent Liabilities (i) Claims against the company not acknowledged as debts (on account of outstanding law suits) **(b) No provision has been made for following demands raised by the authorities since the company has reason to believe that it would get relief at the appellate stage as the said demand are excessive and erroneous**					
(i) Disputed Income tax Liability	2.37	3.64	4.12	3.64	4.30
(ii) Disputed VAT & CST	-	0.11	0.11	0.11	2.49
Total	**2.37**	**3.76**	**4.23**	**3.76**	**6.79**
(c) Guarantees given by Banks to third parties on behalf of the company	31.47	**5.85**	2.54	24.17	14.98
(d) Commitments (i) Estimated amount of contracts remaining to be executed on capital account & not provided for Net of Advances	255.80	5.47	230.92	-	16.70
(ii) Other Commitments -					

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36 Auditor's Remuneration

Particulars	For the half year Ended 30th September, 2022	For the half year Ended 30th September, 2021	For the Year Ended 31st March, 2022	For the Year Ended 31st March, 2021	For the Year Ended 31st March, 2020
Statutory Audit Fees	0.17	0.15	0.30	0.30	0.30
Tax Audit Fees	0.04	0.04	0.08	0.08	0.08
Other Services	0.02	0.01	0.03	0.03	0.03
Total	**0.22**	**0.20**	**0.40**	**0.40**	**0.40**

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37 TAX EXPENSE

Particular	For the half year Ended 30th September, 2022	For the half year Ended 30th September, 2021	For the Year Ended 31st March, 2022	For the Year Ended 31st March, 2021	For the Year Ended 31st March, 2020
(a) Income tax expense					
Current tax					
Current tax on profits for the year	34.01	31.94	63.24	51.07	33.76
Income Tax adjustments for earlier years	0.48	-	-	(1.51)	1.05
	34.49	**31.94**	**63.24**	**49.55**	**34.81**
Deferred tax					
Deferred tax for the year*	1.92	0.97	3.23	5.92	3.11
	1.92	**0.97**	**3.23**	**5.92**	**3.11**
	36.41	**32.92**	**66.47**	**55.48**	**37.92**
*excludes below tax impact on Other Comprehensive Income					
(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate					
Profit before income tax expense	137.54	131.62	258.80	222.18	141.75
Tax at the Indian tax rate of 25.168%	**34.62**	**33.13**	**65.13**	**55.92**	**35.67**
Tax effect of amounts which are not deductible / (taxable) in calculating taxable income:					
Expenditure for which deduction is not allowed under Income Tax Act	0.52	0.55	1.09	0.61	0.17
ROU Asset	(0.01)	0.01	0.00	0.00	0.02
Differential tax rate on fair value of investments and sale of investments		-	-	(1.07)	0.94
ECL provision	(0.00)	0.00	(0.00)	0.00	0.03
Deductible tax expenses (Allowances Under Section 43B)	0.50	0.27	0.54	0.96	0.15
Depreciation	0.31	(1.04)	(0.80)	(0.00)	(0.26)
Tax adjustment of earlier years and others	0.48	-	0.50	(0.94)	1.19
Income Tax Expense	36.41	32.92	66.47	55.48	37.92

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38 Disclosures under Indian Accounting Standards

(A) Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity share holders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity share holders of the Company by the weighted average number of equity shares outstanding during the year.

Particulars	For the half year Ended 30th September, 2022	For the half year Ended 30th September, 2021	For the Year Ended 31st March, 2022	For the Year Ended 31st March, 2021	For the Year Ended 31st March, 2020
Profit attributable to equity share holders of the Company for basic and diluted earnings per share	101.13	98.70	192.33	166.70	103.83
Weighted average number of shares for basic and diluted earnings per shares					
Weighted average number of shares before Bonus Issue	1,11,73,588	1,11,73,588	1,11,73,588	27,93,397	27,93,397
Add: Bonus issue during FY 2020-21	-	-	-	83,80,191	83,80,191
Add: Bonus issue as on 16th November, 2022	3,35,20,764	3,35,20,764	3,35,20,764	3,35,20,764	3,35,20,764
Weighted average number of shares for basic and diluted earnings per shares	**4,46,94,352**	**4,46,94,352**	**4,46,94,352**	**4,46,94,352**	**4,46,94,352**
Basic/Diluted earnings per share (in Rs.)	**2.26**	**2.21**	**4.30**	**3.73**	**2.32**

Notes:

1 Basic/Diluted EPS for the half year ended 30th september, 2022 & 30th September, 2021 is not annualised.

2 The company has allotted 3,35,20,764 equity shares as fully paid-up bonus shares in the ratio of 3:1 (i.e. Three Bonus shares for every share held) by capitalization of Retained Earnings of Rs. 335.21 Millions/- by virtue of the resolution dated 16th November, 2022. Further, company has increased its authorized share capital to 600.00 Millions by virtue of the resolution dated 11th October, 2022. Further, as per Ind AS-33, if the number of ordinary or potential ordinary shares outstanding increases as a result of a bonus issue,the calculation of basic and diluted earnings per share for all periods presented shall be adjusted retrospectively. If these changes occur after the reporting period but before the financial statements are approved for issue, the per share calculations for those and any prior period financial statements presented shall be based on the new number of shares. Pursuant to the issue of bonus equity shares as mentioned above, the weighted average numbers of shares and consequently the basic and diluted earnings per share have been adjusted in the financial statements for all the earlier periods presented in the restated Financial Information.

Annexure V
Notes to the Restated Financial Information
(All Amounts are in Rs. Millions unless otherwise stated)

(B) Employee benefits

(a) Defined benefit plan:
The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded. The following tables summaries the components of net benefit expense recognized in the Statement of profit and loss and the funded status and amounts recognized in the balance sheet for the gratuity plan.

Risks associated with defined benefit plan

Interest rate risk: A fall in the discount rate which is linked to the Government securities rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

Salary Risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

Investment Risk: The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.

Asset Liability Matching Risk: The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.

Mortality risk: Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

Concentration Risk: Plan has a concentration risk as all the assets are invested with the insurance company and a default will wipe out all the assets. Although probability of this is very less as insurance companies have to follow regulatory guidelines.

Characteristics of defined benefit plans
During the year, there were no plan amendments, curtailments and settlements.

The following table sets out the status of the gratuity plan and the amounts recognised in the Company's Restated Financial Information:

a) Reconciliation of Defined Benefit Obligation:	**30th September, 2022**	**30th September, 2021**	**31st March, 2022**	**31st March, 2021**	**31st March, 2020**
Opening Defined Benefit Obligation	2.53	4.06	4.06	3.65	3.39
Current service cost	0.39	0.38	0.77	0.65	0.50
Interest cost	0.08	0.12	0.24	0.22	0.24
<u>Components of actuarial gain/losses on obligation:</u>					
Due to Change in Financial Assumption	(0.11)	0.06	(0.07)	0.07	(0.38)
Due to Experience adjustments	(0.06)	0.17	(2.01)	(0.19)	(0.09)
Due to Demographic Assumptions	-	-	-	-	(0.01)
Benefits paid from fund	-	(0.40)	(0.47)	(0.06)	-

Benefits paid by company	-	-	-	(0.29)	-
Closing Defined Benefit Obligation	**2.84**	**4.40**	**2.53**	**4.06**	**3.65**

b) Reconciliation of Plan Assets:	**30th September, 2022**	**30th September, 2021**	**31st March, 2022**	**31st March, 2021**	**31st March, 2020**
Opening value of plan assets	**3.28**	**3.63**	3.63	-	-
Interest Income	0.12	0.12	0.24	-	-
Return on plan assets excluding amounts included in interest income	(0.01)	(0.11)	(0.13)	0.12	-
Contributions by the employer	-	0.00	0.00	3.57	-
Benefits paid	-	(0.40)	(0.47)	(0.06)	-
Closing value of plan assets	**3.40**	**3.24**	**3.28**	**3.63**	-

c) Reconciliation of Defined Benefit Obligation and fair value of plan assets:	**30th September, 2022**	**30th September, 2021**	**31st March, 2022**	**31st March, 2021**	**31st March, 2020**
Present value of unfunded obligation	-	-	-	-	3.65
Present value of funded obligation	2.84	4.40	2.53	4.06	
Fair value of planned assets at the end of year	(3.40)	(3.24)	(3.28)	(3.63)	-
Net Defined Benefit Liability/(Assets)	**(0.56)**	**1.15**	**(0.75)**	**0.43**	**3.65**

d) Net Interest Cost for Current Period	**30th September, 2022**	**30th September, 2021**	**31st March, 2022**	**31st March, 2021**	**31st March, 2020**
Present Value of Benefit Obligation at the Beginning of the Period	2.53	4.06	4.06	3.65	3.39
Fair Value of Plan Assets at the Beginning of the Period	3.28	3.63	3.63	-	-
Net Liability/ (Asset) at the Beginning	(0.75)	0.43	0.43	3.65	3.39
Interest cost	0.08	0.12	0.24	0.22	0.24
Interest Income	0.12	0.12	0.24	-	-
Net Interest Cost for Current Period	**(0.04)**	**0.00**	**0.00**	**0.22**	**0.24**

e) Expenses Recognized in the Statement of Profit or Loss for Current Period	**30th September, 2022**	**30th September, 2021**	**31st March, 2022**	**31st March, 2021**	**31st March, 2020**
Current Service Cost	0.39	0.38	0.77	0.65	0.50
Net Interest Cost	(0.04)	0.00	0.00	0.22	0.24
Expenses Recognized	**0.35**	**0.39**	**0.77**	**0.87**	**0.73**

f) Expenses Recognized in the Other Comprehensive Income (OCI) for Current Period	**30th September, 2022**	**30th September, 2021**	**31st March, 2022**	**31st March, 2021**	**31st March, 2020**
Component of actuarial gain/loss on obligation:					
Due to change in financial assumption	(0.11)	0.06	(0.07)	0.07	(0.38)
Due to change in demographic assumption	-	-	-	-	(0.01)
Due to change in experience adjustment	(0.06)	0.17	(2.01)	(0.19)	(0.09)
Return on Plan Assets, Excluding Interest Income	0.01	0.11	0.13	(0.12)	-
Net (Income)/ Expense For the Period Recognized in OCI	**(0.16)**	**0.34**	**(1.95)**	**(0.24)**	**(0.48)**

g) Balance Sheet Reconciliation	**30th September, 2022**	**30th September, 2021**	**31st March, 2022**	**31st March, 2021**	**31st March, 2020**
Opening Net Liability	(0.75)	0.43	0.43	3.65	3.39
Expense Recognized in Statement of Profit Or Loss	0.35	0.39	0.77	0.87	0.73
Amount recognised in Other Comprehensive (Income)/Expense	**(0.16)**	**0.34**	**(1.95)**	**(0.24)**	**(0.48)**
Benefits paid by Company	-	-	-	(0.29)	-

Contribution to plan assets	-	(0.00)	(0.00)	(3.57)	
Net Liability (Assets) Recognized in the Balance Sheet	**(0.56)**	**1.15**	**(0.75)**	**0.43**	**3.65**

h) Category of Assets	**30th September, 2022**	**30th September, 2021**	**31st March, 2022**	**31st March, 2021**	**31st March, 2020**
Insurance Fund	3.40	3.24	3.28	3.63	-
Total	**3.40**	**3.24**	**3.28**	**3.63**	**-**

i) Other Details	**30th September, 2022**	**30th September, 2021**	**31st March, 2022**	**31st March, 2021**	**31st March, 2020**
No. of Active Members	172	153	155	148	115
Per Month Salary for Active Members (Rs. In Millions)	2.93	3.32	2.55	2.82	2.20
Weighted Average Duration (Years)	7.63	7.71	7.65	7.77	7.88
Average Expected Future Service (Years)	26.02	25.03	25.42	25.55	24.79
Projected Benefit Obligation	2.84	4.40	2.53	4.06	3.65

m) Assumption used in accounting for the gratuity plan:	**30th September, 2022**	**30th September, 2021**	**31st March, 2022**	**31st March, 2021**	**31st March, 2020**
Expected return on plan assets (%)	7.45%	6.35%	6.90%	6.55%	0.00%
Rate of Discounting	7.45%	6.35%	6.90%	6.55%	6.80%
Salary Growth Rate	4.00%	4.00%	4.00%	4.00%	4.00%
Withdrawal Rates	20.00% p.a. at younger ages reducing to 1.00% p.a. at older ages	20.00% p.a. at younger ages reducing to 1.00% p.a. at older ages	20.00% p.a. at younger ages reducing to 1.00% p.a. at older ages	20.00% p.a. at younger ages reducing to 1.00% p.a. at older ages	20.00% p.a. at younger ages reducing to 1.00% p.a. at older ages
Mortality Rate	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)

Note 1: Discount rate is determined by reference to market yields at the balance sheet date on Government bonds, where the currency and terms of the Government bonds are consistent with the currency and estimated terms for the benefit obligation.

Note 2: The estimate of future salary increase takes into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

Note 3: 100% of the plan assets are invested in group gratuity scheme offered by LIC of India.

Expected Future Cashflows(Undiscounted)	**30th September, 2022**	**30th September, 2021**	**31st March, 2022**	**31st March, 2021**	**31st March, 2020**
1st Following Year	0.30	0.68	0.16	0.66	0.80
2nd Following Year	0.25	0.39	0.26	0.29	0.26
3rd Following Year	0.35	0.35	0.22	0.38	0.25
4th Following Year	0.29	0.42	0.35	0.34	0.35
5th Following Year	0.40	0.35	0.27	0.43	0.31
Sum of Years 6 to 10	1.23	1.72	1.14	1.62	1.40

Sensitivity analysis

Particulars	30th September, 2022	30th September, 2021	31st March, 2022	31st March, 2021	31st March, 2020
Projected Benefit Obligation on Current Assumptions	2.84	4.40	2.53	4.06	3.65
Delta Effect of +0.5 % Change in Rate of Discounting	2.74	4.25	2.44	3.92	3.53
Delta Effect of -0.5 % Change in Rate of Discounting	2.94	4.55	2.62	4.20	3.77
Delta Effect of +0.5 % Change in Rate of Salary Increase	2.94	4.51	2.63	4.16	3.73
Delta Effect of -0.5 % Change in Rate of Salary Increase	2.74	4.29	2.44	3.96	3.57
Delta Effect of +10 % Change in Withdrawal Rate	2.84	4.41	2.55	4.08	3.68
Delta Effect of -10 % Change in Withdrawal Rate	2.84	4.38	2.51	4.03	3.61

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Company's Restated Financial Information as at balance sheet date:

Status of Gratuity Plan:

Particulars	30th September, 2022	30th September, 2021	31st March, 2022	31st March, 2021	31st March, 2020
Current (Short Term) Liability	(0.56)	0.89	(0.75)	0.43	0.79
Non Current (Long Term) Liability	-	0.26	-	-	2.86
Net Defined Benefit Liability/(Assets)	**(0.56)**	**1.15**	**(0.75)**	**0.43**	**3.65**

(b) Other long term Benefit:

The Company's Long Term benefits includes Leave Encashment payable at the time of retirement subject to, policy of maximum leave accumulation of company. The scheme is not funded.

Changes in the present value of the obligation in respect of leave encashment:

Particulars	30th September, 2022	31st March, 2022
Obligation at the year beginning	1.43	0.50
Current service cost	0.08	0.28
Interest cost on Obligation	0.05	0.03
Actuarial (gains) / losses on obligation	(0.64)	1.65
Benefits Paid by an entity	(0.10)	(1.03)
Obligation at the year end	**0.83**	**1.43**

(c) Defined Contribution plans:

Amounts recognized as expense for the period towards contribution to the following funds:

Particulars	30th September, 2022	30th September, 2021	31st March, 2022	31st March, 2021	31st March, 2020
Employers contribution to:					

-Provident Fund	1.93	1.90	3.90	3.56	2.78
-Employee State Insurance Fund	0.24	0.22	0.43	0.45	0.51
Total	**2.17**	**2.12**	**4.33**	**4.01**	**3.29**

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Notes to the Restated Financial Information
(All Amounts are in Rs. Millions unless otherwise stated)

(C) Segment Information

The segment information is presented under the Notes forming part of the Restated Financial Information as required under the Ind AS - 108 on “Operating Segment”.

The activity of the company relates only one segment i.e. Pharmaceutical intermediates and API manufacturing.

Geographical Information:
Revenue by Geography:

Particulars	For the half year ended 30th September, 2022	For the half year ended 30th September, 2021	For the year ended 31st March, 2022	For the year ended 31st March, 2021	For the year ended 31st March, 2020
Within India	826.35	547.28	1,103.04	1,104.65	895.53
Outside India	52.77	151.13	353.38	224.84	313.73

Carrying value of Segment Assets:

Particulars	As on 30th September, 2022	As on 30th September, 2021	As on 31st March, 2022	As on 31st March, 2021	As on 31st March, 2020
Within India	1,687.01	1,038.64	1,259.87	980.51	735.36
Outside India	7.15	113.25	120.81	47.66	43.77

The company has common PPE for producing goods for domestic as well as overseas market. There are no PPE situated outside India. Hence, additional segment wise information for PPE / Additions to PPE has not furnished.

Information about major customers
"Revenue from sales to any one particular customer which exceeds 10% of total revenues: Aggregate sales to customers contributing sales exceeding 10% of total revenue for the half year ended 30th September, 2022 was Rs. 643.67 Millions and is derived from three customers which are Domestic Companies."
"Revenue from sales to any one particular customer which exceeds 10% of total revenues: Aggregate sales to customers contributing sales exceeding 10% of total revenue for the the year ended 31st March, 2022 Rs. 770.23 Millions and is derived from a four customers which are Domestic Companies."
"Revenue from sales to any one particular customer which exceeds 10% of total revenues: Aggregate sales to customers contributing sales exceeding 10% of total revenue for the the half year ended 30th September, 2021 Rs. 311.71 Millions and is derived from a three customers which are Domestic Companies."
"Revenue from sales to any one particular customer which exceeds 10% of total revenues: Aggregate sales to customers contributing sales exceeding 10% of total revenue for the the year ended 31st March, 2021 Rs. 671.31 Millions and is derived from a three customers which are Domestic Companies."
"Revenue from sales to any one particular customer which exceeds 10% of total revenues: Aggregate sales to customers contributing sales exceeding 10% of total revenue for the year ended 31st March, 2020 Rs. 710.53 Millions and is derived from a three customers which are Domestic Companies."

(D) Revenue from Contracts with Customers:
Disaggregation of revenue
- Based on Geography

Particulars	As on 30th September, 2022	As on 30th September, 2021	As on 31st March, 2022	As on 31st March, 2021	For the Year Ended 31st March, 2020
Sale of Products					
- Domestic Sales	826.35	547.28	1,103.04	1,104.65	895.53
- Export Sales	52.77	151.13	353.38	224.84	313.73
Total	**879.12**	**698.41**	**1,456.41**	**1,329.49**	**1,209.26**

(E) Recognition, measurement and disclosures related to Leases:

(i) As lessee:

(a) Short term leases:

The Company has taken various premises under Short term lease. The Lease agreements have no sub leases. These Lease are generally cancellable and are renewable by mutual consent on mutually agreed terms. There are no restrictions imposed by lease agreements. The lease payment recognised in the statement of profit & loss during the period is ₹. 0.43 Millions (For the half year ended 30th September, 2021 ₹. 0.12 Millions), (For the year ended 31st March, 2022 ₹. 0.23 Millions), (For the year ended 31st March, 2021 ₹. 0.23 Millions (For the year ended 31st March, 2020 ₹. 0.28 Millions)..

(b) Finance lease:

The Company's leases comprises of leasehold Building. The Company has adopted Ind AS 116, effective annual reporting period beginning April 1, 2019 and applied the standard to its leases applying modified retrospective approach. This has resulted into recognition of Right of use Asset of Rs.2.94 Millions and correspondingly recognition of Lease Liability of Rs. 2.94 Millions. This shall lead to additional impact in the Statement of Profit & Loss as follows:

Particulars	30th September, 2022	30th September, 2021	31st March, 2022	31st March, 2021	31st March, 2020
Depreciation on Right of use asset	0.37	0.37	0.73	0.73	0.73
Unwinding of discount on lease liability	0.04	0.07	0.14	0.20	0.26
Actual lease Rent Paid	(0.45)	(0.45)	(0.90)	(0.90)	(0.90)
Net Impact in Statement of Profit & Loss	**(0.05)**	**(0.01)**	**(0.03)**	**0.03**	**0.09**

(i) Other Disclosures as Lessee:

Maturity Analysis of lease liabilities:

Maturity Analysis - Contractual undiscounted Cash Flows	As on 30th September, 2022	As on 31st March, 2022
Less than one year	0.41	0.83
One to five years	-	
More than five years	-	
Total Undiscounted Lease Liabilities		
Lease Liabilities included in the Statement of Financial Position		
Non Current	-	-
Current	0.41	0.83
Total	**0.41**	**0.83**

The Right -of - use(ROU) asset has been created on account of prepayments made by the company towards lease hold Building.

Particulars	For the half year ended 30th September, 2022	For the half year ended 30th September, 2021	For the year ended 31st March, 2022	For the year ended 31st March, 2021	For the year ended 31st March, 2020
Depreciation charges for Right - of use asset	0.37	0.37	0.73	0.73	0.73

(ii) As lessor:

Company has not given any asset on lease.

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Notes to the Restated Financial Information
(All Amounts are in Rs. Millions unless otherwise stated)

39 Related Party Disclosures:

(A) (i) Names of related parties and description of relationship:

Name of Related Party	Nature of Relation
Genesis Organics Private Limited	Associate Enterprise having common director
Snehal Patel Foundation (Sec. 8 Company)	Associate Enterprise having common director
SPC Pharmaceuticals Private Limited	Associate Enterprise having common director
Snehal R Patel	Managing Director
Ravjibhai Dudhat	Director
Mili S Patel	Director w.e.f. 01.02.2021
Mili S Patel	Relative of Key Managerial Personnel upto 31.01.2021
Hardik Makwana	Company Secretary w.e.f. 11.09.2021
Jimmishkumar Gohel	Chief Financial Officer w.e.f. 02.01.2023

(B) Key management personnel compensation

Particular	For the half year Ended 30th September, 2022	For the half year Ended 30th September, 2021	For the Year Ended 31st March, 2022	For the Year Ended 31st March, 2021	For the Year Ended 31st March, 2020
Short term employee benefits	20.65	17.48	35.85	28.83	35.48
Post-employment benefits	0.32	0.31	0.63	0.61	0.49
Long term employee benefits	-	-	-	-	-
Total compensation	**20.96**	**17.79**	**36.48**	**29.44**	**35.97**

(C) Transactions with Related parties:

Name of party	Nature of transaction	For the half year Ended 30th September, 2022	For the half year Ended 30th September, 2021	For the Year Ended 31st March, 2022	For the Year Ended 31st March, 2021	For the Year Ended 31st March, 2020
Snehal R Patel	Remuneration to KMP	17.91	15.90	32.40	27.15	34.77
Ravjibhai Dudhat	Remuneration to KMP	0.60	0.60	1.20	1.20	1.20
Mili S Patel	Remuneration to KMP	1.85	1.25	2.50	1.10	-
Mili S Patel	Remuneration to relative of KMP	-	-	-	0.68	0.81
Hardik Makwana	Salary to Company Secretary	0.61	0.04	0.38	-	-
Snehal R Patel	Purchase of Land	-	-	-	-	55.00
SPC Pharmaceuticals Private Limited	Reimbursement Expense	-	-	-	0.06	-

Genesis Organics Private Limited	Rent	0.45	0.45	0.90	0.90	0.90
Snehal Patel Foundation	Donation	-	-	-	0.10	-
Snehal Patel Foundation	Office Expense	-	-	-	0.05	-
Snehal Patel Foundation	Consultancy & Professional fees	-	-	0.49	-	-

(D) Balance Outstanding at the year/period end:

Particulars	As on 30th September, 2022	As on 30th September, 2021	As on 31st March, 2022	As on 31st March, 2021	As on 31st March, 2020
Receivables:					
SPC Pharmaceuticals Pvt Ltd	0.06	0.06	0.06	0.06	-
Payables:					
Snehal R Patel	1.64	1.09	1.16	1.80	6.34
Ravjibhai Dudhat	0.08	0.09	0.08	0.07	0.06
Mili S Patel	0.24	0.16	0.16	0.18	0.06
Hardik Makwana	0.09	0.05	-	-	-
Genesis Organics Private Limited	0.15	0.39	-	1.13	0.35
Snehal Patel Foundation	-	-	0.06	-	-

Note

In accordance with the requirements of Ind AS 24, Related Party Disclosures and the Companies Act, 2013; the names of the related parties, transactions and year-end balances with them as identified and certified by the management.

The relationships as mentioned above pertain to those related parties with whom transactions have taken place during the current year /previous year, except where control exists, in which case the relationships have been mentioned irrespective of transactions with the related party.

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Notes to the Restated Financial Information
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40 Disclosures related to the Micro, Small and Medium Enterprises.

On the basis of confirmation obtained from the supplier who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) and based on the information available with the company, the following are the details:

Particulars	As on 30th September, 2022	As on 30th September, 2021	As on 31st March, 2022	As on 31st March, 2021	As on 31st March, 2020
The principle amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year;					
i) Principal Amount	74.37	31.00	40.03	48.87	36.92
ii) Interest Due thereon					
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-	-	-	-
The amount of interest due and payable for the period of delay in making payment (which h has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-	-	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-	-	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-	-	-	-

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41 Disclosure related to Corporate Social Responsibility i.e. CSR Expenditure:

As per section 135 of the Companies Act, 2013, a CSR committee has been formed by the company. The areas for CSR activities are promoting education, art and culture, healthcare, destitute care and rehabilitation and rural development projects as specified in Schedule VII of the Companies Act, 2013. The details of amount required to be spent and actual expenses spent during the year is as under:

Sr. No.	Particulars	As on 30th September, 2022	As on 30th September, 2021	As on 31st March, 2022	As on 31st March, 2021	As on 31st March, 2020
1	Gross amount required to be spent by the company during the year	4.14	3.31	3.31	1.94	1.02
2	Amount spent during the year on					
	(A) Construction/Acquisition of Assets	-	-	-	-	-
	-In cash	-	-	-	-	-
	-Yet to be paid	-	-	-	-	-
	(B) For purpose other than (1) above:	-	-	-	-	-
	-In cash	0.34	0.27	1.31	1.21	0.69
	-Yet to be paid	1.73	1.39	2.00	1.11	-
3	Shortfall at the end of the period	1.73	1.39	2.00	1.11	0.33
4	Total of previous years shortfall			-	-	-
5	Reason for shortfall			-	-	-
6	Nature of CSR activities	Rural Development, healthcare and promoting education with the direction to carry out specified activities and agricultural activities	Rural Development, healthcare and promoting education with the direction to carry out specified activities	Rural Development, healthcare and promoting education with the direction to carry out specified activities	Rural Development, healthcare and promoting education with the direction to carry out specified activities	Rural Development, healthcare and promoting education with the direction to carry out specified activities
7	Details of related party transactions					
	Snehal Patel Foundation	-	-	0.49	-	
8	**Movements in the provision of CSR during the year**					
	Balance at the beginning of the period	2.00	1.11	1.11	-	-
	Provision made during the period	1.73	1.39	2.00	1.11	-
	Provision utilised during the period	(0.40)	-	(1.11)	-	-
	Balance at the end of the period	3.33	2.49	2.00	1.11	-

Annexure V
Notes to the Restated Financial Information
(All Amounts are in Rs. Millions unless otherwise stated)

42 Fair Value Measurements

Financial instruments by category

Particular	As at 30th September, 2022			As at 30th September, 2021			As at 31st March, 2022			As at 31st March, 2021			As at 31st March, 2020		
	FVTPL	FVOCI	Amortized Cost	FVTPL	FVOCI	Amortized Cost	FVTPL	FVOCI	Amortized Cost	FVTPL	FVOCI	Amortized Cost	FVTPL	FVOCI	Amortized Cost
Financial Assets															
Investments															
- Other	-	-		-	-	-	-	-	-	-	-	-	6.25	-	-
Trade Receivables	-	-	453.75	-	-	337.93	-	-	412.07	-	-	330.40	-	-	273.30
Cash and Cash Equivalents	-	-	22.29	-	-	0.41	-	-	0.79	-	-	59.43	-	-	4.90
Bank Balances other than above	-	-		-	-		-	-	-	-	-	-	-	-	-
Loans and advances to employees and others	-	-	0.13	-	-	0.08	-	-	0.27	-	-	0.01	-	-	0.59
Other Financial Assets	-	-	23.84	-	-	13.74	-	-	14.47	-	-	22.59	-	-	14.03
Total Financial Assets	**-**	**-**	**500.02**	**-**	**-**	**352.15**	**-**	**-**	**427.61**	**-**	**-**	**412.43**	**6.25**	**-**	**292.81**
Financial Liabilities															
Borrowings	-	-	606.19	-	-	314.46	-	-	419.35	-	-	250.31	-	-	253.26
Lease Liabilities	-	-	0.41	-	-	1.21	-	-	0.83	-	-	1.59	-	-	2.29
Other financial Liabilities	-	-	0.54	-	-	0.50	-	-	0.41	-	-	0.65	-	-	0.40

Particular	As at 30th September, 2022			As at 30th September, 2021			As at 31st March, 2022			As at 31st March, 2021			As at 31st March, 2020		
Trade payables	-	-	238.30	-	-	174.87	-	-	209.34	-	-	230.65	-	-	149.95
Total Financial Liabilities	**-**	**-**	**845.44**	**-**	**-**	**491.03**	**-**	**-**	**629.92**	**-**	**-**	**483.20**	**-**	**-**	**405.91**

(i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognized and measured at fair value and (b) measured at amortized cost and for which fair values are disclosed in the Restated Financial Information. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial Assets and Liabilities measured at fair value - recurring fair value measurements

As at 30th September, 2022	Notes	Level 1	Level 2	Level 3	Total
Financial Assets at FVOCI					
Equity Instruments					
Financial Assets at amortized cost					
Deposits					
Financial Assets at FVTPL					
Total Financial Assets					
Financial Liabilities at amortized cost					
Borrowings	18 22	-	606.19	-	**606.19** **-**
Total Financial Liabilities					

As at 30th September, 2021	Notes	Level 1	Level 2	Level 3	Total
Financial Assets at FVOCI					
Equity Instruments		**-**	**-**	**-**	**-**
Financial Assets at amortized cost					
Deposits		**-**	**-**	**-**	**-**
Financial Assets at FVTPL					
Total Financial Assets		**-**	**-**	**-**	**-**
Financial Liabilities at amortized cost					**-**
Borrowings	18 22	-	314.46	-	**314.46**
Total Financial Liabilities		**-**	**314.46**	**-**	**314.46**

As at 31st March, 2022	Notes	Level 1	Level 2	Level 3	Total
Financial Assets at FVOCI					
Equity Instruments	7	-	-	-	-
Financial Assets at amortized cost					

Deposits	8	-	-	-	-
Financial Assets at FVTPL					-
Total Financial Assets		**-**	**-**	**-**	**-**
Financial Liabilities at amortized cost					
Borrowings	18 22	-	419.35	-	419.35
Total Financial Liabilities		**-**	**419.35**	**-**	**419.35**

Financial Assets and Liabilities measured at fair value - recurring fair value measurements

As at 31st March, 2021	**Notes**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial Assets at FVOCI					
Equity Instruments	7	-		-	-
Financial Assets at amortized cost					
Deposits	8	-	-	-	-
Financial Assets at FVTPL					
Total Financial Assets		**-**	**-**	**-**	**-**
Financial Liabilities at amortized cost					
Borrowings (Non Current)	18 22		250.31		250.31
Total Financial Liabilities		**-**	**250.31**	**-**	**250.31**

As at 31st March, 2020	**Notes**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial Assets at FVOCI					
Equity Instruments	-	-	-	-	-
Financial Assets at amortized cost					
Equity Instruments	-	-	-	-	-
Financial Assets at FVTPL					
Investment in ICICI Prudential AMC Ltd	7	6.25	-	-	-
Total Financial Assets		**6.25**	**-**	**-**	**-**
Financial Liabilities at amortized cost					
Borrowings (Non Current)	18 22	-	253.26	-	253.26
Total Financial Liabilities		**-**	**253.26**	**-**	**253.26**

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted price. The fair value of all equity instruments which are traded in stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There are no transfers between levels 1 and 2 during the year.
The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels at the end of the reporting period.

(ii) Valuation technique used to determine fair value
Specific valuation techniques used to value financial instruments include:
- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of the remaining financial instruments is determined using discounted analysis

All of the resulting fair value estimates are included in level 1 or 2 except for unlisted equity securities where the fair values have been determined based on present values and the discount rates used were adjusted for counter party or own credit risk.

The carrying amounts of trade receivables, electricity deposit, employee advances, cash and cash equivalents and other short term receivables, trade payables, unclaimed dividend, borrowings, capital creditors and other current financial liabilities are considered to be the same as their fair values, due to their short-term nature.

43 FINANCIAL RISK MANAGEMENT

The Company's principal financial liabilities comprise of loan from banks and trade payables. The main purpose of these financial liabilities is to raise finance for the Company's operations.The Company has various financial assets such as trade receivables, cash and short term deposits, other Deposits, which arise directly from its operations.The main risks arising from Company's financial instruments are foreign currency risk, credit risk, market risk, interest rate risk and liquidity risk. The Board of Directors review and agree policies for managing each of these risks.

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.The primary objective of the Company's capital management is to ensure that it maintains a strong credit and liquidity in order to support its business activities.The Company manages its capital and makes adjustments to it in light of the changes in economic and market conditions. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks.

(A) Credit risk
Credit risk is the risk of incurring a loss that may arise from a borrower or customer failing to make required payments. Credit risk arises mainly from outstanding receivables from free market dealers, cash and cash equivalents, employee advances and security deposits. The Company manages and analyses the credit risk for each of its new clients before standard payment and delivery terms and conditions are offered.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer and including the default risk of the industry, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

(i) Actual or expected significant adverse changes in business;

(ii) Actual or expected significant changes in the operating results of the counterparty;
(iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations;
(iv) Significant increase in credit risk on other financial instruments of the same counterparty;
(v) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

(i) Trade receivables

For trade receivables, the Company applies the simplified approach permitted by Ind AS 109 Financial Instrument, which requires expected lifetime losses to be recognized from initial recognition of the receivables. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit Losses (ECL), the Company considers reasonable and relevant information that is available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward looking information.

Following table represent allowance for doubtful debts with the trade receivables over the years:

(ii) Reconciliation of loss allowance provision – Trade receivables

	As at 30th September, 2022	As at 30th September, 2021	As at 31st March,2022	As at 31st March,2021	As at 31st March,2020
Opening Balance	**1.48**	**1.08**	**1.08**	**0.93**	**-**
Changes in loss allowance	0.37	0.31	0.40	0.14	0.93
Closing Balance	**1.85**	**1.38**	**1.48**	**1.08**	**0.93**

(iii) Cash and cash equivalents

As at the year end, the Company held cash and cash equivalents of 22.29 Millions (as at 30th September, 2021 Rs. 0.41 Millions) (as at 31st March, 2022 Rs. 0.79 Millions) (as at 31st March,2021 Rs. 59.43 Millions) (as at 31st March,2020 Rs. 4.90 Millions). The cash and cash equivalents are held with bank and financial institution counterparties with good credit rating.

(iv) Loans and advances

In the case of loans to employees, the same is managed by establishing limits. (Which in turn is based on the employees salaries and number of years of service put in by the concerned employee)

(v) Other Financials Assets

Others Financial Assets are considered to be of good quality and there is no significant increase in credit risk.

(B) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the Company's short-term, medium-term and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Maturities of financial liabilities

The tables herewith analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for:

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Contractual maturities of financial liabilities

	Less than 1 year	More than 1 year	Total
As at 30th September, 2022			
Non-derivatives			
Borrowings	264.55	341.63	606.19
Lease Liabilities	0.41	-	0.41
Other financial liabilities	0.54	-	0.54
Trade payables	238.30	-	238.30
Total Non-derivative liabilities	**503.81**	**341.63**	**845.44**
As at 30th September, 2021			
Non-derivatives			
Borrowings	236.24	78.22	314.46
Lease Liabilities	0.38		0.38
Other financial liabilities	0.50		0.50
Trade payables	174.87		174.87
Total Non-derivative liabilities	**411.98**	**78.22**	**490.20**
As at 31st March, 2022			
Non-derivatives			
Borrowings	226.35	193.00	419.35
Lease Liabilities	0.83	-	0.83
Other financial liabilities	0.41	-	0.41
Trade payables	209.34	-	209.34
Total Non-derivative liabilities	**436.92**	**193.00**	**629.92**
As at 31st March, 2021			
Non-derivatives			
Borrowings	154.51	95.79	250.31
Lease Liabilities	0.76	0.83	1.59
Other financial liabilities	0.65	-	0.65
Trade payables	230.65	-	230.65
Total Non-derivative liabilities	**386.58**	**96.62**	**483.20**
As at 31st March, 2020			
Non-derivatives			
Borrowings	175.34	77.92	253.26
Lease Liabilities	0.70	1.59	2.29
Other financial liabilities	0.40	-	0.40
Trade payables	149.95	-	149.95
Total Non-derivative liabilities	**326.39**	**79.51**	**405.91**

(C) Market risk

Market Risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices.

Currency risk

Curreny market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company’s income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The risk is measured through a forecast of foreign currency for the Company's operations.The Company has no exposure to foreign currency risk at the end of the reporting period.

Currency	**As at 30th September, 2022**			**As at 30th September, 2022**		
	Trade receivable and other Receivable	**Hedges available**	**Net exposure to foreign currency risk**	**Trade payable**	**Hedges available**	**Net exposure to foreign currency risk**
USD - Equivalent INR	7.15	-	7.15	76.61		76.61

Currency	**As at 30th September, 2021**			**As at 30th September, 2021**		
	Trade receivable and other Receivable	**Hedges available**	**Net exposure to foreign currency risk**	**Trade payable**	**Hedges available**	**Net exposure to foreign currency risk**
USD - Equivalent INR	113.25		113.25	58.67		58.67

Currency	**As at 31st March,2022**			**As at 31st March,2022**		
	Trade receivable and other Receivable	**Hedges available**	**Net exposure to foreign currency risk**	**Trade payable**	**Hedges available**	**Net exposure to foreign currency risk**
USD - Equivalent INR	120.81	-	120.81	77.63	-	77.63

Currency	**As at 31st March,2021**			**As at 31st March,2021**		
	Trade receivable and other Receivable	**Hedges available**	**Net exposure to foreign currency risk**	**Trade payable**	**Hedges available**	**Net exposure to foreign currency risk**
USD - Equivalent INR	47.66		47.66	115.43		115.43

Currency	**As at 31st March,2020**			**As at 31st March,2020**		
	Trade receivable and other Receivable	**Hedges available**	**Net exposure to foreign currency risk**	**Trade payable**	**Hedges available**	**Net exposure to foreign currency risk**
USD - Equivalent INR	43.77		43.77	111.14		111.14

The sensitivity of profit or loss to changes in the exchange rates arises mainly from unhedged foreign currency denominated financial instruments.

Particulars	**Impact on profit after tax**				
	30th September, 2022	**30th September, 2021**	**31st March, 2022**	**31st March, 2021**	**31st March, 2020**
USD sensitivity					
INR/USD increases by 5%	(3.47)	2.73	2.16	(3.39)	(3.37)
INR/USD decreases by 5%	3.47	(2.73)	(2.16)	3.39	3.37

(D) CAPITAL MANAGEMENT

For the purpose of Company's Capital Management, equity includes equity share capital and all other equity reserves attributable to the equity holders of the Company. The Company manages its capital to optimise returns to the share holders and make adjustments to it in the light of changes in economic conditions or its business requirements. The Company's objective is to safe guard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to share holders through continuing growth and maximise the share holders value. The Company funds its operations through internal accruals and long term borrowings competitive rate. The Management and Board of Directors monitor the return of capital.

The Company monitors capital using a ratio of 'adjusted net debt' to 'total equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings, less cash and cash equivalents, other bank balances and current investments.

Gearing Ratio

Particulars	30th September, 2022	30th September, 2021	31st March, 2022	31st March, 2021	31st March, 2020
Total borrowings	606.19	314.46	419.35	250.31	253.26
Less: Cash & Bank Balances	22.29	0.41	0.79	59.43	4.90
Net Debt (A)	**583.89**	**314.05**	**418.55**	**190.88**	**248.37**
Total Equity (B)	788.21	591.62	686.96	493.18	326.30
Total Equity & Net Debt (C = A+B)	**1,372.10**	**905.67**	**1,105.51**	**684.06**	**574.67**
Gearing Ratio (D=A/C)	**42.55%**	**34.68%**	**37.86%**	**27.90%**	**43.22%**

(E) INTEREST RISK

A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's investments.

SPC Life Sciences Limited (CIN: U24230GJ2005PLC046252)
(Formerly known as SPC Life Sciences Private Limited)

Annexure V
Notes to the Restated Financial Information
(All Amounts are in Rs. Millions unless otherwise stated)

44 **Reconciliations for audited figures presented for the year ended 31st March, 2020 and 31st March, 2021 under previous GAAP and as presented under Ind AS for the purpose of special purpose Ind AS financial Statements**

A. I. Reconciliation of Balance Sheet as previously reported under IGAAP to Ind AS as at 31st March,2020

	Particulars	Notes	Amount as per IGAAP *	Effects of transition to Ind AS	Amount as per Ind AS
	ASSETS				
(1)	**Non-current assets**				
	(a) Property, plant and equipment		320.00	-	320.00
	(b) Capital work-in-progress		34.75	-	34.75
	(c) Intangible Assets		4.33	-	4.33
	(d) Right of Use Asset	1	-	2.20	2.20
	(e) Financial assets				
	(i) Non Current Investments	2	10.00	(3.75)	6.25
	(ii) Other Non Current financial assets		13.81	-	13.81
	(f) Other non-current assets		6.63	-	6.63
			389.51	**(1.54)**	**387.97**
(2)	**Current Assets**				
	(a) Inventories		97.46	-	97.46
	(b) Financial assets				
	(i) Trade receivables	3	274.23	(0.93)	273.30
	(ii) Cash and cash equivalents		4.90	-	4.90
	(iii) Loans		0.59	-	0.59
	(iv) Other financial assets		0.22	-	0.22
	(c) Other current assets		14.69	-	14.69
			392.09	**(0.93)**	**391.16**
	TOTAL ASSETS		**781.60**	**(2.48)**	**779.13**
	EQUITY AND LIABILITIES				
	Equity				
	(a)Equity share capital		27.93	-	27.93
	(b)Other equity		302.08	(3.71)	298.36
			330.01	**(3.71)**	**326.30**
	LIABILITIES				
(1)	**Non-current liabilities**				
	(a) Financial liabilities				

	Particulars	Notes	Amount as per IGAAP *	Effects of transition to Ind AS	Amount as per Ind AS
	(i) Borrowings		77.92	-	77.92
	(ii) Lease liabilities	1	-	1.59	1.59
	(b) Long term Provisions		3.90	-	3.90
	(c) Deferred tax liabilities (net)	4	9.55	(1.05)	8.50
			91.37	**0.54**	**91.91**
(2)	**Current liabilities**				
	(a) Financial Liabilities				
	(i) Borrowings		175.34	-	175.34
	(ii) Trade payables				
	-Total outstanding dues of Micro enterprises and small enterprises		36.92	-	36.92
	-Total outstanding dues other than Micro and small enterprises		113.03	-	113.03
	(iii) Lease liabilities	1	-	0.70	0.70
	(iv) Other financial liabilities		0.40	-	0.40
	(b) Other current liabilities		31.19	-	31.19
	(c) Short term Provisions		2.15	-	2.15
	(d) Current tax liabilities (net)		1.18	-	1.18
			360.22	**0.70**	**360.92**
	TOTAL EQUITY AND LIABILITIES		**781.60**	**(2.47)**	**779.13**

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

II. Reconciliation of Total Comprehensive Income for the year ended 31st March, 2020

Particulars	Notes	Amount as per IGAAP *	Effects of transition to Ind AS	Amount as per Ind AS
Revenue from operations		1,209.26	-	1,209.26
Other income		5.47	(3.75)	1.73
Total Income		**1,214.73**	**(3.75)**	**1,210.99**
EXPENSES				
Manufacturing and operating expense				
Cost of materials consumed		732.66	-	732.66
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		34.47	-	34.47
Employee benefits expenses		120.31	0.48	120.79
Finance costs		28.05	0.26	28.31
Depreciation & Amortization Expense		15.22	0.73	15.95
Other expenses		137.74	(0.68)	137.06
Total expenses		**1,068.46**	**0.78**	**1,069.24**
Profit before tax		**146.27**	(4.53)	**141.75**

Particulars	Notes	Amount as per IGAAP *	Effects of transition to Ind AS	Amount as per Ind AS
Tax expense:				
(1) Current tax		33.76	-	33.76
(2) Deferred tax		7.20	(4.09)	3.11
(3) Income Tax adjustments for the earlier years		1.05	-	1.05
Profit After tax		**104.27**	**(0.44)**	**103.83**
Other Comprehensive Income				
A (i) Items that will not be reclassified to profit or loss				
- Remeasurements of the defined benefit plans		-	0.48	0.48
(ii) Income tax relating to items that will not be reclassified to profit or loss				
- Remeasurements of the defined benefit plans		-	(0.12)	(0.12)
Total Comprehensive Income for the period (Comprising Profit and Other Comprehensive Income for the period)		**104.27**	**(0.08)**	**104.19**

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

III. Reconciliation of Balance Sheet as previously reported under IGAAP to Ind AS as at 31st March, 2021

Particulars	Notes	Amount as per IGAAP *	Effects of transition to Ind AS	Amount as per Ind AS
I. ASSETS				
Non-current assets				
(a) Property, plant and equipment		414.76	-	414.76
(b) Capital work-in-progress		1.10	-	1.10
(c) Intangible Assets		3.47	-	3.47
(d) Right of Use Asset	1	-	1.47	1.47
(e) Financial assets				
(i) Other financial assets		13.39	-	13.39
(f) Other non-current assets		2.91	-	2.91
			-	
		435.63	**1.47**	**437.09**
Current assets				
(a) Inventories		178.60	-	178.60
(b) Financial assets				
(i) Trade receivables	3	331.47	(1.08)	330.40
(ii) Cash and cash equivalents		59.43	-	59.43
(iii) Loans		0.01	-	0.01
(iv) Other financial assets		9.20	-	9.20
(c) Other current assets		13.44	-	13.44
		592.15	**(1.08)**	**591.08**
TOTAL ASSETS		**1,027.78**	**0.39**	**1,028.17**

Particulars	Notes	Amount as per IGAAP *	Effects of transition to Ind AS	Amount as per Ind AS
II. EQUITY AND LIABILITIES				
Equity				
(a)Equity share capital		111.74	-	111.74
(b)Other equity		382.37	(0.93)	381.44
		494.11	**(0.93)**	**493.18**
LIABILITIES				
Non-current liabilities				
(a) Financial liabilities				
(i) Borrowings		95.79	-	95.79
(ii) Lease liabilities		-	0.83	0.83
(iii) Other financial liabilities		-	-	-
(b) Long term Provisions		1.42	-	1.42
(c) Deferred tax liabilities (net)	4	14.76	(0.28)	14.48
		111.97	**0.55**	**112.52**
Current liabilities				
(a) Financial Liabilities				
(i) Borrowings		154.51	-	154.51
(ii) Trade payables				
-Total outstanding dues of Micro enterprises and small enterprises		48.87	-	48.87
-Total outstanding dues other than Micro and small enterprises		181.79	-	181.79
(iii) Lease liabilities	1	-	0.76	0.76
(iv) Other financial liabilities		0.65	-	0.65
(b) Other current liabilities		33.80	-	33.80
(c) Short term Provisions	5	2.09	0.02	2.10
		421.70	**0.78**	**422.48**
TOTAL EQUITY AND LIABILITIES		**1,027.78**	**0.39**	**1,028.17**

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

IV. Reconciliation of Total Comprehensive Income for the year ended 31st March, 2021

Particulars	Notes	Amount as per IGAAP *	Effects of transition to Ind AS	Amount as per Ind AS
Revenue from operations		1,329.49	-	1,329.49
Other income	2	28.18	3.75	31.93
Total Income		**1,357.67**	**3.75**	**1,361.42**
EXPENSES				
Manufacturing and operating expense				
Cost of materials consumed		896.09	-	896.09

Particulars	Notes	Amount as per IGAAP *	Effects of transition to Ind AS	Amount as per Ind AS
Changes in inventories of finished goods & work-in-progress		(62.24)	-	(62.24)
Employee benefits expenses	5	127.77	0.25	128.02
Finance costs	1	16.65	0.20	16.85
Depreciation & Amortization Expense	1	17.62	0.73	18.35
Other expenses	3	142.92	(0.76)	142.16
Total expenses		**1,138.81**	**0.43**	**1,139.24**
Profit before tax		**218.86**	3.32	**222.18**
Tax expense:				
(1) Current tax		51.07	-	51.07
(2) Deferred tax	4	5.21	0.71	5.92
(3) Income Tax adjustments for the earlier years		(1.51)	-	(1.51)
Profit After tax		**164.10**	**2.60**	**166.70**
Other Comprehensive Income	6			
A (i) Items that will not be reclassified to profit or loss				
- Remeasurements of the defined benefit plans		-	0.24	0.24
(ii) Income tax relating to items that will not be reclassified to profit or loss				
- Remeasurements of the defined benefit plans		-	(0.06)	(0.06)
Total Comprehensive Income for the period (Comprising Profit and Other Comprehensive Income for the period)		**164.10**	**2.78**	**166.88**

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

B The Company does not have a significant impact on the Cash flow statement as on 31st March 2020 and 31st March 2021

C Reconciliation of Equity as on 31st March 2021 and 31st March 2020

Net worth as per Previous GAAP	Note Ref	As at 31st March, 2021	As at 31st March, 2020
Net worth as per previous GAAP		**494.11**	**330.01**
Investments at Fair value through Profit & Loss Account	2	-	(3.75)
Impact of Recognistion of Right of Use assets & Liability	1	(0.12)	(0.09)
Loss allowance of trade receivables as per expected credit loss model	3	(1.08)	(0.93)
Impact of due to change in remeasurements of the defined benefit plans	5	(0.02)	-
Impact of Deferred tax	4	0.28	1.05
Total Impact		**(0.93)**	**(3.71)**
Net worth as per Ind AS		**493.18**	**326.30**

C. Explanation notes

Particulars	Notes	Amount as per IGAAP *	Effects of transition to Ind AS	Amount as per Ind AS

1 Leases

Effective 1st April 2019, the Company has adopted Indian Accounting Standards (Ind AS) 116 - “Leases” using the “Modified Retrospective Approach” where at the date of initial application, the Lease Liability is measured at the present value of remaining lease payments discounted at the incremental borrowing rate i.e. 8.70% at the date of initial application and Right-of-use Asset has been recognised at an amount equal to the lease liability. Accordingly, the Company recognised Lease liabilities of Rs. 2.94 Millions and corresponding Right-of-use Assets at an amount equal to the lease liability. Further, there is an insignificant impact on the profit and earning per share of the Company for the year ended 31st March 2020 & 31st March 2021.

2 Fair valuation of investments

Under the previous GAAP, investments in PMS were classified as long-term investments or current investments based on the intended holding period and realisability. Current investments were carried at lower of cost and fair value. Under Ind AS, these investments are required to be measured at fair value. The resulting fair value changes of these investments have been recognized in retained earnings as at the date of transition and subsequently in the profit and loss for the year ended 31st March, 2021. This increases in profit by Rs. 3.75 Millions as at 31st March, 2021 (31st March, 2020 (Rs. 3.75 Millions)).

3 **Loss allowance**

On transition to Ind AS, the company has recognised impairment loss on trade receivables based on the expected credit loss model as required by Ind AS 109. Consequently, trade receivables have been reduced with a corresponding decrease in retained earnings on the date of transition and there has been an incremental provision for the year ended 31 March 2021 resulting in decreased in carrying amount by Rs.1.08 Millions as at 31 March 2021 and by Rs. 0.93 Millions as at 31st March 2020.

4 **Deferred tax**

Indian GAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind-AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind-AS 12 approach has resulted in recognition of deferred tax on new temporary differences which was not required under Indian GAAP.

5 **Actuarial Gain/ Loss**

Under the previous GAAP, actuarial gains and losses were recognised in Statement of Profit and Loss. Under Ind AS, the actuarial gains and losses form part of remeasurement of the net defined benefit of liability / asset which is recognised in other Comprehensive Income. Consequently, the tax effect of the same has also been recognised in Other Comprehensive Income under Ind AS instead of Profit and Loss.

6 **Other Comprehensive Income**

Under Ind AS, all items of income and expense recognized in a period should be included in Statement of Profit and Loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognized in Statement of Profit and Loss but are shown in the Statement of Profit and Loss as “Other Comprehensive Income”, includes remeasurement of Employee Benefit obligation and Income tax relating to these items. The concept did not exist under the previous GAAP.

Notes to the Restated Financial Information
(All Amounts are in Rs. Millions unless otherwise stated)

45 Accounting Ratios:

45.1 Ratios for April to September, 2022 & April to September, 2021:

Particulars	Numerator	Denominator	April to September, 2022	April to September, 2021	% Variance	Reasons for variance (if +/- 25%)
Current Ratio (in times)	Current Asset	Current Liabilities	1.40	1.28	9.35%	-
Debt-Equity Ratio (in times)	Total Debt	Shareholder's Equity	0.77	0.53	44.69%	Due to increase in Loans
Debt Service Coverage Ratio (in times)	Earnings available for debt service	Debt Service	4.87	3.61	34.68%	Due to increase in Profit
Return on Equity Ratio (in %)	Net Profits after taxes	Average Shareholder's Equity	13.71%	18.20%	(24.65%)	-
Inventory Turnover Ratio (in times)	Revenue From Operations	Average Value of Inventory	3.81	3.51	8.45%	-
Trade Receivables turnover ratio (in times)	Revenue From Operations	Average Trade Receivable	2.03	2.09	(2.84%)	-
Trade Payable turnover ratio (in times)	Cost of sales+Other expenes	Average Trade Payable	2.88	2.33	23.91%	-
Net capital turnover ratio (in times)	Revenue From Operations	Working Capital	4.09	5.45	(24.92%)	
Net profit ratio (in %)	Net profit After Tax	Revenue From Operations	11.50%	14.13%	(18.60%)	-
Return on Capital employed (in %)	EBIT	Capital Employed	10.63%	15.74%	(32.47%)	Due to decrease in profitability
Return on Investment (in %)	Income from Investment	Average Investment	NA	NA	NA	-

45.2 Ratios for the year 2021-22 & 2020-21:

Particulars	Numerator	Denominator	2021-22	2020-21	% Variance	Reasons for variance (if +/- 25%)
Current Ratio (in times)	Current Asset	Current Liabilities	1.32	1.40	(5.83%)	-
Debt-Equity Ratio (in times)	Total Debt	Shareholder's Equity	0.61	0.51	20.27%	-
Debt Service Coverage Ratio (in times)	Earnings available for debt service	Debt Service	3.91	4.03	(3.05%)	-
Return on Equity Ratio (in %)	Net Profits after taxes	Average Shareholder's Equity	32.59%	40.68%	(19.89%)	-
Inventory Turnover Ratio (in times)	Revenue From Operations	Average Value of Inventory	7.68	9.63	(20.25%)	-
Trade Receivables turnover ratio (in times)	Revenue From Operations	Average Trade Receivable	3.92	4.40	(10.93%)	-

Particulars	Numerator	Denominator	2021-22	2020-21	% Variance	Reasons for variance (if +/- 25%)
Trade Payable turnover ratio (in times)	Cost of sales+Other expenes	Average Trade Payable	4.60	5.13	(10.36%)	-
Net capital turnover ratio (in times)	Revenue From Operations	Working Capital	9.53	7.89	20.85%	-
Net profit ratio (in %)	Net profit After Tax	Revenue From Operations	13.21%	12.54%	5.32%	-
Return on Capital employed (in %)	EBIT	Capital Employed	25.27%	31.68%	(20.22%)	-
Return on Investment (in %)	Income from Investment	Average Investment	NA	NA	NA	-

45.3 Ratios for the year 2020-21 & 2019-20:

Particulars	Numerator	Denominator	2020-21	2019-20	% Variance	Reasons for variance (if +/- 25%)
Current Ratio (in times)	Current Asset	Current Liabilities	1.40	1.08	29.09%	Due to increase in Current Assets
Debt-Equity Ratio (in times)	Total Debt	Shareholder's Equity	0.51	0.78	(34.61%)	Due to increase in Share capital and Profit
Debt Service Coverage Ratio (in times)	Earnings available for debt service	Debt Service	4.03	2.01	100.29%	Due to increase in Profit
Return on Equity Ratio (in %)	Net Profits after taxes	Average Shareholder's Equity	0.41	0.38	7.45%	-
Inventory Turnover Ratio (in times)	Revenue From Operations	Average Value of Inventory	9.63	10.49	(8.16%)	-
Trade Receivables turnover ratio (in times)	Revenue From Operations	Average Trade Receivable	4.40	4.54	(2.91%)	-
Trade Payable turnover ratio (in times)	Cost of sales+Other expenes	Average Trade Payable	5.13	6.50	(21.04%)	-
Net capital turnover ratio (in times)	Revenue From Operations	Working Capital	7.89	39.99	(80.28%)	0
Net profit ratio (in %)	Net profit After Tax	Revenue From Operations	12.54%	8.59%	46.03%	Due to increase in Profits
Return on Capital employed (in %)	EBIT	Capital Employed	31.68%	29.13%	8.74%	-
Return on Investment (in %)	Income from Investment	Average Investment	NA	-119.75%	0.00%	-

SPC Life Sciences Limited (CIN: U24230GJ2005PLC046252)
(Formerly known as SPC Life Sciences Private Limited)

Annexure V
Notes to the Restated Financial Information
(All Amounts are in Rs. Millions unless otherwise stated)

46 The Accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations:

Particulars	As at & for the half year ended 30th September, 2022	As at & for the half year ended 30th September, 2021	As at & for the year ended 31st March, 2022	As at & for the year ended 31st March, 2021	As at & for the year ended 31st March, 2020
Basic Earnings per Share (in Rs.)	2.26	2.21	4.30	3.73	2.32
Diluted Earnings per Share (in Rs.)	2.26	2.21	4.30	3.73	2.32
Return on Net Worth (%)	12.83%	16.68%	28.00%	33.80%	31.82%
Net Asset Value per share (in Rs.)	70.54	52.95	61.48	44.14	116.81
Pre-Provision Operating profit before tax (Rs. In Millions)	137.90	131.92	259.20	222.18	141.96
EBITDA (Rs. In Millions)	163.13	156.69	308.30	257.38	186.01

Notes: The Ratios have been computed as under:

1 Basic and diluted EPS:
Basic Earnings per Share and Diluted Earnings per Share calculations are done in accordance with the notified Indian Accounting Standard (Ind AS) 33 “Earnings Per Share” prescribed by the Companies (Indian Accounting Standard) Rules, 2015 as per Restated Financial Information, as follows:

$$\text{Basic Earnings per Share} = \frac{\text{Net Profit After Tax, as restated, attributable to equity shareholders}}{\text{Weighted average number of equity shares outstanding during the year/period}}$$

*Basic and Diluted Earning per Share for the half year ended 30th September, 2022 and 30th September, 2021 are not annualised.

2 Return on net worth %:
Return on Net Worth (%) is calculated as Profit after tax for the relevant year/period as a percentage of Net Worth as of the last day of the relevant year/period

3 Net worth:
Net Worth as of the last day of the relevant year/period represents net worth which includes paid up share capital and all reserves and surplus and securities premium account as per the Restated Financial Information.

4 Net assets value per share (in ₹):
Net Asset Value per Share represents Net Asset Value per Equity Share as per Restated Financial Information. It is calculated as Net Worth as of the end of relevant year/period divided by the number of Equity Shares outstanding at the end of such year/period.

5 Pre-provision operating profit before tax
Pre-provision operating profit before tax represents profit before tax after adding back impairment on financial instruments as per the Restated Financial Information

6 EBITDA:
EBITDA represents Profit before tax after adding back finance costs and depreciation and amortization of the relevant year/period as per Restated Financial information

7 Accounting and other ratios are derived from the Restated Financial Information.

Annexure V
Notes to the Restated Financial Information
(All Amounts are in Rs. Millions unless otherwise stated)

47 Reconciliation of Net Profit for the year to EBITDA:

Particulars	As at & for the half year ended 30th September, 2022	As at & for the half year ended 30th September, 2021	As at & for the year ended 31st March, 2022	As at & for the year ended 31st March, 2021	As at & for the year ended 31st March, 2020
Profit for the year/ Period (I)	101.13	98.70	192.33	166.70	103.83
Total tax Expense (II)	36.41	32.92	66.47	55.48	37.92
Impairment on Financial Instruments (III)	0.37	0.31	0.40	0.14	0.22
Finance Cost (IV)	12.61	12.97	24.74	16.85	28.31
Depreciaton & Amortisation (V)	12.98	12.11	24.76	18.35	15.95
Pre Provision Operating Profit before tax (I+II+III)	137.90	131.92	259.20	222.32	141.96
EBITDA (I+II+IV+V)	163.13	156.69	308.30	257.38	186.01

* EBITDA represents Profit before tax after adding back finance costs and depreciation and amortization of the relevant year/period as per Restated Financial Information.

In accordance with the SEBI ICDR Regulations, the audited financial statements of our Company as at and for the Financial Years ended March 31, 2022, March 31, 2021, and March 31, 2020 are available on our website at https://www.spcls.co.in.

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. Except as disclosed in this Red Herring Prospectus, the Audited Financial Statements do not constitute, (i) a part of this Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document or recommendation or solicitation to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere.

Except as disclosed in this Red Herring Prospectus, the Audited Financial Statements should not be considered as part of information that any investor should consider for subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision.

None of our Company or any of its advisors, nor BRLMs or the Selling Shareholders, nor any of their respective employees, directors, auditors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

SPC Life Sciences Limited (CIN: U24230GJ2005PLC046252)
(Formerly known as SPC Life Sciences Private Limited)

Annexure V
Notes to the Restated Financial Information
(All Amounts are in Rs. Millions unless otherwise stated)

48 Capitalization Statement

Particulars	Pre Offer as at 30th September, 2022	As adjusted for the proposed Offer
Total Borrowings		
Current Borrowings (A)	264.55	
Non Current Borrowings (B)	341.63	
Total Borrowings (C)	**606.19**	
Total Equity		
Equity Share Capital	111.74	
Other Equity	676.47	
Total Equity(D)	**788.21**	
Ratios:		
Non Current Borrowings (B)/ Total Equity (D)	0.43	
Total Borrowings (C)/ Total Equity (D)	0.77	

Notes:
(1) All the above terms shall carry the meaning as per Schedule III of the Companies Act.
(2) The corresponding post Offer capitalization data for each of the amounts given in the above table is not determinable at this stage pending the completion of the book building process and hence the same has not been provided in the above statement. To be updated upon finalization of the Offer Price and the Offer expense.

Annexure V
Notes to the Restated Financial Information
(All Amounts are in Rs. Millions unless otherwise stated)

49 Other Disclosure Notes:

(i) The company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.

(ii) The Company does not have any transactions with companies struck off.

(iii)The company holds all the title deeds of immovable properties in its name.

(iv) The company does not have any charges or satisfaction thereof during the year, which is yet to be registered with ROC beyond the statutory period.

(v) The company have not traded or invested in Crypto currency or Virtual Currency during the year.

(vi) The company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(vii) The company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(viii)The company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

(ix) The company is not declared as willful defaulter by any bank or financial Institution or other lender.

(x) Quarterly returns and statement of current assets filed by the company with banks generally are in ageement with the books of account.

(xi) There is no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237of the Companies Act, 2013.

(xii) The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on Number of Layers) Rules, 2017.

50 The Restated financial Information was authorized for issue in accordance with a resolution passed by the Board of Directors on 23rd March,2023. The Restated financial Information as approved by the Board of Directors are subject to final approval by its Shareholders.

51 The figures of previous year have been re-arranged and regrouped wherever necessary to make them comparable with those of the current year.

The accompanying notes (1 to 51) are an integral part of the Restated financial Information.

As per our report of even date
For C N K & Associates LLP
Chartered Accountants
FRN:-101961W/W-100036

Alok Shah
Partner
Mem No: 042005
Place: Vadodara
Date:23rd March,2023

For and on behalf of the Board of Directors
SPC Life Sciences Limited

R D Dudhat
Director
DIN: 00030853

Snehal R Patel
Managing Director
DIN: 00165190

Jimmishkumar Gohel
Chief Financial Officer

Hardik Makwana
Company Secretary
M. No.: A32789

Place: Vadodara
Date: 23rd March, 2023

OTHER FINANCIAL INFORMATION

Non-GAAP Measures

Certain measures like EBITDA, Debt, Net Debt, Debt-Equity Ratio, Net Debt-EBITDA Ratio, Net Asset Value per Equity Share, Pre-tax Operating Profit, Net Tangible Assets, Monetary Assets and Monetary Assets as a % of Net Tangible Assets presented in this Draft Red Herring Prospectus are supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, these non-GAAP measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, these non-GAAP measures, are not standardised terms, hence a direct comparison of these Non-GAAP measures between companies may not be possible. Other companies may calculate these Non-GAAP measures differently from us, limiting its usefulness as a comparative measure.

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

Particulars	As at and for the six month period ended September 30, 2022*	As at and for the year ended March 31, 2022	As at and for the year ended March 31, 2021	As at and for the year ended March 31, 2020
Earnings per equity share (Basic) (in ₹)	2.26	4.30	3.73	2.32
Earnings per equity share (Diluted) (in ₹)	2.26	4.30	3.73	2.32
Return on Equity (in %)	13.71%	32.59%	40.68%	37.87%
Net Asset Value per share (in ₹)	70.54	61.48	44.14	116.81
EBITDA (in ₹ million)	163.13	308.30	257.38	186.01
EBITDA Margin (in %)	18.43%	21.05%	18.91%	15.36%

** Not annualised.*

Notes:

i. *Earnings per Share (basic) =Net Profit after tax, as restated, attributable to owners of the Company divided by restated weighted average number of equity shares outstanding at the end of the year including compulsorily convertible non-cumulative preference shares.*

ii. *Earnings per Share (diluted) =Net Profit after tax, as restated, attributable to owners of the Company divided by restated weighted average number of equity shares outstanding during the year including compulsorily convertible non-cumulative preference shares.*

iii. *Return on Equity=Profit after tax for the period / year divided by average total equity. Average total equity is calculated as average of opening and closing balance of total equity for the period / year.*

iv. *Net asset value per Equity Share = Total equity divided by weighted average number of equity shares outstanding as at the end of year/period shares including effect of compulsorily convertible non-cumulative preference shares.*

v. *EBITDA=Earnings before interest, tax, depreciation and amortisation.*

vi. *EBITDA Margin = Earnings before interest, tax, depreciation and amortisation divided by total income.*

In accordance with the SEBI ICDR Regulations, the audited financial statements of our Company for the year ended March 31, 2022, March 31, 2021, and March 31, 2020, ("**Audited Financial Statements**") are available on our website at https://spcls.co.in/annual-reports/. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company, or any which it or its shareholders may have significant influence and should not be relied upon or used as a basis for any investment decision. None of the BRLMs or any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

CAPITALIZATION STATEMENT

The following table sets forth our Company's capitalization as at September 30, 2022, on the basis of our Restated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with the sections entitled "*Risk Factors*", "*Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 31, 273 and 365, respectively.

(*in ₹ million, except ratio*)

Particulars	**Pre Offer as at 30th September, 2022**	**As adjusted for the proposed Offer(3)**
Total Borrowings		
Current Borrowings (1) (A)	264.55	[●]
Non Current Borrowings (1) (B)	341.63	[●]
Total Borrowings (C)	**606.19**	[●]
Total Equity		
Equity Share Capital (2)	111.74	[●]
Other Equity (1)	676.47	[●]
Total Equity(D)	**788.21**	[●]
Ratios:		
Non Current Borrowings (B)/ Total Equity (D)	0.43	[●]
Total Borrowings (C)/ Total Equity (D)	0.77	[●]

Notes:

(1) *All the above terms shall carry the meaning as per Schedule III of the Companies Act.*

(2) *The Company has allotted 33,520,764 Equity Shares as fully paid-up bonus shares in the ratio of 3:1 (i.e. three bonus shares for every share held) by capitalization of retained earnings of ₹ 335.21 million by virtue of the resolution dated November 16, 2022. Pursuant to the bonus issue, the fully paid up Equity Share capital is ₹ 446.94 million.*

(3) *The corresponding post Offer capitalization data for each of the amounts given in the above table is not determinable at this stage pending the completion of the book building process and hence the same has not been provided in the above statement. To be updated upon finalization of the Offer Price and the Offer Expenses.*

The above has been computed on the basis of amounts derived from the Restated Financial Information.

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FINANCIAL INDEBTEDNESS

Our Company has availed various fund based and non-fund based facilities in the ordinary course of our business purposes such as, *inter alia*, meeting our working capital requirements or business requirements. For details regarding the borrowing powers of our Board, please see "*Our Management – Borrowing Powers*" on page 253.

For the purpose of the Offer, our Company has obtained the necessary consents from our lenders as required under the relevant borrowing arrangements for undertaking activities relating to the Offer, such as, *inter alia*, effecting changes to our capital structure, effecting a change in our shareholding pattern, effecting a change in the composition of our Board, and amending our constitutional documents.

Set forth below is a brief summary of our aggregated outstanding borrowings as of February 28, 2023*:*

(in ₹ million)

Category of borrowing	Sanctioned amount	Outstanding amount as on February 28, 2023*
Secured loan		
Fund based	**1,123.58**	**916.42**
Cash credit	430.00	346.58
Term loan	661.60	557.36
Vehicle loan	31.98	12.48
Non-fund based	**100.00**	**9.10**
Bank guarantee /Letter of credit	100.00	9.10
Grand total	**1,223.58**	**925.52**

** As certified by CNK & Associates LLP, Chartered Accountants by way of their certificate dated March 27, 2023.*

Principal terms of the borrowings availed of by our Company:

The details provided below are indicative, and there may be additional terms, conditions and requirements under various documentation executed by our Company in relation to our indebtedness.

1. ***Interest:*** In respect of the facilities sanctioned to our Company, the interest rate ranges from 7.25% per annum to 10.65% per annum. The interest rate for the loans sanctioned to our Company is typically tied to a base rate / marginal cost of lending rate as decided by the RBI and spread per annum, which may vary from lender to lender.

2. ***Tenor:*** The tenor of the facilities sanctioned to our Company varies from one type of facility to the other. Typically, the tenor of the term loan facilities availed by us ranges between 39 months to 96 months. The tenor for working capital facilities, typically, is 48 months.

3. ***Security:*** The facilities sanctioned are typically secured by way of hypothecation on our assets (including vehicles), mortgage on specified property of our Company (including buildings and warehouses), charge on fix and current assets (including book debts) and personal guarantees of our Promoter, members of the Promoter Group, who are also Directors of our Company. The nature of securities described herein is indicative and there may be additional requirements for creation of security under the various borrowing arrangements entered into by our Company.

4. ***Pre-payment:*** Certain facilities allow for pre-payment of the outstanding amount by serving prior notice to the lender. Pre-payment may be subject to pre-payment penalties as may be prescribed. Typically, pre-payment penalties are between two to four per cent of the total facility amount or the principal outstanding amount.

5. ***Re-payment:*** Our Company may repay all amounts of the facilities on the due dates for payment. Certain of our loans are repayable on demand. Defaults on repayment may be subject to default penalties. Typically, default penalties are from two to four per cent of due amount.

6. ***Events of Default:*** Borrowing arrangements entered into by our Company contain standard events of default, including, among others:

   a) failure or inability to pay outstanding principal and interest amounts on due dates;
   b) failure to pay any money on demand which ought to be paid;
   c) providing incorrect or misleading information and representations;
   d) providing inadequate security or insurance;
   e) liquidation or dissolution;
   f) cessation or change in business or control;
   g) cross default;
   h) any event which leads to breach of terms of facility;
   i) failure to pay insurance premium for hypothecated assets;
   j) any step taken by any person accelerating the payment obligation prior to relevant due date;
   k) any event under any statute which would have the effect of waving all or any rights of a creditor;
   l) any deterioration or impairment of the assets underlying the security for a facility; and
   m) default in the performance of any covenant, condition or undertaking on part of our Company.

This is an indicative list and there may be additional terms that may amount to an event of default under the borrowing arrangements entered into by our Company.

7. ***Consequences of occurrence of events of default:*** In terms of our borrowing arrangements, the following, among others, are the consequences of occurrence of events of default, whereby the lenders may:

   a) terminate and cancel either whole or part of the facility;
   b) suspend further access/ withdrawals, either in whole or in part, of the facility;
   c) impose a monetary penalty;
   d) enforce security;
   e) appoint nominee or run business;
   f) claim indemnity; and
   g) accelerate repayments/ initiate recall of the loans.

8. ***Restrictive Covenants:*** The facilities sanctioned to our Company contain certain restrictive covenants, which require prior written consent of the lender or prior intimation to be made to the lender, including:

   a) change in capital structure, or undertaking schemes of amalgamation or reconstruction or capital expenditure;
   b) undertaking any scheme of expansion or acquisition;
   c) substantial change in the general nature of our business;
   d) change in our constitution, capital structure, equity, members, management and ownership;
   e) alienating, transferring or creating new rights on securities;
   f) make any corporate investments or investment by way of share capital or debentures; and
   g) declaration or payment of dividends, or authorising or making any distribution to the Shareholders, in case of delays in debt servicing or breach of financial covenants.

This is an indicative list and there may be such other additional terms under the borrowing arrangements entered into by our Company. We are also required to keep our lenders informed of any event likely to have a substantial effect on our business.

Guarantee

Snehal Ravjibhai Patel, the Promoter and Managing Director of the Company, Ravjibhai Dudabhai Dudhat, a Whole-time Director of the Company, and Mili Snehal Patel, a Whole-time Director of the Company (collectively, the "**Guarantors**" and each, a "**Guarantor**"), have personally guaranteed the repayment of certain loan facilities availed by the Company. The guarantee has been given as a security for credit facilities worth ₹ 493.30 million availed from State Bank of India. Additionally, Snehal Ravjibhai Patel and Ravjibhai Dudabhai Dudhat have personally guaranteed the repayment of loan facilities of ₹ 650.00 million availed from HDFC Bank. As of February 28, 2023, principal outstanding amounts from credit facilities personally guaranteed by the Guarantors in each of the above facilities were ₹ 376.62 million and ₹ 527.32 million respectively, which constituted 40.69% and 56.98% respectively, of our outstanding indebtedness as on such date. Each Guarantor has, inter alia guaranteed to the lender's performance by the Guarantors of their respective obligations under the sanction letter or facilities agreement and have undertaken to make payments, if such payments are not made by the Company. The obligations of the Guarantors are joint and several and the guarantee is a continuing one for all the amounts advanced to the Company under the said facilities.

For risks in relation to the financial and other covenants required to be complied with in relation to our borrowings, see "*Risk Factors – 25. An inability to comply with repayment and other covenants in the financing agreements could adversely affect our business, financial condition, cash flows and credit rating*" on page 47.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations is based on, and should be read in conjunction with, our Restated Financial Information (including the schedules, notes and significant accounting policies thereto), included in the section titled "Restated Financial Information" beginning on page 273 of this Draft Red Herring Prospectus. Unless otherwise indicated or the context requires otherwise, the financial information for the six-month periods ended September 30, 2022 and September 30, 2021, and for Fiscals 2022, 2021 and 2020 included herein have been derived from the Restated Financial Information of the Company, included in this Draft Red Herring Prospectus.

Our Restated Financial Information have been derived from our audited financial statements and restated in accordance with the SEBI ICDR Regulations and the ICAI Guidance Note. Our financial statements are prepared in accordance with Ind AS, notified under the Companies (Indian Accounting Standards) Rules, 2015, and read with Section 133 of the Companies Act, 2013 to the extent applicable. Ind AS differs in certain material respects from IFRS and U.S. GAAP and other accounting principles with which prospective investors may be familiar with and our assessment of the factors that may affect our prospects and performance in future periods. Accordingly, the degree to which the financial statements prepared in accordance with Ind AS included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS accounting policies. These regulations may also vary with ICDS, which may be material to an investor's assessment of our results of operations and financial condition. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial information included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial information to IFRS or U.S. GAAP. Any reliance by persons not familiar with Ind AS accounting policies on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

Our fiscal year ends on March 31 of each year, and references to a particular fiscal period are to the 12 months ended March 31 of that year. All references to a year are to that Fiscal Year, unless otherwise noted.

Some of the information contained in this section, including information with respect to our strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section titled "Forward-Looking Statements" beginning on page 23 of this Draft Red Herring Prospectus for a discussion of the risks and uncertainties related to those statements and also the section titled "Risk Factors" and "Our Business" beginning on pages 31 and 208, respectively, of this Draft Red Herring Prospectus for a discussion of certain factors that may affect our business, results of operations and financial condition. The actual results of the Company may differ materially from those expressed in or implied by these forward-looking statements.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report "Independent Market Report - India Chemicals, Specialty Chemicals, Pharmaceutical" dated March 26, 2023 (the "**F&S Report**") prepared and released by Frost & Sullivan and commissioned and paid for by us in connection to the Offer. Unless otherwise indicated, all financial, operational, industry and other related information derived from the F&S Report and included herein with respect to any particular year refers to such information for the relevant calendar year.*

Unless otherwise stated, references to "the Company", "our Company", "we", "us", and "our" are to SPC Life Sciences Limited.

Overview

We are one of India's leading manufacturers of advanced intermediates for certain key active pharmaceutical ingredients ("**APIs**"), including Pentoxifylline, Amiodarone HCL, Cilostazol, Trazodone, Tramadol and Paroxetine (*Source: F&S Report*). We are a research and development ("**R&D**") driven chemical manufacturing company focused on chemistries involving long chain multi-stage reactions. The advanced pharmaceutical intermediates ("**Pharma Intermediates**") which are manufactured by us are used in certain growing therapeutic areas including cardiovascular, vasodilator (anti-platelet), anti-psychotic and anti-depressants, with significant market share both in India and globally for some of the products. (*Source: F&S Report*). Equipped with a US FDA approved facility for 6-Chloro-Hexane-2-One, we can develop Pharma Intermediates and work with pharmaceutical companies who seek US FDA compliant manufacturing facilities as a part of their supply chain.

Our Company is the world's largest manufacturer of 6-Chloro-Hexane-2-One (an intermediate for cardiovascular (hemorheological) drug Pentoxifylline) in Fiscal 2022 with 93% market share. (*Source: F&S Report*) We are the only supplier for 2-N-Butyl-3-(3,5-Diiodo-4-Hydroxy Benzoyl) Benzofuran (which is a key structural component of Amiodarone HCL) and associated sub products in India with 20% global market share in Fiscal 2022 (*Source: F&S Report*). Our Company is a manufacturer of 2-Di Ethyl Amino Ethyl Chloride Hydrochloride (which is also a key structural component of Amiodarone HCL) with 13% global market share in Fiscal 2022. (*Source: F&S Report*). Such intermediates manufactured by our Company (which are used in the manufacturing of Amiodarone HCL) are categorised as import substitutes. (*Source: F&S Report*) Globally, we are one of the major manufacturers of all the key intermediates of Central Nervous System ("**CNS**") anti-depressant, anti-psychotic drug Trazodone, and were second largest Indian supplier in Fiscal 2022 of two key intermediates of Trazodone, namely, 1-(3-Chlorophenyl)-4-(3-Chloropropyl) Piperazine Hydrochloride with an 18% global market share and 1,2,4- Triazolo [4,3-A] Pyridin-3(2H)-One with a 11% global market share (*Source: F&S Report*). Further, in Fiscal 2022, we were one of the largest Indian suppliers for 6-Hydroxy 3, 4-Di hydro Quinoline -2(1H)-One (intermediate for vasodilator (antiplatelet) drug Cilostazol). (*Source: F&S Report*) Additionally, 5-(4-Chlorobutyl)-1-Cyclohexyl-1h-Tetrazole (an intermediate for vasodilator (antiplatelet) drug Cilostazol) is categorized as an import substitute. (*Source: F&S Report*) Our Company was able to capture 4-5% of the market by substituting imports from Chinese suppliers in its first year of manufacturing (*Source: F&S Report*). Further, with the inclusion of 5-(4-Chlorobutyl)-1-Cyclohexyl-1h-Tetrazole, our Company is expected to have 10-15% global market share in the overall Cilostazol intermediates market (*Source: F&S Report*).

Until February 2023, our Company was operating four manufacturing blocks at a single location at Ankleshwar, Gujarat ("**Ankleshwar Facility**"). In March 2023, we have commissioned the first phase of our new manufacturing site located at Dahej, Gujarat which consists of an automated manufacturing block equipped with programmable logic controller ("**PLC**") ("**Dahej Block - 1**") as well as common utilities, storage facilities, quality control lab and administrative facilities (together with Dahej Block-1 the "**Dahej Phase – 1**"). Dahej Block – 1 is planned to focus on manufacturing of Pharma Intermediates as well as specialty chemicals such as bromobenzene and NPBR. Besides pharmaceutical application, bromobenzene and NPBR also find use in agrochemicals and electronic cleaning industries (*Source: F&S Report*). Further, Bromo Chloro Propane ("**BCP**") proposed to be manufactured at Dahej Block -1 is also categorised as import substitutes (*Source: F&S Report*). Dahej Block – 1, where some of the products are proposed to be manufactured, in addition to potential external sales, will also act as backward integration to service our captive requirements for the Ankleshwar Facility. This backward integration is also expected to allow us to reduce dependence on imported raw materials for the Ankleshwar Facility. Post commissioning of Dahej Phase – 1, the Dahej Facility has surplus land for addition of further blocks of similar size as Dahej Block – 1 ("**Dahej Facility**").

Since the incorporation of our Company in 2005, we have developed and commercialised over 50 Pharma Intermediates for APIs across 11 therapeutic areas, with a focus on R&D across select growing areas such as cardiovascular (hemorheological), cardiovascular (anti-arrhythmic), vasodilator (anti-platelet) and anti-psychotic and anti-depressants for use across the domestic and global pharmaceutical market. We believe that our focus on R&D, high regulatory standards, quality systems and continuous process improvement has positioned us as a long-standing supplier to our customers.

As on the date of this Draft Red Herring Prospectus, we have been granted process patents in respect of methyl-methyl-3,4-dihydro-2H-pyran-3carboxylate which is used in the manufacturing of Pentoxifylline (an API for the cardiovascular therapeutic segment) in India as well as in China. This process patent has been published both in the Official Journal of the Patent Office in India and by the State Intellectual Property Office of the People's Republic of China. We also have an additional pending process patent application for which application was made in December 2021 for a Pharma Intermediate used in the manufacture of an API in the cardiovascular therapeutic segment.

We invest in R&D activities to create a differentiating factor and sustainability vis-à- vis our competitors. In addition to our manufacturing facilities at Ankleshwar and Dahej ("**Manufacturing Facilities**"), we have a dedicated in-house R&D facility located at GIDC, Makarpura, Vadodara ("**R&D Facility**"). Our R&D Facility is spread over an aggregate built up area of 1,390.46 sq. mts. and is equipped with analytical development laboratory ("**ADL**"), infrastructure for developmental activities, freezing specifications and developing the method of analysis for Key Starting Material ("**KSM**"), in process intermediates, finished products and other raw materials.

Our customers include innovators as well as generic pharmaceutical companies, and we are registered as an approved intermediate / raw material supplier in their drug master filings with regulatory authorities, which allows us to obtain repeat business from such customers. As of January 31, 2023, we supply our products to more than

35 customers in over 10 countries, comprising domestic and international pharmaceutical companies, in turn catering to India as well as markets of Europe, China, Israel, North America and South America. In the Fiscals ended March 31, 2022, March 31, 2021, and March 31, 2020, our revenue from sales outside India contributed 24.26%, 16.91% and 25.94%, respectively of our total revenue from operations. Our revenues from sales outside India have grown at a CAGR of 6.13% between Fiscals 2020 and 2022.

Some of our reputed customers include Piramal Pharma Limited, Zentiva Private Limited, SINBIOTIK, S.A. DE C.V. (Mexico), Shanghai Inspo Chemical Co. Ltd (China) and Supriya Lifesciences Limited. We have established long standing relationships with customers, with 11 of our customers (who contributed 44.85% of our revenue from operations in Fiscal 2022) having been customers since the past five years and 20 of our customers (who contributed 78.03% of our revenue from operations in Fiscal 2022) have been customers since the past three years.

Our Ankleshwar Facility consists of four manufacturing blocks (named as Unit-1, Plant-A, Plant-B and Plant-C) spread over an aggregate land area of 10,470 sq. mts. With a volumetric reactor capacity of 225.30 KL. Unit – 1 is a dedicated facility used to manufacture 6-Chloro Hexane-2-One (an intermediate for Pentoxifylline). Plant A and Plant B at our Ankleshwar Facility are multi-product plants for manufacturing Pharma Intermediates and Plant C is a dedicated facility to manufacture Pharma Intermediates for Amiodarone HCL. The management systems of our Ankleshwar Facility have been certified by the Bureau Veritas Certification Holding SAS UK Branch to be compliant with ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018 for manufacturing and dispatching of Pharmaceutical Intermediates and APIs. Unit-1 of our Ankleshwar Facility has been inspected and approved by US FDA (Establishment Inspection Report ("**EIR**") issued dated December 7, 2022) without any observations (no Form FDA-483 issued), for quality systems used in the manufacture and supply of 6-Chloro Hexane-2-One. Our Dahej Facility which is spread over 63,021 sq. mts. of land has been commissioned in Fiscal 2023 with a volumetric reactor capacity of 108.80 KL for Block – 1. Post completion of Dahej Phase – 1, 35,637 sq. mts. of land is still available for further development which can be used for setting up further manufacturing blocks similar to Dahej Block – 1. With the commissioning of Dahej Block – 1, our total volumetric reactor capacity has increased to 334.10 KL. Further, we plan to utilize part of the proceeds from the Offer for setting up Phase – 2 at our Dahej Facility which is planned to have a volumetric reactor capacity of 442 KL. For further details, please refer the section "*Objects of the Offer*" on page 102.

For Fiscal 2022, Fiscal 2021, and Fiscal 2020, our revenue from operations were ₹ 1,456.41 million, ₹ 1,329.49 million and ₹ 1,209.26 million, respectively. Our revenue from operations grew at a CAGR of 9.74% between Fiscal 2020 and Fiscal 2022. For Fiscal 2022, Fiscal 2021 and Fiscal 2020, our restated profit after tax was ₹ 192.33 million, ₹ 166.70 million, and ₹ 103.83 million, respectively. Our restated profit after tax, grew at a CAGR of 36.10 % between Fiscal 2020 and Fiscal 2022.

Principal factors affecting our results of operations

Our financial performance and results of operations are influenced by a variety of factors, including without limitation, global and domestic competition, conditions in the markets of our end-user products, general economic conditions, changes in costs of raw materials and government regulations and policies. Some of the more important factors are discussed below, as well as in the section titled "*Risk Factors*" beginning on page 31.

Raw materials price fluctuations and availability

Our cost of goods sold (which is the aggregate of our cost of materials consumed and changes in inventories of finished goods and work-in-progress) makes up a large portion of our operating expenses. During the six months ended September 30, 2022 and September 30, 2021 and in Fiscal 2022, Fiscal 2021 and Fiscal 2020, our cost of goods sold (cost of materials consumed and changes in inventories of finished goods and work-in-progress) amounted to ₹ 557.91 million, ₹ 397.71 million, ₹ 863.10 million, ₹ 833.86 million and ₹ 767.13 million, respectively, which represented 63.46%, 56.95%, 59.26%, 62.72% and 63.44% of our revenue from operations for the respective periods. We source raw materials primarily from third-party suppliers, globally and in India on spot contracts basis. Our raw materials include 1-Bromo-3-chloropropane ("**BCP**"), Iodine, Methylacetoacetate, Semicarbazide-HCL and 3-Cholroproprionyl chloride. Our sourcing of raw materials is usually based on orders received and we typically place import orders for raw materials for deliveries for the coming four months and for domestically sourced raw materials, for an advance period between one to three months. We therefore do not enter into long-term supply contracts with any of our raw material suppliers and typically source raw materials from third-party suppliers under contracts of shorter periods or in the open market. The prices of our key raw materials globally have been volatile and any increases in the prices of these materials have an impact on our costs of production.

We typically purchase raw materials based on the historical levels of sales, actual sales orders on hand and the anticipated production requirements taking into consideration any expected fluctuation in raw material prices and delivery delay. The prices of our raw materials are generally based on, or linked to, the international prices of such raw materials and the variations are typically passed on to the customer. As a result, while our revenues may fluctuate as a result of volatility in crude oil prices, our profitability is less significantly affected. In Fiscal 2022, our cost of materials consumed as a percentage of total revenue decreased, primarily due to benefits from economies of scale due to our ability to source raw materials at better per unit pricing given our larger volume of purchases. We may be able to pass on increase in raw material costs to our customers as per usually operate on the basis of quarterly purchase orders and to the extent of any interim increase in price of raw materials, despite advance orders, we may be able to pass on increased costs in subsequent years. However, we cannot assure you that the prices of our raw materials would not increase in the future or that our pricing model will enable us to avoid all effects from fluctuations in raw material prices.

Recently, there have been trade tensions between China and a number of countries, which may result export restrictions to be imposed by China. If exports of any raw materials we source from China are restricted, the prices of such raw materials may increase. While we also source raw materials from other countries as well as domestically in India, we cannot assure you that any worsening of trade tensions between China and other countries would not adversely affect our cost of materials consumed. Further, we faced certain industry related supply chain constraints during the COVID-19 period, leading to delays in availability of raw materials, which have been partially countered through alternate sources of supply. We have also increased our inventory levels, with our inventory days increasing from 46 days in Fiscal 2020 to 85 days in Fiscal 2022 to 85 days for the six months ended September 30, 2022. There can be no assurance that we would not face such constraints relating to supply of raw materials in the future.

Where certain raw materials may not be available at commercially reasonable prices or at all, we may be unable to manufacture some of the products which require such raw materials, until such raw materials become available again. Increases in prices of raw materials, or the unavailability thereof, could have a material adverse effect on our business, financial condition and results of operations.

Capital expenditure

Our ability to develop and manufacture products is critical to launch new products and grow our revenues. Our results of operations also depend on our ability to manufacture existing and new products for sale in India and abroad. We consider that diversification of our product portfolio across our multiple manufacturing units mitigates our exposure to regulatory risk with respect to any particular manufacturing unit and provides increased certainty of supply. In order to achieve the same, we require substantial capital to (a) maintain our existing facilities, (b) to expand our existing facilities and (c) to construct new facilities. In the six months ended September 30, 2022 and September 30, 2021 and for the Fiscal 2022, Fiscal 2021 and Fiscal 2020, we incurred capital expenditure of ₹ 5.54 million, ₹ 9.82 million, ₹ 168.10 million, ₹ 111.51 million and ₹ 92.57 million, respectively. A significant amount of our capital expenditure was aimed at constructing manufacturing and other facilities, increasing our manufacturing capacities and diversifying our product base.

As on date, our products are manufactured at our two facilities, located at GIDC Ankleshwar, Gujarat ("**Ankleshwar Facility**") and GIDC Dahej, Gujarat ("**Dahej Facility**" and together with the Ankleshwar Facility, the "**Manufacturing Facilities**"). Our Ankleshwar Facility consists of four manufacturing blocks spread over an aggregate land area of 10,470 sq. mts. with a volumetric capacity of 225.30KL. Plants A and B at our Ankleshwar Facility are multiproduct plants, whereas Plant C and Unit-1 are dedicated to the production of Amiodarone HCL and Pentoxifylline intermediates respectively. In addition, we had acquired 63,021 sq. mts. of land for our Dahej Facility in April 2021. In March 2023, we have commissioned the first phase of our new manufacturing site located at Dahej, Gujarat which consists of an automated manufacturing block equipped with programmable logic controller ("**PLC**") ("**Block – 1**") as well as common utilities, storage facilities, quality control lab and administrative facilities ("**Dahej Phase – 1**"). Balance part of land will be further utilized for further expansion of production blocks, utility area and warehouse. Dahej Phase-1 is focussed on production of bromine intermediates, which find principal use in pharmaceuticals and agrochemicals. Post completion of Dahej Phase – 1, 35,637 sq. mts. of land is still available for further development which can be used for setting up further manufacturing blocks similar to Block – 1. With the commissioning of Block – 1, our total volumetric reactor capacity has increased to 334.10KL. Further, we plan to utilize part of the proceeds from the Offer for setting up Phase – 2 at our Dahej Facility. For further details, please refer the section "*Objects of the Offer*" on page 102.

We plan to invest a portion of the proceeds of the Fresh Issue towards construction of phase 2 at Dahej ("**Dahej Phase 2**").The actual amount and timing of our future capital requirements may differ from estimates as a result of, among other things, unforeseen delays or cost overruns in developing our products, changes in business plans due to prevailing economic conditions, unanticipated expenses and regulatory changes. To the extent our planned expenditure requirements exceed our available resources, we will be required to seek additional debt or equity financing. Additional debt financing could increase our interest costs and require us to comply with additional restrictive covenants in our financing agreements. Additional equity financing could dilute our earnings per Equity Share and your interest in the Company and could adversely impact our Equity Share price. Further, our capacity utilisation is based on estimates for expansion in our business, which, if do not materialise, could lead to underutilisation of capacities and may adversely impact our future results of operation and profitability.

COVID-19

Near the end of Fiscal 2020, the GoI initiated a nation-wide lockdown from March 24, 2020, which was initially set for three weeks, but was subsequently extended to May 31, 2020. Although the nationwide lockdown was lifted on June 1, 2020, restrictions on non-essential activities and travel were imposed until August 31, 2020, in multiple states across specific districts that were witnessing increases in COVID-19 cases. The second wave of COVID-19 infections impacted India in April, May and June 2021 and resulted in a significant strain on the health infrastructure in the country resulting in several states announcing lockdown measures. The second wave also resulted in a large part of the population working from home and implementing social distancing measures. In June 2021, the COVID-19 reported cases from the second wave declined and the GoI and state governments started gradually easing some of the strict precautionary measures. Further, during the pendency of COVID-19 related disruptions, supply chains globally and domestically were adversely impacted due to restrictions placed by various authorities on movement of various kinds of goods and personnel.

As we produce intermediates and KSM for the pharmaceutical industry, our manufacturing and research and development activities were determined by the GoI to be essential, which allowed us to continue our operations during the nationwide lockdown. However, restrictions on manpower movement during the lockdown impacted our manufacturing operations and capacity expansion projects, as well as increased our operation costs. We implemented health and safety measures for our manufacturing site employees and arranged for travel facilities and also paid one-time bonuses to employees and workers. Our manufacturing facilities, therefore, continued to operate normally during the first and second waves of COVID-19 infections.

In addition, we were affected to a certain extent by the worldwide logistics issues during the COVID-19 pandemic, including certain delays in procurement of raw materials on account of supply chain disruptions. Even though, we were affected to a lesser extent than other industries, there is no assurance that logistics issues will not further worsen as the pandemic continues.

The scope and nature of the impacts from COVID-19, most of which are beyond our control, continue to evolve, and the outcome is uncertain. While our results of operations for Fiscal 2020 and Fiscal 2021 were not significantly impacted by the pandemic, we cannot assure you that the pandemic will not impose any adverse impact on our business operations or financial condition in the future. Further, while demand for certain of our products reduced during the first phase of COVID-19, these have subsequently revived. The ultimate extent of the effects of the COVID-19 pandemic on us, and the end markets we serve, is highly uncertain and will depend on future developments and such effects could exist for an extended period even after the pandemic ends. To the extent the COVID-19 pandemic does adversely affect our business, financial condition or results of operations, it may also have the effect of heightening many of the factors listed in the section "*Risk Factors*" beginning on page 31.

Dependence of demand from the pharmaceutical industry

Since 2005, we have developed and commercialised over 50 Pharma Intermediates for APIs across 11 therapeutic areas, including cardiovascular (hemorheological), cardiovascular (anti-arrhythmic), vasodilator (anti-platelet), anti-psychotic and anti-depressants and analgesic (pain). We also manufacture KSM for pharmaceuticals. We derived all of our revenue from operations for the six months ended September 30, 2022 and September 30, 2021 and Fiscal 2022, Fiscal 2021 and Fiscal 2020 from our Pharma Intermediates business. We expect to start diversification of our revenues to other industries with the commencement of operations of Block – 1 of our Dahej Facility, which has commenced operations from March, 2023. However, diversification of our revenue sources from existing therapeutic areas, pharma intermediates or the pharmaceutical industry, where we currently operate is subject to multiple factors, which cannot be accurately predicted or guaranteed currently.

Consequently, our revenues are dependent on the pharmaceutical industries that use our products as an input. The demand for our customers' end products is affected by a number of factors including, but not limited to (a) seasonality of demand for our customers' products, which may cause our manufacturing capacities to be underutilized during specific periods, (b) our customers' failure to successfully market their products or to compete effectively, (c) loss of market share, which may lead our customers to reduce or discontinue the purchase of our products, (d) economic conditions of the markets in which our customers operate, and global macroeconomic conditions and (e) backward integration of our customers products to the pharma intermediates produced by us. In spite of our diversified product portfolio, our results of operations are dependent of demand from the end-user industries. Decreases in demand from the end-user industries may result in increased inventories which may force us to sell certain products at a discount, resulting in lower profit margin for such products.

Relationship with customers and major products

As of December 31, 2022, we supply our products to more than 35 customers in India and in 10 countries overseas. Along with the domestic market, we supply Pharma Intermediates used for manufacturing of APIs to various international pharmaceutical companies which cater to the large and fast-growing markets of Europe, Israel, North America, South America and China. We have established long-standing relationships with our customers, with 11 of our customers having been our customers since the past five years and 20 of our customers having been our customers since the past three years. Our top five customers contributed ₹ 721.07 million, ₹ 432.35 million, ₹ 896.86 million, ₹ 809.79 million and ₹ 853.96 million representing 82.00%, 62.06%, 61.78%, 60.91% and 71.68% of our total revenue from operations for the six months ended September 30, 2022, September 30, 2021 and Fiscal 2022, Fiscal 2021 and Fiscal 2020, respectively.

We expect that we will continue to be reliant on our major customers for the foreseeable future. We have long-term relationships and ongoing active engagements with many of our customers. Accordingly, any decrease in orders from any of these select customers and/or failure to retain such customers on terms that are commercially viable could adversely affect our business, financial condition and results of operations. In addition, any defaults or delays in payments by a major customer or a significant portion of our customers may have an adverse effect on business, financial condition and results of operations.

In addition, we rely on revenues from intermediates which are utilised in the manufacture of a limited number of APIs. In the six months ended September 30, 2022 and Fiscal 2022, our top five product segments based on APIs (namely the intermediates for Pentoxyfiline, Amiodarone HCL, Cilastazole, Trazodone and Imipramine) represented 96.67% and 89.39% of our revenues from operations, respectively. With a view to diversification of our revenue sources, we have recently commissioned Dahej Phase -1 and will look to further expand our offerings with investment in R&D and expansion of our manufacturing facilities to other intermediates through the creation of Dahej Phase – 2.

Our supply contracts with customers generally can be terminated by our customers with or without notice. Notwithstanding, the termination of supply contracts could adversely affect our business, financial condition and results of operations.

Competition

Our products are used primarily in the pharmaceutical industry. The broad-spectrum application of our products in the pharmaceuticals industry is for advanced intermediates and significantly higher value intermediates, which we believe is a unique position in the Indian pharmaceuticals industry. We face competition from other manufacturers, especially global manufacturers, for different products that we manufacture. Some foreign companies, including without limitation manufacturers in China, may be able to produce chemicals at competitive costs and, consequently, supply their products at cheaper prices. Such competitors may also have greater financial and technological resources and may also have larger sales and marketing teams. They might be in a better position to identify market trends, adapt to changes in industry, innovate new products, offer competitive prices due to economies of scale and ensure product quality and compliance. While our products are sold towards the substantially higher value range, we are unable to assure you that we shall be able to continue to charge premium pricing. Inability to do so will adversely affect our financial condition and results of operation.

Trade tensions between China and other countries may have recently weakened the positions of Chinese manufacturers, and consequently benefited manufacturers in other Asian countries, including in India. However, we cannot assure you that such benefit will continue in the future.

Foreign exchange rate fluctuation

Our products are typically priced in Indian Rupees for Indian sales and in U.S. Dollars for sales in the other jurisdictions where we sell our products. Further, we source our raw materials from India, France and China. The cost of our imported raw materials is also affected by fluctuations in the rate of exchange of the currency in which we purchase these raw materials (including USD and the Euro) and the Rupee.

Changes in currency exchange rates influence our results of operations. A portion of our revenues, particularly relating to our export sales, is denominated in currencies other than Indian Rupees. Similarly, a portion of our expenses, including cost of raw materials or imported equipment, are denominated in currencies other than Indian Rupees. Since we export our products and also import some of our raw materials, it helps us to naturally hedge our foreign currency exposure, however a devaluation of any of the foreign currencies against the Indian Rupee may result in reduction of our margins. Any gains or losses arising on account of differences in foreign exchange rates on settlement and translation of monetary assets and liabilities are recognized in the statement of profit and loss. We also utilise hedging contracts and forwards to mitigate risks arising from price fluctuations. For further details, refer to "*Risk Factors – 75. Currency exchange rate fluctuations may affect the value of the Equity Shares.*" on page 68.

The table below sets out an analysis of our unhedged foreign currency exposure:

Particulars	**For the six months ended September 30, 2022**		**For the year ended March 31,**					
			2022		**2021**		**2020**	
	Foreign currency (*in millions*)	**Equivalent amount in rupees** *(₹ in millions)*	**Foreign currency** (*in millions*)	**Equivalent amount in rupees** *(₹ in millions)*	**Foreign currency** (*in millions*)	**Equivalent amount in rupees** *(₹ in millions)*	**Foreign currency** (*in millions*)	**Equivalent amount in rupees** *(₹ in millions)*
a. **Financial Assets**								
(i) Trade Receivables								
USD	0.09	7.15	1.59	120.81	0.66	47.66	0.58	43.77
(ii) Balance with banks								
USD	0.00	0.00	0.00	0.04	0.19	14.33	0.06	4.70
b. **Financial Liabilities**								
(iii) Trade Payables								
USD	0.96	76.61	0.97	77.63	1.44	115.43	1.39	111.14
c. Currency wise net exposure (Financial Assets – Financial Liabilities)								
USD	(0.87)	(69.46)	0.57	43.22	(0.72)	(53.44)	(0.83)	(62.66)

The following table sets out the sensitivity analysis of a 1.0% change in foreign currency exchange rate on our profit for the periods indicated:

(₹ in millions)

	Impact on profit (Strengthening by 1%)				**Impact on profit (Weakening by 1%)**			
	As of				**As of**			
	September 30, 2022	**March 31, 2022**	**March 31, 2021**	**March 31, 2020**	**September 30, 2022**	**March 31, 2022**	**March 31, 2021**	**March 31, 2020**
USD	(0.69)	0.43	(0.53)	(0.63)	0.69	(0.43)	0.53	0.63

Significant accounting policies and other explanatory notes

Basis of preparation

The Restated Financial Information of the Company comprises of Restated Ind AS Statement of Assets and Liabilities as at September 30, 2022, March 31, 2022, September 30, 2021, March 31, 2021 and March 31, 2020, the Restated Statement of Profit and Loss (including Other Comprehensive Income), Restated Statement of Changes in Equity and the Restated Statement of Cash Flows for the half year ended September 30, 2022, September 30, 2021, and for the year ended March 31, 2022, March 31, 2021 and March 31, 2020 along with summary statement of the notes thereon and the summary statements (hereinafter collectively referred to as the "**Restated Financial Information**").

The above Restated Financial Information has been prepared by the Management of the Company under Indian Accounting Standards ("**Ind AS**") notified under Section 133 of the Companies Act, 2013 ("**the Act**") read with the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Rules, 2016 and other relevant provisions of the Act, to the extent applicable, in connection with the proposed listing of equity shares of the Company by way of Initial Public Offering ("**IPO**"), to be filed by the Company with the Securities and Exchange Board of India, Registrar of Companies, Gujarat and the concerned Stock Exchange in accordance with the requirements of:

(i) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "**Companies Act**");
(ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"); and
(iii) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("**ICAI**"), as amended from time to time (the "**Guidance Note**").

In preparing the Restated Financials Information, the Company has considered April 1, 2019 as the date of transition and the Company has presented the Restated Financial Information for the year ended March 31, 2020 and 2021. Accordingly, suitable restatement adjustments (both re-measurements and re-classifications) in the accounting heads are made to the financial statements, following accounting policies and accounting policy choices (both mandatory and optional exemptions) consistent with that used at the date of transition to Ind AS. The basis of preparation for specific items where exemptions have been applied is mentioned in Note on 44 to the Restated Financial Information.

The Restated Financial Information has been compiled from:

a) Audited Ind AS financial statements of the company as at and for the half year ended September 30, 2022 which have been prepared in accordance with the Indian Accounting Standards (referred to as '**Ind AS**') as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and revised presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable. other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on March 23, 2023;

b) Audited Ind AS financial statements of the Company as at and for the year ended March 31, 2022 prepared in accordance with the Ind AS as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on 15th September, 2022;

c) The Special Purpose Ind AS financial statements of the company as at and for the half year ended September 30, 2021, which have been prepared in accordance with the Indian Accounting Standards (referred to as '**Ind AS'**) as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and revised presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable. other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on March 23, 2023; and

d) The Special Purpose Ind AS financial statements of the Company as at and for the year ended March 31, 2021 and March 31, 2020 prepared in accordance with the Ind AS as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on March 23, 2023. The Audited financial statements of the Company for the year ended 31st March 2021 and 31st March 2020 prepared in accordance with Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on September 8, 2021 and August 6, 2020 respectively.

The statutory auditors of the Company, CNK and Associates LLP, Chartered Accountants, have audited these Special Purpose Ind AS Financial Statements for the six months period ended September 30, 2021 and financial years ended March 31, 2021 and March 31, 2020 and have certified that:

(i) the accounts and the disclosures made in Special Purpose Ind AS Financial Statements are in accordance with the provisions of schedule III of the Companies Act, 2013;
(ii) the company has followed Ind AS notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) in the Special Purpose Ind AS Financial Statements;
(iii) the Special Purpose Ind AS Financial Statements presents a true and fair view of the company's accounts.

Historical cost convention

The Restated financial Information have been prepared on a historical cost basis, except the following:

i. Certain financial assets and liabilities that are measured at fair value;
ii. Defined benefit plans – plan assets measured at fair value.

Functional and presentation currency

The Restated Financial Information is presented in Indian Rupees, which is the Company's functional currency, and all values are rounded to the nearest Millions, except otherwise indicated.

Composition of the Restated Financial Information:

The Restated Financial Information are in accordance with Ind AS presentation. The Restated Financial Information comprise:

i. Restated statement of Assets and liabilities
ii. Restated Statement of Profit and Loss
iii. Restated Statement of Changes In Equity
iv. Restated Statement of Cash Flow
v. Notes to Restated Financial Information

Significant accounting policies

A. Current versus non-current classification

The Company presents assets and liabilities in the restated statement of assets and liabilities based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period
- All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period
- The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has identified twelve months as its operating cycle for the purpose of current / noncurrent classification of assets and liabilities.

B. Property, plant and equipment

Recognition and measurement

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at cost, which includes capitalized borrowing costs, less accumulated depreciation, and impairment loss, if any. Cost includes purchase price, including non-refundable duties and taxes, expenditure that is directly attributable to bring the assets to the location and condition necessary for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located, if any.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Cost includes professional fees, and for qualifying assets, borrowing costs capitalized in accordance with the Company's accounting policies. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Spare parts are treated as capital assets when they meet the definition of property, plant and equipment. Otherwise, such items are classified as inventory.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for, as separate items (major components) of property, plant and equipment. Any gains or losses on their disposal, determined by comparing sales proceeds with carrying amount, are recognised in the Restated Statement of Profit or Loss.

Subsequent expenditure:

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

De-recognition:

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected to arise from its use. Any gain or loss arising from its de-recognition is measured as the difference between the net disposal proceeds and the carrying amount of the asset and is recognised in Restated Statement of Profit and Loss when the asset is de-recognised.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at April 1, 2019 measured as per the Previous GAAP and use that carrying value as the deemed cost (except to the extent of any adjustment permissible under other accounting standard) of the property, plant and equipment.

Depreciation methods, estimated useful lives and residual value:

Depreciation on property, plant and equipment is provided using the straight-line method (SLM) based on the life and in the manner prescribed in Schedule II to the Companies Act, 2013, and is generally recognized in the Restated Statement of Profit and Loss. Cost of Lease hold is amortised over the tenure of lease agreement. Freehold land is not depreciated. In case where the cost of part of asset is significant to total cost of the asset and useful life of that part is different from the useful life of the remaining assets, the useful life of that significant part has been determined separately.

Class of assets	**Range of useful life**
Building	30-60 years
Plant and equipments	20-30 years
Furniture & fixtures	10 years
Vehicles	8 years
Computers	3 years
Intangible assets	3-10 years

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets. Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (up to) the date on which asset is ready for use (disposed of).

Capital work-in-progress:

Plant and properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Cost includes professional fees and, for qualifying asset, borrowing costs capitalized in accordance with the Company's accounting policies. Such plant and Properties are classified and capitalized to the appropriate categories of Property, Plant and Equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the asset are ready for their intended use.

Advances paid towards the acquisition of property, plant and equipment outstanding at each reporting date is classified as capital advances under "Other Non-Current Assets" and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

C. Intangible assets

Recognition and measurement:

Intangible assets are recognized only if it is probable that the future economic benefits that are attributable to the assets will flow to the enterprise and the cost of the assets can be measured reliably. Intangible assets are stated at cost of acquisition less accumulated amortization and accumulated impairment, if any.

Amortization:

Intangible assets are amortized over the estimated economic life of 3 years to 10 years.

De-recognition of intangible assets:

Intangible asset is de-recognised on disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the Restated Statement of Profit and Loss when the asset is de-recognized.

D. Impairment of non financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit ("**CGU**") to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGU, or otherwise they are allocated to the smallest group of CGU for which a reasonable and consistent allocation basis can be identified.

The Company's corporate assets do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Restated Statement of Profit and Loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

E. Inventories

Inventories are measured at lower of cost and net realizable value. Cost of inventories is determined on a FIFO, after providing for obsolescence and other losses as considered necessary. Cost includes expenditure incurred in acquiring the inventories, reduction and conversion costs and other costs incurred in bringing them to their present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

Raw materials and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realizable value.

The comparison of cost and net realisable value is made on an item-by-basis.

F. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets:

Initial recognition and measurement

The Company recognizes financial assets when it becomes a party to the contractual provisions of the instrument. All financial assets are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition of financial assets, that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way trade of financial assets are accounted for at trade date.

Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

Subsequent measurement:

Financial assets at amortized cost

Financial assets are subsequently measured at amortized cost using the effective interest method if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of equity investments not held for trading.

Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition.

Impairment of financial assets

The Company assesses at each reporting date whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to 12 months expected credit losses or at an amount equal to lifetime expected losses, if the credit risk on the financial asset has increased significantly since initial recognition.

The company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables and
- Other receivables

The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the Restated Statement of Assets & Liabilities. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the company does not reduce impairment allowance from the gross carrying amount.

Derecognition of financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expires, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset in its entirety, (except for equity instruments designated as FVTOCI), the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in Restated Statement of Profit and Loss.

Financial liabilities:

Initial recognition and measurement:

The Company's financial liabilities include trade and other payables, loans and borrowings. All financial liabilities are recognized initially at fair value and in the case of loans, borrowings and payables recognized net of directly attributable transaction costs. Financial liabilities are classified, at initial recognition, at fair value through profit and loss or as those measured at amortised cost.

Subsequent measurement:

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Gains or losses on liabilities held for trading are recognised in the Restated statement of profit and loss.

Financial liabilities measured at amortised cost or loans and borrowings:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an Integral part of the EIR. The EIR amortisation is included as finance costs in the Restated Statement of

Profit and Loss.

Derecognition:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Restated Statement of Profit and Loss.

Off-setting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the Restated Statement of Assets & Liabilities if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

G. Cash and cash equivalents

Cash and cash equivalent in the Restated Statement of Assets & Liabilities comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the Restated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

H. Foreign currency translation:

Initial recognition:

Foreign currency transactions are recorded in the reporting currency by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion:

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

I. Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company assesses promises in the contract that are separate performance obligations to which a portion of transaction price is allocated.

Sale of goods:

Revenue from the sale of goods is recognized at the point in time when control of the asset is transferred to the customer, generally on the delivery of the goods.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price, the Company considers the effects of variable consideration, the existence of significant financing component and consideration payable to the customer like return and trade discounts.

Sales are disclosed excluding net of sales returns and Goods and Service Tax (GST).

Sale of scrap:

Revenue from sale of scrap is recognized as and when scrap is sold.

Export benefits:

Duty free imports of raw materials under advance license for imports as per the Import and Export Policy are matched with the exports made against the said licenses and the net benefit/obligation is accounted by making suitable adjustments in raw material consumption.

The benefits accrued under the duty drawback scheme and Merchandise Export from India Scheme ("**MEIS**") as per the Import and export Policy in respect of exports under the said scheme are recognised when there is a reasonable assurance that the benefit will be received and the company will comply with all attached conditions. The above benefits has been included under the head 'Export Incentives'.

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer e.g. unbilled revenue. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset i.e. unbilled revenue is recognized for the earned consideration that is conditional.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. Contract liabilities are recognized as revenue when the Company performs under the contract.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price, the Company considers the effects of variable consideration, the existence of significant financing component, non-cash component and consideration payable to the customer like return, allowances, trade discounts and volume rebates.

Sales are disclosed excluding net of sales returns, service tax, value added tax and Goods and Services Tax ("**GST**").

Revenue from sale of service

Revenue from service related activities is recognized as and when services are rendered and on the basis of contractual terms with the parties.

J. Other income

Interest income:

Interest income from the financial assets is recognized on a time basis, by reference to the principle outstanding using the effective interest method provided it is probable that the economic benefits associated with the interest will flow to the Company and the amount of interest can be measured reliably. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of that financial asset.

Other income is accounted for an accrual basis for except where the receipt of income is uncertain in which case it is accounted for on receipt basis.

K. Employee benefits

Employee benefits includes short term employee benefits, contribution to defined contribution schemes, contribution to defined benefit plan and compensated absences.

Short-term employee benefits

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employee's services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the Restated Statement of Assets & Liabilities.

Contribution towards defined benefit contribution schemes

Contribution towards provident fund and superannuation fund is made to the regulatory authorities. Contributions to the above scheme are charged to the Restated Statement of profit and loss in the year when the contributions are due. Such benefits are classified as defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions to be made.

Defined benefit plan

Gratuity plan

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service is eligible for gratuity on post employment at 15 days salary (last drawn salary) for each completed year of service as per the rules of the Company. The aforesaid liability is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of the financial year. The scheme is funded with an insurance Company in the form of a qualifying insurance policy. Current service cost, past-service costs are recognised immediately in Restated Statement of profit or loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise. They are included in retained earnings in the statement of changes in equity and in the Restated Statement of Assets & Liabilities. Re-measurements are not reclassified to profit or loss in subsequent periods.

Compensated absences:

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year end are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year end are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in Restated Statement of profit or loss in the period in which they arise.

L. Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. All other borrowing costs are expensed in the period in which they are incurred.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

M. Income taxes

The tax expense comprises of current income tax and deferred tax.

Current income tax:

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in India. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Restated Financial Information. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit nor loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences only if it is probable that future taxable amounts will be available to utilize those temporary differences.

Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

N. Provisions and contingent liabilities and contingent assets

a) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and are liable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Restated statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions are reviewed at each reporting date and adjusted to reflect the current best estimates.

b) Contingent liabilities and contingent assets:

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the Restated Financial Information.

A contingent asset is not recognised unless it becomes virtually certain that an inflow of economic benefits will arise. When an inflow of economic benefits is probable, contingent assets are disclosed in the Restated Financial Information.

Contingent liabilities and contingent assets are reviewed at each reporting date.

O. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

P. Leases

As a lessee

The Company's leased assets primarily consist of leases for building. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

– the contract involves the use of an identified asset;
– the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
– the Company has the right to direct the use of the asset."

At the date of commencement of the lease, the Company recognizes a lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases and corresponding Right-of-use Asset. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Right-of-use Assets are depreciated on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Q. Segment reporting

Based on "Management Approach" as defined in Ind AS 108 -Operating Segments, evaluates the Company's performance and allocates the resources based on an analysis of various performance. The analysis of geographical segments is based on the geographical location of the customers wherever required.

Unallocable items includes general corporate income and expense items which are not allocated to any business segment.

Segment policies

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the Restated Financial Information of the Company as a whole. Common allocable costs are allocated to each segment on an appropriate basis.

Use of judgements, estimates and assumptions

The preparation of the Company's Restated Financial Information requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the Restated Financial Information was prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

a. *Defined benefit plans (gratuity benefits)*

A liability in respect of defined benefit plans is recognised in the Restated Statement of Assets & Liabilities, and is measured as the present value of the defined benefit obligation at the reporting date less the fair value of the plan's assets. The present value of the defined benefit obligation is based on expected future payments which arise from the fund at the reporting date, calculated annually by independent actuaries. Consideration is given to expected future salary levels, experience of employee departures and periods of service.

b. *Taxes*

There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. Where the final tax outcome of these matters is different from the amounts initially recorded, such differences will impact the current and deferred tax provisions in the period in which the tax determination is made. The assessment of probability involves estimation of a number of factors including future taxable income.

c. *Fair value measurement of financial instruments*

When the fair values of financial assets and financial liabilities recorded in the Restated Statement of Assets & Liabilities cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financials instruments.

d. *Impairment of financial assets*

The Company assesses impairment based on expected credit losses (ECL) model on trade receivables. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

e. *Impairment of non-financial assets*

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre- tax discount rate that reflects current market assessment of the time value of money and the risk specific to the asset. In determining fair value less cost of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

These calculations are corroborated by valuation multiples, quoted share price for publicly traded subsidiaries or other available fair value indicators.

f. Other provisions

Significant estimates are involved in the determination of provisions. Legal proceedings often involve complex legal issues and are subject to substantial uncertainties. Accordingly, considerable judgment is part of determining whether it is probable that there is a present obligation as a result of a past event at the end of the reporting period, whether it is probable that such a Legal Proceeding will result in an outflow of resources and whether the amount of the obligation can e reliably estimated.

Recent pronouncement

The following standards / amendments to standards have been issued and will be effective from 1st April 2022. The Company is evaluating the requirements of these standards, improvements and amendments and has not yet determined the impact on the financial statements.

A. Indian Accounting Standard (Ind AS) 103

Business Combinations – Qualifications prescribed for recognition of the identifiable assets acquired and liabilities assumed, as part of applying the acquisition method – should meet the definition of assets and liabilities in the Conceptual Framework for Financial Reporting under Ind AS (Conceptual Framework) issued by the ICAI at the acquisition date.

Modification to the exceptions to recognition principle relating to contingent liabilities and contingent assets acquired in a business combination at the acquisition date.

B. Indian Accounting Standard (Ind AS) 109

Financial Instruments – Modification in accounting treatment of certain costs incurred on derecognition of financial liabilities.

C. Indian Accounting Standard (Ind AS) 16

Property, Plant and Equipment – Modification in treatment of excess of net sale proceeds of items produced over the cost of testing as part of cost of an item of property, plant, and equipment.

D. Indian Accounting Standard (Ind AS) 37

Provisions, Contingent Liabilities and Contingent Assets – Modifications in application of recognition and measurement principles relating to onerous contracts.

Changes in the accounting policy, if any, in the last three years and their effect on our profits and reserves

There have been no changes in accounting policies of the Company during the six months ended September 30, 2022 or during Fiscal 2022, Fiscal 2021 or Fiscal 2020.

Key Performance Indicators and Non-GAAP Financial Measures

In addition to our results determined in accordance with Ind AS, we believe the following non-GAAP measures are useful to our Company and our investors as a means of assessing and evaluating our performance in comparison to prior periods. We use the following non-GAAP financial information to evaluate our ongoing operations and for internal planning and forecasting purposes: EBITDA, EBITDA Margin, PAT Margin, net cash from operating activities, total debt, ROE, ROCE, export sales as percentage of revenue, domestic sales as a percentage of revenue and annual realisation. We believe that non-GAAP financial information, when taken collectively with financial measures prepared in accordance with Ind AS, may be helpful to investors because it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance. However, our management does not consider these non-GAAP measures in isolation or as an alternative to financial measures determined in accordance with Ind AS.

Non-GAAP financial information is presented for supplemental informational purposes only, has limitations as an analytical tool and should not be considered in isolation or as a substitute for financial information presented in accordance with Ind AS. Non-GAAP financial information are not recognized under Ind AS and do not have standardized meanings prescribed by IND AS. In addition, non-GAAP financial measures used by us may differ from similarly titled non-GAAP measures used by other companies. The principal limitation of these non-GAAP financial measures is that they exclude significant expenses and income that are required by Ind AS to be recorded in our financial statements, as further detailed below. In addition, they are subject to inherent limitations as they reflect the exercise of judgment by management about which expenses and income are excluded or included in determining these non-GAAP financial measures. A reconciliation is provided below for each non-GAAP financial measure to the most directly comparable financial measure prepared in accordance with Ind AS. Investors are encouraged to review the related Ind AS financial measures and the reconciliation of non-GAAP financial measures to their most directly comparable Ind AS financial measures included below and to not rely on any single financial measure to evaluate our business.

Particulars	For the six months ended September 30, 2022*	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020
Financial KPIs				
Revenue from operations (1)	879.12	1,456.41	1,329.49	1,209.26
Gross Profit (2)	321.21	593.32	495.63	442.13
Gross Margin (%) (3)	36.54%	40.74%	37.28%	36.56%
EBITDA (₹ million) (4)	157.08	300.29	225.45	184.28
EBITDA Margin % (5)	17.87%	20.62%	16.96%	15.24%
PAT (₹ million) (6)	101.13	192.33	166.70	103.83
PAT Margin % (7)	11.42%	13.13%	12.24%	8.57%
Net cash from operating activities (₹ Million) (8)	40.14	131.10	133.67	206.01
Net Worth (₹ million) (9)	788.21	686.96	493.18	326.30
Total Debt (₹ million) (10)	606.19	419.35	250.31	253.26
ROCE(11)	10.76%	25.61%	32.08%	29.23%
ROE (12)	12.83%	28.00%	33.80%	31.82%
Operational KPIs				
Export Revenue (₹ million) (13)	52.77	353.38	224.84	313.73
Domestic Revenue (₹ million) (14)	826.35	1,103.04	1,104.65	895.53
Export % of Revenue(13)	6.00%	24.26%	16.91%	25.94%
Domestic % of Revenue(14)	94.00%	75.74%	83.09%	74.06%
Total quantity sold (kilograms)	277,509	661,854	743,213	716,402
Sales Realization per Kg (15)	3,106.51	2,139.32	1,723.74	1,591.72

**KPIs for the period are not annualized.*
Note: As certified by CNK & Associates, LLP, Chartered Accountants through their certificate dated March 27, 2023.

Explanation for the KPIs:

S.No.	KPI	Remarks/ Definitions/ Assumptions
Financial KPIs		
1	Revenue from Operations (₹ million)	Revenue from Operations means the revenue from operations as appearing in the Restated Financial Information
2	Gross Profit (₹ million)	Gross Profit is calculated as revenue from operations less cost of materials consumed,

S.No.	KPI	Remarks/ Definitions/ Assumptions
		changes in inventories of finished goods and work-in-progress.
3	Gross Margin %	Gross Margin refers to the percentage margin derived by dividing Gross Profit by Revenue from Operations.
4	EBITDA (₹ million)	EBITDA is calculated as restated profit / (loss) for the period / year (excluding Other Income), plus finance costs, total taxes, and depreciation and amortization expense.
5	EBITDA Margin %	EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.
6	Profit After Tax (₹ million)	PAT is restated Profit/ (Loss) or the period/ year as appearing in the Restated Financial Information.
7	PAT Margin %	PAT Margin refers to the percentage margin derived by dividing Profit after Tax by Total Income.
8	Net cash from operating activities (₹ million)	Net cash from operating activities is Profit before Tax after giving adjustments of Non-Operating incomes and expenses and Change in Operating Assets and Liabilities.
9	Net Worth (₹ million)	Net Worth is sum of Equity Share capital and other Equity.
10	Total Debt (₹ million)	Total Debt is sum of Short term and Long term Borrowings.
11	ROCE %	Return on Capital Employed (ROCE) is calculated as earnings before interest and taxes divided by Capital Employed. -Earnings before interest and tax is calculated as restated profit / (loss) for the period /year plus total tax expense / (credit) plus finance costs. -Capital Employed is calculated as total equity plus total borrowings (including lease liabilities).
12	ROE %	Return on Equity (ROE) refers to restated profit for the year/period attributable to equity shareholders of our Company divided by Closing Equity for the year/period.
Operational KPIs		
13	Export Revenue (₹ million) and Export % of Revenue	This metric enables us to track the progress of our revenues in the export markets
14	Domestic Revenue (₹ million) and and Domestic % of Revenue	This metric enables us to track the progress of our revenues in the domestic markets
15	Sales Realization per Kg	Sales Realization per Kg is calculated as Revenue from sale of products divided by total quantity sold (other than by-products). This metric enables us to track the share of higher value products as a part of our overall product revenue (other than By products) divided by total quantity of Finished products sold during the year/ period.

EBITDA, EBITDA Margin, PAT Margin and ROE

The following table sets forth our EBITDA, EBITDA Margin, PAT Margin and ROE, including a reconciliation of (i) EBITDA and EBITDA Margin to our restated profits/losses before tax and prior period items, and (ii) PAT Margin and ROE to our restated profits/losses, in each of the six months ended September 30, 2022 and September 30, 2021, and Fiscal 2022, Fiscal 2021 and Fiscal 2020.

(*in ₹ millions, except percentages*)

Particulars	For the six months ended September 30,		For the fiscal year ended March 31,		
	2022	2021	2022	2021	2020
Total income (A)	885.18	701.53	1,464.42	1,361.42	1,210.99
Revenue from operations (B)	879.12	698.41	1,456.41	1,329.49	1,209.26
Profit before tax (C)	137.54	131.62	258.80	222.18	141.75
Add: Finance costs (D)	12.61	12.97	24.74	16.85	28.31
Add: Depreciation & amortization expense (E)	12.98	12.11	24.76	18.35	15.95
Less: Other income (F)	6.06	3.12	8.01	31.93	1.73
EBITDA (G=C+D+E-F)	157.08	153.58	300.29	225.45	184.28
EBITDA Margin (H=G/B)	17.87%	21.99%	20.62%	16.96%	15.24%
Profit for the year (I)	**101.13**	**98.70**	**192.33**	**166.70**	**103.83**
Net worth	788.21	591.62	686.96	493.18	326.30

**Not annualized as on September 30, 2022 and September 30, 2021*

Overview of revenue and expenditure

The following descriptions set forth information with respect to key components of our income statement.

Revenue

Revenue from operations

Revenue from operations comprises income from:

a) Sale of products manufactured in the nature of Pharma Intermediates for regulated and generic APIs for therapeutic areas and KSMs for pharmaceutical industry. Such sales of products can be divided into (i) domestic sales and (ii) export sales.

b) Other operating revenue, consisting of export incentives.

Other income

Other income primarily comprises interest income, net sundry balances no longer payable written back, insurance claims received, net gain on foreign currency transaction and translation, gains on sale of investment and other miscellaneous income, amongst others.

Expenditure

Our expenditure comprises the following:

a) Cost of materials consumed: Cost of materials consumed comprises (i) the cost of raw materials used in the manufacture of our products; and (ii) the cost of packing materials. Our major raw materials include 1-BCP, Iodine, Methylacetoacetate, Semicarbazide-HCL, 3-Cholroproprionyl chloride.

b) Changes in inventories of finished goods, work-in-progress : Expenses accounted for pursuant to an (increase)/decrease in inventories of work-in-progress.

c) Employee benefit expenses: Employee benefit expenses comprises salaries, wages and bonus, contribution to provident and other funds, and staff welfare expenses.

d) Finance costs: Finance costs comprises interest expenses on borrowings in the nature of long term and short term borrowings including working capital loans and term loans and unwinding of discount on lease liabilities.

e) Depreciation and amortization expenses: Depreciation and amortization expenses comprises depreciation of tangible assets including our plant and machinery, building, factory equipment, computer equipment, office and other equipment, furniture and fixture, amongst others; and amortization of intangible assets including computer software and others; and amortization of freehold and leasehold land.

f) Other expenses: Other expenses comprise primarily of power and fuel expenses, repairs and maintenance expenses, laboratory and testing expenses, bank charges, traveling and conveyance charges, insurance costs, factory expenses towards running of effluent treatment plant and license fees payable to various governmental authorities, CSR expenses, selling and distribution expenses including commissions, advertisement charges, freight and forwarding expenses and other selling and distribution expenses, legal and professional charges and payments to auditors and miscellaneous expenses in the nature of gardening, guest house, stationery and telephone and communication charges, amongst others.

Operating segment and business models

Our Company is exclusively engaged in the business of manufacturing of pharmaceuticals intermediates and advanced intermediates. As such, in accordance with Ind AS, our Company's business is considered to constitute one single primary segment.

Geographic information

The geographic information analyses our revenues by our country of domicile and other countries for the periods/years indicated. In presenting geographic information, revenue has been based on the location of the customers.

(₹ in millions)

Particulars	For the six-month period ended September 30, 2022	For the six-month period ended September 30, 2021	For Fiscal 2022	For Fiscal 2021	For Fiscal 2020
Domestic Sales	826.35	547.28	1,103.04	1,104.65	895.53
Export Sale	52.77	151.13	353.38	224.84	313.73
Total	**879.12**	**698.41**	**1,456.41**	**1,329.49**	**1,209.26**

The following table sets out the total carrying value of segment assets for the respective periods.

(₹ in millions)

Particulars	As at September 30, 2022	As at September 30, 2021	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Within India	1,687.01	1,038.64	1,259.87	980.51	735.36
Outside India	7.15	113.25	120.81	47.66	43.77
Total	1,694.16	1,151.88	1,380.68	1,028.17	779.13

The Company has common property, plant and equipment for producing goods for domestic as well as overseas markets. There are no property, plant or equipment situated outside India. Hence, additional segment wise information for property, plant and equipment or additions to PPE have not been furnished.

Results of operations

The following table sets forth our income statement data, the components of which are expressed as a percentage of total income for the period indicated, for our operations for the six months ended September 30, 2022 and September 30, 2021.

Particulars	For the six months ended September 30, 2022		For the six months ended September 30, 2021	
	(₹ in millions)	*% of Total Income*	(₹ in millions)	*% of Total Income*
Income				
Revenue from operations	879.12	99.32%	698.41	99.56%
Other income	6.06	0.68%	3.12	0.44%
Total income	**885.18**	**100.00%**	**701.53**	**100.00%**
Expenses				
Cost of materials consumed	574.83	64.94%	412.98	58.87%
Changes in inventories of finished goods and work-in-progress	(16.92)	(1.91)%	(15.27)	(2.18)%
Employee benefits expenses	76.98	8.70%	73.23	10.44%
Finance costs	12.61	1.42%	12.97	1.85%
Depreciation and amortization expense	12.98	1.47%	12.11	1.73%
Other expenses	87.15	9.85%	73.89	10.53%
Total expenses	**747.64**	**84.46%**	**569.91**	**81.24%**
Profit before tax	**137.54**	**15.54%**	**131.62**	**18.76%**
Tax expenses				
Current tax	34.01	3.84%	31.94	4.55%
Deferred tax	1.92	0.22%	0.97	0.14%
Income tax adjustments for earlier years	0.48	0.05%	-	-
Total tax expenses	**36.41**	**4.11%**	**32.92**	**4.69%**
Profit for the period	**101.13**	**11.42%**	**98.70**	**14.07%**

The following table sets forth our income statement data, the components of which are expressed as a percentage of total income for the periods indicated, for our operations for Fiscal 2022, Fiscal 2021 and Fiscal 2020.

Particulars	For the fiscal year ended March 31,					
	2022		2021		2020	
	(₹ in millions)	*% of Total Income*	(₹ in millions)	*% of Total Income*	(₹ in millions)	*% of Total Income*
Income						
Revenue from operations	1,456.41	99.45%	1,329.49	97.65%	1,209.26	99.86%
Other income	8.01	0.55%	31.93	2.35%	1.73	0.14%
Total income	**1,464.42**	**100.00%**	**1,361.42**	**100.00%**	**1,210.99**	**100.00%**
Expenses						
Cost of materials consumed	894.84	61.11%	896.10	65.82%	732.66	60.50%
Changes in inventories of finished goods and work-in-progress	(31.75)	(2.17)%	(62.24)	(4.57)%	34.47	2.85%
Employee benefits expense	144.71	9.88%	128.02	9.40%	120.79	9.97%
Finance costs	24.74	1.69%	16.85	1.24%	28.31	2.34%
Depreciation and amortization expense	24.76	1.69%	18.35	1.35%	15.95	1.32%
Other expenses	148.32	10.13%	142.16	10.44%	137.06	11.32%
Total expenses	**1,205.63**	**82.33%**	**1,139.24**	**83.68%**	**1,069.24**	**88.30%**
Profit before tax	**258.80**	**17.67%**	**222.18**	**16.32%**	**141.75**	**11.70%**
Tax Expenses						
Current tax	63.24	4.32%	51.07	3.75%	33.76	2.79%
Deferred tax	3.23	0.22%	5.92	0.44%	3.11	0.26%
Income tax adjustments for earlier years	-	-	(1.51)	(0.11)%	1.05	0.09%
Total tax expenses	**66.47**	**4.54%**	**55.48**	**4.07%**	**37.92**	**3.13%**
Profit for the year	**192.33**	**13.13%**	**166.70**	**12.24%**	**103.83**	**8.57%**

Results of operations for the six months ended September 30, 2022 compared to the six months ended September 30, 2021

(₹ in millions)

Particulars	For the six months ended September 30,		Change (%)
	2022	2021	
Income			
Revenue from operations	879.12	698.41	25.87%
Other income	6.06	3.12	94.12%
Total income	**885.18**	**701.53**	**26.18%**
Expenses			
Cost of materials consumed	574.83	412.98	39.19%
Changes in inventories of finished goods and work-in-progress	(16.92)	(15.27)	(10.78)%
Employee benefits expenses	76.98	73.23	5.12%
Finance costs	12.61	12.97	(2.75)%
Depreciation and amortization expense	12.98	12.11	7.22%
Other expenses	87.15	73.89	17.95%
Total expenses	**747.64**	**569.91**	**31.19%**
Profit before tax	**137.54**	**131.62**	**4.50%**
Tax expenses:			
Current tax	34.01	31.94	6.48%
Deferred tax	1.92	0.97	97.27%
Income tax adjustments for earlier years	0.48	-	100.00%
Total tax expenses	**36.41**	**32.92**	**10.60%**
Profit for the period	**101.13**	**98.70**	**2.46%**

Revenue from operations

Our revenue from operations increased by 25.87% from ₹ 698.41 million in the six months ended September 30, 2021 to ₹ 879.12 million in the six months ended September 30, 2022. This increase can be primarily attributed to increase in sales of higher value intermediates. This was partially offset by a 62.27% decrease in our other operating revenues from ₹ 1.78 million in the six months ended September 30, 2021 to ₹ 0.67 million in the six months ended September 30, 2022, on account of decrease of export incentives due to lower contribution of exports to overall sales.

Other income

Our other income increased by 94.12% from ₹ 3.12 million in the six months ended September 30, 2021 to ₹ 6.06 million in the six months ended September 30, 2022. Such increase was primarily due to (i) an increase in interest income from ₹ 0.16 million to ₹ 0.20 million, (ii) a one time write back of sundry balances payable, which had been written back, amounting to ₹ 0.84 million and (iii) an increase in other miscellaneous income from ₹ 1.15 million in the six months ended September 30, 2021 to ₹ 5.01 million in the six months ended September 30, 2022, primarily due to reclassification of stores and spares in accordance with applicable accounting standards. This increase was partially offset by a decrease in foreign currency transaction and translation on export income (net) in the six months ended September 30, 2021 amounting to ₹ 1.81 million compared to nil in the six months ended September 30, 2022.

Cost of materials consumed

Our cost of materials consumed increased by 39.19% from ₹ 412.98 million in the six months ended September 30, 2021 to ₹ 574.83 million in the six months ended September 30, 2022, primarily due to an increase in our Company's requirement for raw materials in line with growth of our Company's business and due to an increase in cost of raw materials consumed.

Change in inventories of finished goods and work-in-progress

The opening as well as the closing stock of our finished goods and semi finished goods for the 6 months periods ending September 30, 2021 and September 30, 2022 and the resulting changes in inventories for the above periods is mentioned in the below table:

Particulars	**6 months ended September 30, 2022 – [Period A]**			**6 months ended September 30, 2021 – [Period B]**		
	Opening Stock (on April 1, 2022) – [A1]	**Closing Stock (on September 30, 2022) – [A2]**	**Change in Inventories – [A3 = A1-A2]**	**Opening Stock (on April 1, 2021) – [B1]**	**Closing Stock (on September 30, 2021) – [B2]**	**Change in Inventories – [B3 = B1-B2]**
Finished Goods	84.74	81.47	3.27	73.17	80.19	(7.02)
Semi Finished Goods	68.14	88.32	(20.18)	47.96	56.21	(8.25)
Total	152.88	169.79	(16.92)	121.13	136.40	(15.27)

The changes in inventories of finished goods and semi finished goods (work-in-progress) from ₹ (15.27) million in the six months ended September 30, 2021 to ₹ (16.92) million in the six months ended September 30, 2022 was primarily a result of an increase in inventories of finished goods of ₹ 81.47 million and of semi finished goods (work in progress) of ₹ 88.32 million in the six months ended September 30, 2022 in proportion with the growth in our Company's business in the six month period ended September 30, 2022.

Employee benefits expense

Our employee benefits expense increased by 5.12% from ₹ 73.23 million in the six months ended September 30, 2021 to ₹ 76.98 million in the six months ended September 30, 2022 due to an increase in the size of our workforce in line with our business expansion, to 175 employees as of September 30, 2022 as compared to 159 employees as of September 30, 2021.

Finance costs

Our finance costs decreased by 2.75% from ₹ 12.97 million in the six months ended September 30, 2021 to ₹ 12.61 million in the six months ended September 30, 2022, primarily due to reduction in interest expenses.

Depreciation and amortization expense

Our depreciation and amortization expense increased by 7.22% from ₹ 12.11 million in the six months ended

September 30, 2021 to ₹ 12.98 million in the six months ended September 30, 2022.

Other expenses

Our other expenses increased by 17.94% from ₹ 73.89 million in the six months ended September 30, 2021 to ₹ 87.15 million in the six months ended September 30, 2022, generally in line with the increase in our production volume. The increase was mainly driven by increases in (i) power and fuel expenses from ₹ 28.02 million to ₹ 35.06 million, (ii) legal and professional charges from ₹ 2.65 million to ₹ 5.46 million, (iii) insurance expenses from ₹ 1.52 million to ₹ 2.56 million, (iv) increase travelling and conveyance expenses from ₹ 0.26 million to ₹ 2.46 million, and (v) a one time net loss on foreign currency transaction and translation of ₹ 2.12 million for the six months ended September 30, 2022. These increases were partially offset by decreases in (i) selling and distribution expenses fees - freight and forwarding expenses from ₹ 8.89 million to ₹ 5.32 million, (ii) expenses towards repairs and maintenance from ₹ 12.38 million to ₹ 9.59 million, and (iii) factory expenses from ₹ 4.20 million to ₹ 3.35 million

Profit before tax

As a result of the foregoing, we recorded an increase of 4.50% in our profit before tax, which amounted to ₹ 131.62 million in the six months ended September 30, 2021, as compared to ₹ 137.54 million in the six months ended September 30, 2022.

Tax expenses

Our tax expenses increased by 10.60% from ₹ 32.92 million in the six months ended September 30, 2021 to ₹ 36.41 million in the six months ended September 30, 2022. The increase in our tax expenses in the six months ended September 30, 2022 was primarily due to an increase in the profit before tax, which was attributable to the increase in revenues in line with growth in operations.

Profit for the period

As a result of the foregoing, we recorded an increase of 2.46% in our profit for the period from ₹ 98.70 million in the six months ended September 30, 2021 to ₹ 101.13 million in the six months ended September 30, 2022.

Results of operations for the Fiscal 2022 compared with Fiscal 2021

(₹ in millions)

Particulars	For the year ended March 31,		Change (%)
	2022	2021	
Income			
Revenue from operations	1,456.41	1,329.49	9.55%
Other income	8.01	31.93	(74.91%)
Total revenue	**1,464.42**	**1,361.42**	7.57**%**
Expenses			
Cost of materials consumed	894.84	896.09	(0.14%)
Changes in inventories of finished goods and work-in-progress	(31.75)	(62.24)	(48.99%)
Employee benefits expenses	144.71	128.02	13.04%
Finance costs	24.74	16.85	46.85%
Depreciation and amortization expense	24.76	18.35	34.91%
Other expenses	148.32	142.16	4.33%
Total expenses	**1,205.63**	**1,139.24**	5.83%
Profit before tax	**258.80**	**222.18**	16.48%
Tax expenses:			
Current tax	63.24	51.07	23.83%
Deferred tax	3.23	5.92	(45.50%)
Income tax adjustments for earlier years	-	(1.51)	(100.00%)
Total tax expenses	**66.47**	**55.48**	19.81%
Profit for the year	**192.33**	**166.70**	15.37%

Revenue from operations

Our revenue from operations increased by 9.55% from ₹ 1,329.49 million in Fiscal 2021 to ₹ 1,456.41 million in

Fiscal 2022. This increase can be primarily attributed to increase in revenue generated from our sales of high value intermediates under cardiovascular therapeutic segment. This was partially offset by a decrease in our other operating revenues from ₹ 6.49 million in Fiscal 2021 to ₹ 4.61 million in Fiscal 2022, on account of decrease in export incentives.

Other income

Our other income decreased by 74.91% from ₹ 31.93 million in Fiscal 2021 to ₹ 8.01 million in Fiscal 2022. Such decrease was due to decreases in (i) interest income from ₹ 0.70 million in Fiscal 2021 to ₹ 0.48 million in Fiscal 2022, on account of lower interest on bank deposits and other deposits (ii) a one-time insurance claim of ₹ 8.97 million in Fiscal 2021 towards accidental damage to plant and machinery (iii) reduction in net gain on foreign currency transaction and translation of ₹ 8.84 million in Fiscal 2021 compared to ₹ 4.79 million in Fiscal 2022, (iv) one time gain on sale of investment in the nature of long term investments to the extent of ₹ 5.95 million in Fiscal 2021 and (v) reduction in other miscellaneous income from ₹ 7.47 million in Fiscal 2021 to ₹ 2.55 million in Fiscal 2022. This was partially offset by net sundry balances no longer payable of ₹ 0.19 million, which were written back in Fiscal 2022 compared to nil balances written back in Fiscal 2021.

Cost of materials consumed

Our cost of materials consumed decreased marginally by 0.14% from ₹ 896.09 million in Fiscal 2021 to ₹ 894.84 million in Fiscal 2022, primarily due to better pricing being received for raw materials from our vendors.

Change in inventories of finished goods and work-in-progress

Our opening stock of (i) finished goods was ₹ 5.64 million as at April 1, 2021, while it was ₹ 73.17 million as at April 1, 2022, and (ii) semi finished goods (work-in-progress) was ₹ 53.25 million as at April 1, 2021, while it was ₹ 47.96 million as at April 1, 2022.

Our closing stock of (i) finished goods was ₹ 73.17 million as at March 31, 2021, while it was ₹ 84.74 million as at March 31, 2022, and (ii) semi finished goods (work-in-progress) was ₹ 47.96 million as at March 31, 2021, while it was ₹ 68.14 million as at March 31, 2022.

The changes in inventories of finished goods and semi finished goods (work-in-progress) from ₹ 62.24 million in Fiscal 2021 to ₹ 31.75 million in Fiscal 2022 was primarily a result of increase in sales in Fiscal 2022.

Employee benefits expense

Our employee benefits expense increased by 13.04% from ₹ 128.02 million in Fiscal 2021 to ₹ 144.71 million in Fiscal 2022 due to an increase in our workforce in line with our business expansion, resulting in increased wages, staff welfare expenses and bonuses. We had 158 employees as of March 31, 2022 as compared to 152 employees as of March 31, 2021.

Finance costs

Our finance costs increased by 46.85% from ₹ 16.85 million in Fiscal 2021 to ₹ 24.74 million in Fiscal 2022, primarily due to an increase in interest expenses as we took on additional debt, such as term loans and cash credit, which was partially offset by a decrease in unwinding of discount on lease liabilities from ₹ 0.20 million in Fiscal 2021 to ₹ 0.14 million in Fiscal 2022.

Depreciation and amortization expense

Our depreciation and amortization expense increased by 34.91% from ₹ 18.35 million in Fiscal 2021 to ₹ 24.76 million in Fiscal 2022, primarily due to an increase in depreciation on plant and machinery installed and commissioned at Plant C of our Ankleshwar Facility.

Other expenses

Our other expenses increased by 4.33% from ₹ 142.16 million in Fiscal 2021 to ₹ 148.32 million in Fiscal 2022, generally in line with the increase in our production volume. The increase was mainly driven by increases in (i) power and fuel expenses from ₹ 48.25 million in Fiscal 2021 to ₹ 57.89 million in Fiscal 2022 (ii) expenses towards repairs and maintenance from ₹ 21.93 million in Fiscal 2021 to ₹ 24.11 million in Fiscal 2022 and (iii) laboratory and testing expenses from ₹ 3.05 million in Fiscal 2021 to ₹ 5.18 million in Fiscal 2022. These were partially offset by decrease in (i) factory expenses on account of decrease in pollution control related fees and expenses from ₹ 12.86 million in Fiscal 2021 to ₹ 7.50 million in Fiscal 2022.

Profit before tax

As a result of the foregoing, we recorded an increase of 16.48% in our profit before tax, which amounted to ₹ 222.18 million in Fiscal 2021, as compared to ₹ 258.80 million in Fiscal 2022.

Tax expenses

Our tax expenses increased by 19.81% from ₹ 55.48 million in Fiscal 2021 to ₹ 66.47 million in Fiscal 2022. Our effective tax rate in Fiscal 2022 and Fiscal 2021 was 25.68% and 24.97%, respectively. The increase in our tax expenses in Fiscal 2022 was primarily due to an increase in the profit before tax, which was attributable to the increase in revenues. Further, we recorded an adjustment of ₹ (1.51) million towards income tax for earlier years in Fiscal 2021, compared to nil in Fiscal 2022.

Profit for the period

As a result of the foregoing, we recorded an increase of 15.37% in our profit for the year from ₹ 166.70 million in Fiscal 2021 to ₹ 192.33 million in Fiscal 2022.

Results of operations for the Fiscal 2021 compared with Fiscal 2020

(₹ in millions)

Particulars	**For the year ended March 31,**		**Change (%)**
	2021	**2020**	
Income			
Revenue from operations	1,329.49	1,209.26	9.94%
Other income	31.93	1.73	1747.42%
Total revenue	**1,361.42**	**1,210.99**	12.42%
Expenses			
Cost of materials consumed	896.09	732.66	22.31%
Changes in inventories of finished goods and work-in-progress	(62.24)	34.47	(280.56%)
Employee benefits expenses	128.02	120.79	5.99%
Finance costs	16.85	28.31	(40.48%)
Depreciation and amortization expense	18.35	15.95	15.05%
Other expenses	142.16	137.06	3.72%
Total expenses	**1,139.24**	**1,069.24**	6.55%
Profit before tax	**222.18**	**141.75**	56.74%
Tax expenses:			
Current tax	51.07	33.76	51.27%
Deferred tax	5.92	3.11	90.41%
Income tax adjustments for earlier years	(1.51)	1.05	244.43%
Total tax expenses	**55.48**	**37.92**	46.31%
Profit for the year	**166.70**	**103.83**	60.55%

Revenue from operations

Our revenue from operations increased by 9.94% from ₹ 1,209.26 million in Fiscal 2020 to ₹ 1,329.49 million in Fiscal 2021. This increase can be primarily attributed to revenue generated from introduction of new products and sales of higher value intermediates. This was partially offset by a decrease in our other operating revenues from ₹ 14.88 million in Fiscal 2020 to ₹ 6.49 million in Fiscal 2021, on account of decrease in export incentives due to decrease in export sales.

Other income

Our other income increased by 1,747.42% from ₹ 1.73 million in Fiscal 2020 to ₹ 31.93 million in Fiscal 2021. Such increase was primarily attributable to (i) increase in insurance claim received from ₹ 2.31 million in Fiscal 2020 to ₹ 8.97 million in Fiscal 2021, (ii) increase in net gain on foreign currency transaction and translation from

₹ 2.53 million in Fiscal 2020 to ₹ 8.84 million in Fiscal 2021, (iii) one time gain on sale of investment of ₹ 5.95 million in Fiscal 2021 towards long term investments, (iv) increase in other miscellaneous income from nil in Fiscal 2020 to ₹ 7.47 million in Fiscal 2021 and (v) one time loss arising on financial asset designated as being held at fair value through profit or loss of ₹ 3.75 million in Fiscal 2020 on account of accounting adjustments.

Cost of materials consumed

Our cost of materials consumed increased by 22.31% from ₹ 732.66 million in Fiscal 2020 to ₹ 896.09 million in Fiscal 2021, primarily due to increase in sales and increase in raw material prices..

Change in inventories of finished goods and work-in-progress

Our opening stock of (i) finished goods was ₹ 6.92 million as at April 1, 2020, while it was ₹ 5.64 million as at April 1, 2021, and (ii) semi finished goods (work-in-progress) was ₹ 86.44 million as at April 1, 2020, while it was ₹ 53.25 million as at April 1, 2021.

Our closing stock of (i) finished goods was ₹ 5.64 million as at March 31, 2020, while it was ₹ 73.17 million as at March 31, 2021, and (ii) semi finished goods (work-in-progress) was ₹ 53.25 million as at March 31, 2020, while it was ₹ 47.96 million as at March 31, 2021.

The changes in inventories of finished goods and semi finished goods (work-in-progress) from ₹ 34.47 million in Fiscal 2020 to ₹ (62.24) million in Fiscal 2021 was primarily a result of increase in inventory of finished goods, which is in line with increase in sales.

Employee benefits expense

Our employee benefits expenses increased by 5.99% from ₹ 120.79 million in Fiscal 2020 to ₹ 128.02 million in Fiscal 2021 due to an increase in our workforce in line with our business expansion, resulting in increased wages and increased staff welfare expenses. We had 152 employees as of March 31, 2021 as compared to 125 employees as of March 31, 2020.

Finance costs

Our finance costs decreased by 40.48% from ₹ 28.31 million in Fiscal 2020 to ₹ 16.85 million in Fiscal 2021, primarily due to a decrease in interest expenses on account of repayment of borrowings and replacing higher interest rate debt with a lower interest rate debt and reduction in utilization of cash credit limits. Further, our finance costs towards unwinding of discounts on lease liabilities decreased from ₹ 0.26 million in Fiscal 2020 to ₹ 0.20 million in Fiscal 2021.

Depreciation and amortization expense

Our depreciation and amortization expense increased by 15.05% from ₹ 15.95 million in Fiscal 2020 to ₹ 18.35 million in Fiscal 2021, primarily due to an increase in depreciation on plant and machinery as we purchased additional plant and equipment, furniture and fixtures and further investments in factory building

Other expenses

Our other expenses increased by 3.72% from ₹ 137.06 million in Fiscal 2020 to ₹ 142.16 million in Fiscal 2021. Specifically, the increase was mainly driven by increases in (i) power and fuel expenses from ₹ 41.21 million in Fiscal 2020 to ₹ 48.25 million in Fiscal 2021, (ii) factory expenses towards pollution control expenses from ₹ 7.25 million in Fiscal 2020 to ₹ 12.86 million in Fiscal 2021, (iii) freight and forwarding expenses from ₹ 14.87 million in Fiscal 2020 to ₹ 18.06 million in Fiscal 2021, (iv) bank charges towards one time loan processing fees and pre-payment charges from ₹ 3.29 million in Fiscal 2020 to ₹ 7.27 million in Fiscal 2021. This was partially offset by decreases in (i) repairs and maintenance expenses towards plant and machinery from ₹ 20.56 million in Fiscal 2020 to ₹ 14.47 million in Fiscal 2021, (ii) travel and conveyance charges from ₹ 2.84 million in Fiscal 2020 to ₹ 0.43 million in Fiscal 2021 on account of COVID-19 restrictions, (iii) ₹ 2.12 million commission expense in Fiscal 2020 compared to a commission expense of nil in Fiscal 2021 and (iv) nil other selling and distribution expenses in Fiscal 2021 compared to an expense of ₹ 5.94 million in Fiscal 2020 .

Profit before tax

As a result of the foregoing, we recorded an increase of 56.74% in our profit before tax, which amounted to ₹ 141.75 million in Fiscal 2020 as compared to ₹ 222.18 million in Fiscal 2021.

Tax expenses

Our tax expenses increased by 46.31% from ₹ 37.92 million in Fiscal 2020 to ₹ 55.48 million in Fiscal 2021. Our effective tax rate in Fiscal 2021 and Fiscal 2020 was 25.17%. The increase in our tax expenses in Fiscal 2021 was primarily due to an increase in the profit before tax, which was attributable to the increase in revenues and also due to increase in deferred tax mainly. Further, we recorded an adjustment of ₹ 1.05 million towards income tax for earlier years in Fiscal 2020, compared to a deferred tax of ₹ (1.51) million in Fiscal 2021.

Profit for the period

As a result of the foregoing, we recorded increase of 60.55% in our profit for the year from ₹ 103.83 million in Fiscal 2020 to ₹ 166.70 million in Fiscal 2021.

Liquidity and capital resources

Capital requirements

Our principal capital requirements are for payment of principal and interest on our borrowings, capital expenditure and working capital. Our principal source of funding has been and is expected to continue to be, cash generated from our operations, supplemented by external funding from proceeds of the Offer, borrowings from banks and financial institutions and optimization of operating working capital. For the six months ended September 30, 2022, Fiscal 2022, Fiscal 2021 and Fiscal 2020, we met our funding requirements, including satisfaction of debt obligations, capital expenditure, investments, other working capital requirements and other cash outlays, principally with funds generated from operations, optimization of operating working capital with the balance met from external borrowings.

For the proposed expansion that we intend to undertake, we will be utilizing a portion of the funds generated from this Offer.

Liquidity

Our liquidity requirements arise principally from our operating activities, capital expenditures for construction of new facilities and undertaking of new projects, the repayment of borrowings and debt service obligations. Historically, our principal sources of funding have included cash from operations, short-term and long-term borrowings from banks, overdraft facilities that are repayable on demand, cash and cash equivalents and equity and financing provided by our shareholders. We have also entered into various revolving credit and other working capital facilities, which provides sufficient liquidity for our requirements.

Cash flows

The following table summarizes our cash flows for the six months ended September 30, 2022 and September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020:

(₹ in millions)

Particulars	**For the six months ended September 30,**		**For the year ended March 31,**		
	2022	**2021**	**2022**	**2021**	**2020**
Net Cash generated from Operating Activities	40.14	24.99	131.10	133.67	206.01
Net Cash (used in) Investing Activities	(192.46)	(134.81)	(333.27)	(58.63)	(115.56)
Net Cash generated from/ (used in) Financing Activities	173.81	50.80	143.54	(20.51)	(85.89)
Net (decrease)/ increase in Cash and Cash Equivalents	**21.49**	**(59.01)**	**(58.63)**	**54.53**	**4.56**
Cash and Cash Equivalents at the beginning of the year	0.79	59.43	59.43	4.90	0.34
Cash and Cash Equivalents at the end of the year	**22.29**	**0.41**	**0.79**	**59.43**	**4.90**

Net Cash generated from operating activities

We generated ₹ 40.14 million net cash from operating activities during the six months ended September 30, 2022. While our profit before tax was ₹ 137.54 million, we had an operating profit before working capital changes of ₹ 162.46 million, primarily due to adjustments for depreciation and amortization expense of ₹ 12.98 million, finance costs of ₹ 12.61 million and provision for doubtful debts ("**ECL**") of ₹ 0.37 million, which were partially offset by interest income amounting to ₹ 0.20 million and write back of net sundry balances no longer payable of ₹ 0.84 million. Our adjustments for working capital changes for the six months ended September 30, 2022 primarily consisted of (i) increases in trade receivables of ₹ 42.05 million, (ii) increase in inventories of ₹ 60.31 million, and (iii) increase in other financial assets of ₹ 9.47 million, which was partially offset by (i) a decrease in trade payables of ₹ 29.81 million and (ii) increase in other liabilities of ₹ 2.13 million. Our cash generated from operating activities was ₹ 80.93 million, adjusted by direct tax paid (net of refund) of ₹ 40.79 million.

We generated ₹ 24.99 million net cash from operating activities during the six months ended September 30, 2021. While our profit before income tax was ₹ 131.62 million, we had an operating profit before working capital changes of ₹ 157.38 million, primarily due to adjustments for depreciation and amortization expense of ₹ 12.11 million, finance costs of ₹ 12.97 million, loss on sale of assets of ₹ 0.54 million and provisions for doubtful debts (ECL) of ₹ 0.31 million, which were partially offset by interest income amounting to ₹ 0.16 million. Our adjustments for working capital changes for the six months ended September 30, 2021 primarily consisted of (i) increases in trade receivables of ₹ 7.84 million, (ii) increase in inventories of ₹ 40.44 million, (iii) increase in other current assets of ₹ 21.23 million and (iv) decrease in trade payables of ₹ 55.78 million which was partially offset by (i) a decrease in other financial assets of ₹ 8.86 million and (ii) increase in other liabilities of ₹ 4.50 million. Our cash generated from operating activities was ₹ 46.72 million, adjusted by direct tax paid (net of refund) of ₹ 21.73 million.

We generated ₹ 131.10 million net cash from operating activities during Fiscal 2022. While our profit before income tax was ₹ 258.80 million, we had an operating profit before working capital changes of ₹ 308.76 million, primarily due to adjustments for depreciation and amortization expense of ₹ 24.76 million, finance costs of ₹ 24.74 million, loss on sale of assets of ₹ 0.54 million and provisions for doubtful debts (ECL) of ₹ 0.40 million, which were partially offset by interest income amounting to ₹ 0.48 million. Our adjustments for working capital changes for Fiscal 2022 primarily consisted of (i) increases in trade receivables of ₹ 82.08 million, (ii) increase in inventories of ₹ 22.00 million, (iii) decreases in trade payables of ₹ 21.32 million, and (iv) increases in other current assets of ₹ 6.81 million which was partially offset by (i) decrease in other financial assets of ₹ 8.04 million, and (ii) increase in provisions of ₹ 2.26 million. Our cash generated from operating activities was ₹ 185.77 million, adjusted by direct tax paid (net of refund) of ₹ 54.68 million.

We generated ₹ 133.67 million net cash from operating activities during Fiscal 2021. While our profit before income tax was ₹ 222.18 million, we had an operating profit before working capital changes of ₹ 250.87 million, primarily due to adjustments for depreciation and amortization expense of ₹ 18.35 million, finance costs of ₹ 16.85 million and provisions for doubtful debts (ECL) of ₹ 0.14 million, which were partially offset by gain on sale of investments of ₹ 5.95 million and interest income amounting to ₹ 0.70 million. Our adjustments for working capital changes for Fiscal 2021 primarily consisted of (i) increases in trade receivables of ₹ 57.24 million, (ii) increase in inventories of ₹ 81.13 million, (iii) increase in other financial assets of ₹ 8.55 million, and (iv) increases in other non-current assets of ₹ 2.62 million which was partially offset by (i) an increase in trade payables of ₹ 80.71 million and (ii) increase in other liabilities of ₹ 2.85 million, and (iii) decrease in other current assets of ₹ 1.25 million. Our cash generated from operating activities was ₹ 184.41 million, adjusted by direct tax paid (net of refund) of ₹ 50.74 million.

We generated ₹ 206.01 million net cash from operating activities during Fiscal 2020. While our profit before income tax was ₹ 141.75 million, we had an operating profit before working capital changes of ₹ 189.39 million, primarily due to adjustments for depreciation and amortization expense of ₹ 15.95 million, finance costs of ₹ 28.31 million, Net (Gain)/loss arising on financial asset designated as at fair value through profit and loss (FVTPL) of ₹ 3.75 million and provisions for doubtful debts (ECL) of ₹ 0.22 million, which were partially offset by interest income amounting to ₹ 0.63 million. Our adjustments for working capital changes for Fiscal 2020 primarily consisted of (i) increases in trade receivables of ₹ 11.54 million, (ii) increase in other financial assets of ₹ 2.47 million and (iii) increase in loans of ₹ 0.52 million which was partially offset by (i) decrease in inventories of ₹ 35.67 million, (ii) an increase in trade payables of ₹ 19.30 million, (iii) increase in other liabilities of ₹ 10.24 million, and (iv) increase in provisions of ₹ 5.59 million. Our cash generated from operating activities was ₹ 245.46 million, adjusted by direct tax paid (net of refund) of ₹ 39.45 million.

Net Cash (used in) investing activities

Net cash used in investing activities was ₹ 192.46 million in the six months ended September 30, 2022, primarily on account of ₹ 166.59 million used towards capital expenditure on property, plant and equipment for Dahej Phase – 1, including capital work-in-progress and capital advances of ₹ 26.16 million towards Dahej Phase – 1 which was partially offset by interest income of ₹ 0.30 million.

Net cash used in investing activities was ₹ 134.81 million in the six months ended September 30, 2021, primarily on account of ₹ 133.39 million used towards capital expenditure on property, plant and equipment for Dahej Phase – 1, including capital work-in-progress and capital advances of ₹ 2.22 million which was partially offset by proceeds from sale of plant, property and equipment of 0.65 million and interest income of ₹ 0.16 million.

Net cash used in investing activities was ₹ 333.27 million in Fiscal 2022, primarily on account of ₹ 314.57 million used towards capital expenditure on property, plant and equipment for Block-1 of our Dahej Facility, including capital work-in-progress and capital advances of ₹ 19.91 million which was partially offset by proceeds from sale of plant, property and equipment of 0.65 million and interest income of ₹ 0.56 million.

Net cash used in investing activities was ₹ 58.63 million in Fiscal 2021, primarily on account of ₹ 77.86 million used towards capital expenditure on property, plant and equipment for Plant C of Ankleshwar Facility, including capital work-in-progress which was partially offset by sale of investments of ₹ 12.20 million capital advances of ₹ 6.34 million and interest income of ₹ 0.69 million.

Net cash used in investing activities was ₹ 115.56 million in Fiscal 2020, primarily on account of ₹ 126.53 million used towards capital expenditure on property, plant and equipment for acquisition of property at Bhavnagar towards potential expansion, including capital work-in-progress which was partially offset by capital advances of ₹ 20.23 million and interest income of ₹ 0.74 million.

Net Cash generated from/ (used in) financing activities

Net cash generated in financing activities in the six months ended September 30, 2022 amounted to ₹ 173.81 million, which primarily consisted of proceeds from long-term borrowings amounting to ₹ 186.48 million and increase in short term borrowing of ₹ 21.31 million, which was partially offset by repayment of long term borrowings of ₹ 20.95 million and finance costs paid of ₹ 12.58 million and lease liability paid of ₹ 0.45 million.

Net cash generated in financing activities in the six months ended September 30, 2021 amounted to ₹ 50.80 million, which primarily consisted of proceeds from long-term borrowings amounting to ₹ 5.30 million and increase in short term borrowing of ₹ 89.47 million, which was partially offset by repayment of long term borrowings of ₹ 30.62 million and finance costs paid of ₹ 12.90 million.

Net cash generated in financing activities in Fiscal 2022 amounted to ₹ 143.54 million, which primarily consisted of proceeds from long-term borrowings amounting to ₹ 141.10 million and increase in short term borrowing of ₹ 82.32 million, which was partially offset by repayment of long term borrowings of ₹ 54.38 million, and finance costs paid of ₹ 24.60 million.

Net cash used in financing activities in Fiscal 2021 amounted to ₹ 20.51 million, which primarily consisted of proceeds from long-term borrowings amounting to ₹ 63.60 million and was mainly offset by repayment of long term borrowings of ₹ 45.73 million, decrease in short term borrowing of ₹ 20.83 million, , and finance costs paid of ₹ 16.65 million.

Net cash used in financing activities in Fiscal 2020 amounted to ₹ 85.89 million, which primarily consisted of proceeds from long-term borrowings amounting to ₹ 45.17 million and was mainly offset by repayment of long term borrowings of ₹ 66.24 million, decrease in short term borrowing of ₹ 35.86 million, and finance costs paid of ₹ 28.05 million.

Capital and other commitments

The estimated amount of contracts remaining to be executed on capital account and not provided for, net of advances received, as of September 30, 2022, September 30, 2021, March 31, 2022, March 31, 2021 and March 31, 2020 was ₹ 255.80 million, ₹ 5.47 million, ₹ 230.92 million, Nil and ₹ 16.70 million, respectively.

Capital expenditure

Capital expenditures consist primarily of investments in new manufacturing facilities and equipment. We also make investments at our manufacturing facilities to add new technologies, modernize facilities and expand our product lines. Capital expenditure will vary from year to year depending upon a number of factors, including the need to replace equipment and the timing of certain projects, such as investment in new technologies. In the six months ended September 30, 2022 and September 30, 2021 and for the Fiscal 2022, Fiscal 2021 and Fiscal 2020, we incurred capital expenditure of ₹ 5.54 million, ₹ 9.82 million, ₹ 168.10 million, ₹ 111.51 million and ₹ 92.57 million, respectively. A significant amount of our capital expenditure was aimed at constructing manufacturing and other facilities, increasing our manufacturing capacities and diversifying our product base.

Contingent liabilities and commitments

Contingent liabilities and commitments, to the extent not provided for, as of September 30, 2022, March 31, 2022, 2021 and 2020, as determined in accordance with Ind AS 37, are described below.

(₹ in millions)

Particulars	As on September 30, 2022	As on September 30, 2021	As on March 31, 2022	As on March 31, 2021	As on March 31, 2020
(a) Contingent liabilities					
(i) Claims against the company not acknowledged as debts (on account of outstanding law suits)	-	-	-	-	-
(b) No provision has been made for following demands raised by the authorities since the company has reason to believe that it would get relief at the appellate stage as the said demand are excessive and erroneous					
(i) Disputed Income tax Liability	2.37	3.64	4.12	3.64	4.30
(ii) Disputed VAT & CST	-	0.11	0.11	0.11	2.49
(c) Guarantees given by Banks to third parties on behalf of the company	31.47	5.85	2.54	24.17	14.98
(d) Commitments					
(i) Estimated amount of contracts remaining to be executed on capital account & not provided for Net of Advances	255.80	5.47	230.92	-	16.70
(ii) Other Commitments -	-	-	-	-	-

Financial indebtedness

The following table sets forth our secured and unsecured debt position as of September 30, 2022 and March 31, 2022.

(₹ in millions)

Indebtedness	As of September 30, 2022	As of March 31, 2022
Short Term		
- Secured Borrowings, comprising of:	**264.55**	**226.35**
- Loans repayable on demand from Banks	206.04	184.72
- Current maturities of long-term debt	58.52	41.63
- Unsecured Borrowing	**-**	**-**
Long Term		
- Secured Borrowings, comprising of:	**341.63**	**1,93.00**
- Borrowings from financial institutions	400.15	2.34.62
- Equipment loan	-	0.00
Less: Current maturities of long-term debt	58.52	41.63
Total Indebtedness	**606.18**	**419.35**

Quantitative and qualitative disclosures about market risk

We are exposed to market risks that are related to the normal course of our operations such as interest rate, liquidity risk, foreign exchange risk and reputational risk, which may affect economic growth in India and the value of our financial liabilities, our cash flows and our results of operations.

Interest rate risk

Our Company's exposure to the risk of change in market interest rates primarily relates to our debt obligations with floating interest rates. We manage our interest rate risk through selection of appropriate type of borrowings and by negotiations with bankers.

Our borrowings, which are all in the nature of variable rate borrowings, are subject to interest rate risk. Below is the overall exposure of our borrowings:

Credit risk

Credit risk is the risk of financial loss to our Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

Our credit risk on cash and cash equivalents is limited, since we maintain deposits with banks and financial institutions with high credit ratings assigned by domestic credit rating agencies. Our credit risk, therefore, principally arises from our Company's trade receivables from customers. Such credit risk is mainly influenced by the individual characteristics of each customer of our Company. However, our management also considers factors that may influence the credit risk of our customer base, including the risk of default associated with the industry and country in which our customers operate in.

During the six months ended September 30, 2022, Fiscal 2022, Fiscal 2021 and Fiscal 2020, we have not made any provisions on expected credit loss on trade receivables.

Liquidity risk

Liquidity risk is the risk that our Company will be unable or encounter difficulty to meet financial liabilities obligations through cash settlement or by delivering other financial assets.

Our treasury department is responsible for liquidation and funding requirements and liquidity policies and procedures are also overseen by our management. Our Company's approach in managing liquidity is to ensure that we have sufficient liquidity to meet our liabilities when they are due, under both normal and stressed conditions, and without incurring unacceptable losses or putting our Company's reputation at risk.

Our principal sources of liquidity are cash and cash equivalents and cash flow generated from our operations.

The table below sets out an analysis of our working capital and current ratio as at September 30, 2022, and March 31, 2022, 2021 and 2020:

(₹ in millions, except ratios)

	As of September 30, 2022	As of March 31,		
		2022	2021	2020
Total Current Assets (A)	758.38	634.15	591.08	391.16
Total Current Liabilities (B)	543.49	481.32	422.48	360.92
Working Capital (A-B)	214.89	152.83	168.60	30.24
Current Ratio	1.40	1.32	1.40	1.08

The table below sets out our exposure to financial liabilities based on the contractual maturity as at the reporting date:

(₹ in millions)

	Carrying value	Less than 1 year	More than 1 year	Total
As at September 30, 2022				
Borrowings	606.19	264.55	341.63	606.19
Trade payables	238.30	238.30	Nil	238.30
Lease Liabilities	0.41	0.41	Nil	0.41
Other liabilities	0.54	0.54	Nil	0.54
As at March 31, 2022				
Borrowings	419.35	226.35	193.00	419.35
Trade payables	209.34	209.34	Nil	209.34
Lease Liabilities	0.83	0.83	Nil	0.83
Other liabilities	0.41	0.41	Nil	0.41
As at March 31, 2021				
Borrowings	250.31	154.51	95.79	250.31
Trade payables	230.65	230.65	Nil	230.65
Lease Liabilities	1.59	0.76	0.83	1.59
Other liabilities	0.65	0.65	Nil	0.65
As at March 31, 2020				
Borrowings	253.26	175.34	77.92	253.26
Trade payables	149.95	149.95	Nil	149.95
Lease Liabilities	2.29	0.70	1.59	2.29
Other liabilities	0.40	0.40	Nil	0.40

Foreign exchange rate risk

Reservations, qualifications and adverse remarks included in financial statements

There have been no reservations or qualifications or adverse remarks of our Statutory Auditors in the last three fiscal years.

Off-balance sheet arrangements

We do not have any off-balance sheet arrangements, derivative instruments or other relationships with other entities that would have been established for the purpose of facilitating off-balance sheet arrangements.

Related party transactions

We enter into various transactions with related parties. For further information see "*Restated Financial Information- Note 39 - Related Party Disclosures*" on page 335 of this Draft Red Herring Prospectus.

Significant economic changes

Other than as described above, to the knowledge of our management, there are no other significant economic changes that materially affect or are likely to affect income from continuing operations.

Unusual or infrequent events of transactions

Except as described in this Draft Red Herring Prospectus, there have been no other events or transactions that, to our knowledge, may be described as "unusual" or "infrequent".

Known trends or uncertainties

Our business has been affected and we expect will continue to be affected by the trends identified above in the heading titled "*Principal Factors Affecting Our Financial Condition and Results of Operations*" and the uncertainties described in the section titled "*Risk Factors*" beginning on pages 367 and 31, respectively of this Draft Red Herring Prospectus. To our knowledge, except as described or anticipated in this Draft Red Herring Prospectus, there are no known factors which we expect will have a material adverse impact on our revenues or income from continuing operations.

Future relationship between cost and income

Other than as described elsewhere in this Draft Red Herring Prospectus, including disclosure regarding the impact of COVID-19 on our operations, to the knowledge of our management, there are no known factors that might affect the future relationship between costs and revenues.

Significant developments after September 30, 2022 that may affect our future results of operations

- We have commissioned a new manufacturing facility at Plot No. D-3/27/3, GIDC Estate, Dahej-3, Bharuch 392130, Gujarat with a volumetric reactor capacity of 108.80 KL in March, 2023.

- The Company has allotted 33,520,764 bonus equity shares credited as fully paid-up equity shares in the ratio of 3:1, i.e. three bonus shares for every share held out of its amount standing to the credit of the Company's free reserve/ profit and loss account/ securities premium account, as are permissible to be utilized for the purpose, as per the audited accounts of the Company for financial year ended March 31, 2022 to the equity shareholders registered in the books of the Company at close of the extra ordinary general meeting held on November 12, 2022.

- The Company has increased the working capital facility from State Bank of India by way of Board resolution dated January 19, 2023 from ₹ 208.00 million to ₹ 330.00 million.

- The Company has increased the term loan and working capital facility from HDFC Bank by way of Board resolution dated January 19, 2023 from ₹ 450.00 million to ₹ 650.00 million.

- The Company has re-paid working capital facility of DBS bank of ₹ 90.00 million and letter submitted to DBS bank for closure of accounts dated February 28, 2023.

Except for the foregoing and as otherwise stated in this Draft Red Herring Prospectus, no circumstances have arisen since the date of the Restated Financial Information as disclosed in this Draft Red Herring Prospectus which materially or adversely affect or are likely to affect our operations or profitability, the value of our assets or our ability to pay our material liabilities within the next twelve months.

SECTION VIII: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND OTHER MATERIAL DEVELOPMENTS

*Except as stated below there are no outstanding (i) criminal proceedings (including any notices received for such criminal proceedings), (ii) actions taken by statutory or regulatory authorities, (iii) claims for any direct or indirect tax liabilities; or (iv) proceedings (other than proceedings covered under (i) to (iii) above) which have been determined to be material pursuant to the Materiality Policy, involving our Company, Directors or Promoter (collectively, the "**Relevant Parties**").*

In relation to (iv) above, in terms of the Materiality Policy, any outstanding litigation involving our Company, our Promoter and our Directors have been considered "material" for the purposes of disclosure in the Offer Documents, in case of any of the following:

a) The aggregate monetary claim made by or against the Relevant Parties, individually or in the aggregate, in any such pending litigation / arbitration proceeding is in excess of 1% of our Company's profit after tax, derived from the most recently completed fiscal year as per the Restated Financial Information. The profit after tax of our Company for Fiscal 2022 is ₹ 192.33 million, and accordingly, all litigation involving the Relevant Parties, in which the amount involved exceeds ₹ 1.92 million have been considered as material, if any;

b) Any such litigation wherein a monetary liability is not quantifiable, or which does not fulfil the threshold as specified in (a) above, but the outcome of which could, nonetheless, have a material adverse bearing on the business, operations, performance, prospects, or reputation of our Company; or

c) Litigations where the decision in one litigation is likely to affect the decision in similar litigations such that the cumulative amount involved in such cases exceeds 1% of the Company's profit after tax, even though the amount involved in an individual litigation may not exceed 1% of the Company's profit after tax derived from the most recently completed fiscal year as per the Restated Financial Information.

Further, except as disclosed in this section, there are no (i) disciplinary action taken against our Promoter by SEBI or any Stock Exchange in the five Fiscals preceding the date of this Draft Red Herring Prospectus; and (ii) any litigation involving any of our Group Companies which may have a material impact on our Company.

For the purposes of the above, pre-litigation notices received by the Relevant Parties and Group Companies from third parties (excluding governmental/statutory/regulatory/tax/judicial authorities or notices threatening criminal action) shall, in any event, not be considered as litigation until such time that Relevant Parties are impleaded as defendants in proceedings initiated before any court, tribunal or governmental authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced.

In terms of the Materiality Policy, details of all the criminal matters initiated by or against the Company, its Group Companies, its directors, its promoters which are at the first information report stage and no/some cognizance has been taken by the court shall be disclosed.

All terms defined in a particular litigation disclosure below are for that particular litigation only.

Further, in terms of the Materiality Policy, a creditor of our Company shall be considered 'material' if the amount due to such creditor exceeds 5% of the total trade payables of our Company as of the end of the most recent period covered in the Restated Financial Information. The total trade payables of our Company as on September 30, 2022 was ₹ 238.30 million. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds ₹ 11.91 million as on September 30, 2022.

Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus.

Litigation proceedings involving our Company

I. Litigation proceedings initiated against our Company

(a) Criminal proceedings

Nil

(b) Statutory or regulatory proceedings

Nil

(c) Other material pending proceedings

Nil

II. Litigation proceedings initiated by our Company

(a) Criminal proceedings

Nil

(b) Statutory or regulatory proceedings

Nil

(c) Other material pending proceedings

Nil

Litigation proceedings involving our Directors

I. Litigation proceedings initiated against our Directors

(a) Criminal proceedings

Nil

(b) Statutory or regulatory proceedings

Nil

(c) Other material pending proceedings

Nil

II. Litigation proceedings initiated by our Directors

(a) Criminal proceedings

Nil

(b) Statutory or regulatory proceedings

Nil

(c) Other material pending proceedings

Nil

Litigation proceedings involving our Promoter

I. Litigation proceedings initiated against our Promoter

(a) Criminal proceedings

Nil

(b) Statutory or regulatory proceedings

Nil

(c) Other material pending proceedings

Nil

(d) Disciplinary action taken against our Promoter in the five Fiscals preceding the date of this Draft Red Herring Prospectus by SEBI or any stock exchange

Nil

II. Litigation proceedings initiated by our Promoter

(a) Criminal proceedings

Nil

(b) Statutory or regulatory proceedings

Nil

(c) Other material pending proceedings

Nil

Litigation proceedings involving our Group Companies

Nil

Tax Litigations

Except as disclosed below, there are no pending claims related to direct or indirect taxes involving our Company, our Promoter or our Directors:

Nature of proceeding	Number of proceedings outstanding	Amount involved* (in ₹ million)
Company		
Direct tax**	3	2.37
Indirect tax	Nil	Nil
Directors		
Direct tax	2	2.06
Indirect tax	Nil	Nil
Promoter		
Direct tax	2**	2.06
Indirect tax	Nil	Nil

**To the extent quantifiable*
***Inclusive of the direct tax proceedings against the Director (who is also a Promoter of our Company)*

Outstanding dues to small scale undertakings or any other creditors

In terms of the Materiality Policy, our Board considers such creditors 'material' to whom the amount due exceeds

5% of the total trade payables as at the end of the latest period of the Restated Financial Information, i.e., ₹ 11.91 million, as of September 30, 2022 ("**Material Creditors**").

As of September 30, 2022, our Company owed a total sum of ₹ 238.30 million to 248 creditors. The details of our outstanding dues to MSMEs, our Material Creditors and other creditors, as on September 30, 2022 are as follows:

Particulars	Number of creditors	Amount due (in ₹ million)**
Micro, small or medium enterprises	99	74.37
Other Creditors	149	163.93
Total creditors*	**248**	**238.30**
**Of the above Total Creditors, Material Creditors*	*7[#]*	*154.37*

***As certified by CNK & Associates LLP, Chartered Accountants vide their certificate dated March 27, 2023.*
[#]Includes two MSME creditors

For complete details of outstanding dues to Material Creditors, see https://spcls.co.in/material-creditors/.

Material Developments

Other than as stated in '*Management's Discussion and Analysis of Financial Condition and Results of Operations'* on page 365, there have not arisen, since the last period disclosed in the Restated Financial Information in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect or are likely to affect our profitability taken as a whole or the value of our assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

Set out below is an indicative list of licenses, approvals, registrations, and permits obtained by our Company which are considered material and necessary for the purpose of undertaking its business activities, and except as disclosed herein, we have obtained all material consents, licenses, registrations, permissions and approvals from various governmental, statutory and regulatory authorities, which are considered material and necessary for undertaking the current business activities and operations of our Company. Other than as stated below, no further material approvals from any regulatory authority are required to undertake the Offer or continue such business activities. In the event that any of the approvals and licenses that are required for our business operations expire in the ordinary course of business, we make applications for their renewal from time to time. For details in connection with the regulatory and legal framework within which our Company operates, see section "Key Regulations and Policies" on page 237.

For details of risk associated with not obtaining or delay in obtaining the requisite approvals, see "Risk Factors – 6. Non-compliance with and changes in, safety, health, environmental and labour laws and other applicable regulations, may adversely affect our business, financial condition and results of operations". Non-compliance with and changes in, safety, health, environmental and labour laws and other applicable regulations, may adversely affect our business, financial condition and results of operations." on page 35.

I. Approvals relating to the Offer

For the approvals and authorisations obtained by our Company in relation to the Offer, see "*Other Regulatory and Statutory Disclosures – Authority for the Offer*" on page 411.

II. Incorporation details

(i) Certificate of incorporation dated June 15, 2005 issued by the RoC to our Company in our former name, being SPC Life Sciences Private Limited.

(ii) Fresh certificate of incorporation dated March 17, 2023 with CIN number U24230GJ2005PLC046252 issued by the RoC on account of change from a private to a public limited company.

III. Material approvals in relation to the business and operations of our Company

We require various approvals to carry on our business in India. Some of these may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with applicable procedures and requirements as disclosed below. We have received the following material approvals pertaining to our business:

A. Tax related approvals

(i) The permanent account number of our Company is AAJCS0610G issued by the Income Tax Department, Government of India.

(ii) The tax deduction and collection account number of our Company is BRDS04895C issued by the Income Tax Department, Government of India.

(iii) The GST registration number of our Company is 24AAJCS0610G1ZT, issued by the Government of India for GST payments in the state of Gujarat where our business operations are situated.

(iv) The Company is registered with the Central Board of Excise and Customs (currently known as the Central Board of Indirect Taxes and Customs) under registration number AAJCS0610GSD004 with the nature of registration as a single premise, dated December 28, 2015.

(v) The Company is registered with the Central Board of Excise and Customs (currently known as the Central Board of Indirect Taxes and Customs) under registration number AAJCS0610GEM003 for the purpose of operating as a manufacturer of excisable goods, dated May 18, 2015.

(vi) Certificate of registration bearing number 24690202909 registering the Company as a dealer as per Section 7(1)/7(2) of the Central Sales Tax, 1956, as amended issued by the Commissioner of Commercial Tax, Gujarat as per the Central Sales Tax (Registration and Turnover) Rules, 1957 dated July 25, 2005.

(vii) Certificate of registration bearing number AAJCS0610GXM001 registering the Company for manufacturing of excisable goods and for operating an export-oriented undertaking for the unit at Plot No. 3611/1, 2 and 3, GIDC, Ankleshwar Industrial Estate, Bharuch, Gujarat as per rule 9 of the Central Excise Rules, 2002, as amended issued by the Assistant Commissioner of Central Excise, Ankleshwar.

(viii) Certificate of registration bearing number AAJCS0610GST001 registering the Company as a goods transport exporter for the unit at Plot No. 3611/1, 2 and 3, GIDC, Ankleshwar Industrial Estate, Bharuch, Gujarat as per Section 69 of the Finance Act, 1994 issued by the Superintendent, Assistant Commissioner of Central Excise, Ankleshwar.

(ix) Certificate of registration bearing number 24190202909 under the Gujarat Value Added Tax Act, 2003, as amended issued by the Commercial Taxes Department, Government of Gujarat.

B. Labour/employment related approvals

(i) Under the provisions of the Employees' Provident Fund and Miscellaneous Provisions Act, 1972, as amended, our Company has been allotted the code number SRBRH0033145000.

(ii) Under the provisions of the Employees State Insurance Act, 1948, as amended, our Company has been allotted the code number 38000350070000304.

C. Importer-Exporter Code

Certificate of Importer-Exporter Code ("**IEC**") dated July 14, 2005 (last modified November 2, 2022), granting the IEC number 3405001676, issued by the Directorate General of Foreign Trade, Ministry of Commerce and Industry, Government of India.

D. Approvals in relation to our operations

(i) Certificate of recognition as a 'One Star Export House' as per the provisions of the Foreign Trade Policy, 2015-2020 by the Directorate General of Foreign Trade, Ministry of Commerce and Industry, Government of India.

(ii) For our manufacturing facility at Ankleshwar, Gujarat, we have obtained the following:

a) Certificate of registration and factory license as per the Factories Act, 1948, as amended (and rules made thereunder), for the unit at Plot No. 3612, GIDC Estate, Ankleshwar, Gujarat by the Joint Director, Industrial Safety and Health, Ahmedabad Region, Directorate Industrial Safety and Health, Gujarat State;

b) Certificate of registration and factory license as per the Factories Act, 1948, as amended (and rules made thereunder), for the unit at Plot No. 3611/1, 2, 3 & 4, GIDC Estate, Ankleshwar, Gujarat by the Director, Industrial Safety and Health, Gujarat State;

c) License to import and store petroleum under the provisions of the Petroleum Act, 1934, as amended, for the unit at Plot No. 3611/1, 2 & 3, GIDC Estate, Ankleshwar, Gujarat by the Petroleum and Explosives Safety Organization, Ministry of Commerce and Industry, Government of India;

d) License to manufacture for sale (or for distribution) of drugs other than those specified in Schedule C, C(1) and X to the Drugs and Cosmetics Rules, 1945, under the provisions of the Drugs and Cosmetics Act, 1945 for unit at Plot No. 3611/1, 2, 3 & 4, GIDC Estate, Ankleshwar, Gujarat by the Commissioner, Foods and Drugs Control Administration, Gujarat State;

e) Certificate of good manufacturing practices ("**GMP**") under the provisions of the Drugs and Cosmetics Act, 1945, as amended for the unit at Plot No. 3611/1, 2, 3 & 4, GIDC Estate, Ankleshwar, Gujarat by the Commissioner, Foods and Drugs Control Administration, Gujarat State;

f) Registration certificate for the possession, consumption, purchase and storage of acetic anhydride under the provisions of the Narcotics Drugs and Psychotropic Substances Act, 1985, as amended, for the unit at Plot No. 3611/1, 2, 3 & 4, GIDC Estate, Ankleshwar, Gujarat by the zonal director, Narcotics Control Bureau, Ahmedabad;

g) Certificate for use of a boiler GT-7711 and GT-6404 under the provisions of the Boilers Act, 1923, as amended, for the unit at Plot No. 3611/1, 2, 3 & 4, GIDC Estate, Ankleshwar, Gujarat by the Assistant Director of Boilers, Gujarat Boiler Inspection Department;

h) Consolidated consent and authorization (consent under the provisions of the Water Act, 1974, as amended, Air Act, 1981, as amended, and authorization under the provisions of the Environment (Protection) Act, 1986, as amended) to operate industrial plants and manufacture products for the unit at Plot No. 3611/1, 2, 3 & 4, GIDC Estate, Ankleshwar, Gujarat by the Gujarat Pollution Control Board;

i) Provisional consent order AWH-124324 for the consolidated application number 267247 for the consolidated consent and authorization (consent under the provisions of the Water Act, 1974, as amended, Air Act, 1981, as amended, and authorization under the provisions of the Environment (Protection) Act, 1986, as amended) to operate industrial plants and manufacture products for the unit at Plot No. 3612, GIDC Estate, Ankleshwar, Gujarat; and

j) Certificate of registration under the Contract Labor (Regulation and Abolition) Act, 1970 for the unit at Plot No. 3611/2, GIDC Estate, Ankleshwar, Gujarat by the Assistant Labour Commissioner, Bharuch, Government of Gujarat.

(iii) For our manufacturing facility at Dahej, Gujarat, we have obtained the following:

a) Environmental clearance under the provisions of the Environmental Impact Assessment notification dated September 14, 2006 for the proposed unit at Plot No. D-3/27/3, Dahej Industrial Estate, Gujarat by the State Level Environment Impact Assessment Authority, Gujarat;

b) Consent to establish under the provisions of the Water Act, 1974, as amended and Air Act, 1981, as amended for manufacturing of products as mentioned in the environmental clearance above by the Gujarat Pollution Control Board;

c) Approval of factory maps under the provisions of the Factories Act, 1948, as amended for the unit at Plot No. D-3/27/3, Dahej Industrial Estate, Gujarat by the Director, Industrial Safety and Health, Gujarat State, Ahmedabad;

d) Certificate of registration bearing number BCH/2022/CLRA/3 under the provisions of the Contract Labour (Regulation and Abolition) Act, 1970, as amended for the unit at Plot No. D-3/27/3, Dahej Industrial Estate, Gujarat by the Assistant Labour Commissioner, Bharuch, Government of Gujarat;

e) Provisional membership certificate for Dahej Common Effluent Treatment Plant ("**CETP**") and final disposal into the sea for the unit at Plot No. D-3/27/3, Dahej Industrial Estate, Gujarat by the Gujarat Industrial Development Corporation; and

f) Certificate of water supply assurance for the unit at Plot No. D-3/27/3, Dahej Industrial Estate, Gujarat by the Gujarat Industrial Development Corporation.

E. Material Approvals applied for by our Company but, yet to receive grant

Nil

F. *Material Approvals that have expired and for which renewal applications have been made:*

Nil

G. *Material Approvals that have expired and for which renewal applications are yet to be made:*

Nil

H. *Material approvals required but not obtained or applied for by our Company:*

Nil

IV. **Other Approvals applied for by our Company but, yet to receive grant**

Sr. No.	Nature of Approval	Location	Date of application
1.	Boiler inspector approval by the Assistant Director of Boilers, Gujarat Boiler Inspection Department	Plot No. D-3/27/3, Dahej Industrial Estate, Gujarat	November 25, 2022
2.	New connection for High Tension/Extra High Tension Service, Dakshin Gujarat Vij Company Limited	Plot No. D-3/27/3, Dahej Industrial Estate, Gujarat	September 30, 2022
3.	License to store petroleum products in barrels under the provisions of the Petroleum Rules, 2002, as amended, Petroleum and Explosives Safety Organization, Ministry of Commerce and Industry, Government of India	Plot No. D-3/27/3, Dahej Industrial Estate, Gujarat	March 7, 2023
4.	License to import and store petroleum in AG/UG tanks under the provisions of the Petroleum Rules, 2002, as amended, Petroleum and Explosives Safety Organization, Ministry of Commerce and Industry, Government of India	Plot No. D-3/27/3, Dahej Industrial Estate, Gujarat	March 7, 2023

V. **Other approvals required but not obtained or applied for by our Company:**

As on the date of this Draft Red Herring Prospectus, the Company is in the process of applying for the certificate of good manufacturing practices ("**GMP**") under the provisions of the Drugs and Cosmetics Act, 1945, as amended for the unit at Plot No. D-3/27/3, Dahej Industrial Estate, Gujarat.

VI. **Intellectual Property**

As on the date of this Draft Red Herring Prospectus, the Company has the following intellectual property rights ("**IPR**"):

Sr. No.	Description of the IPR	Issuing Authority	Registration Number	Date of expiry
1.	Certificate of invention patent for the preparation process of methyl-methyl-3,4-dihydro-2H-pyran-3-carboxylate	State Intellectual Property Office of People's Republic of China	2520180011151.1	20 years from February 24, 2011 (date of application)
2.	Patent for invention entitled "Process for the preparation of methyl-methyl-3,4-dihydro-2H-pyran-5-carboxylate"	Controller General of Patent, Design and Trade Marks, The Patent Office, Government of India	265920	20 years from March 2, 2010 (date of filing)

As on the date of this Draft Red Herring Prospectus, our Company has applied for the registration of the following IPR:

Sr. No.	Description of the IPR	Authority	Date of application
1.	Registration for preparation of intermediate for an API for the cardiovascular therapeutic segment)	Controller of Patents, the Patent Office, Mumbai	December 31, 2020
2.	Registration of a trademark for the Company logo under trademark class 5	Trade Marks Registry, Ahmedabad	February 21, 2023

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorized by a resolution of our Board of Directors dated March 20, 2023, and the Fresh Issue has been authorised by a special resolution of our Shareholders in their EGM held on March 21, 2023.

This Draft Red Herring Prospectus has been approved by our Board pursuant to a resolution passed on March 27, 2023.

The Promoter Selling Shareholder has confirmed and approved his participation in the Offer for Sale in relation to his portion of Offered Shares vide the consent letter dated March 27, 2023. Further, our Board has taken on record the consent of the Promoter Selling Shareholder to participate in the Offer for Sale pursuant to the resolution dated March 27, 2023. For details, see "*The Offer*" on page 72.

The Promoter Selling Shareholder, specifically confirms that, as required under Regulation 8 of the SEBI ICDR Regulations, he has held his portion of the Offered Shares for a period of at least one year prior to the filing of this Draft Red Herring Prospectus and are eligible for being offered in the Offer for Sale. For more details, see "*Capital Structure*" beginning on page 90.

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively.

Prohibition by SEBI or other Governmental Authorities

Our Company, its Promoter, members of the Promoter Group, Directors, persons in control of our Company (being the Promoter) are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

None of the companies with which our Promoter and Directors are associated with as promoter, directors or persons in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities.

None of our Directors are associated with securities market in any manner including securities market related business, in any manner and there have been no outstanding actions initiated by SEBI against our Directors in the five years preceding the date of this Draft Red Herring Prospectus.

Our Company, its Promoter or Directors have not been declared as wilful defaulter or fraudulent borrower by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the RBI.

Our Promoter or Directors have not been declared as fugitive economic offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.

Confirmation in relation to RBI Circular dated July 1, 2016

Neither our Company, nor our Promoter or Directors have been declared as fraudulent borrowers by the lending banks or financial institution or consortium, in terms of the Master Directions on Frauds – Classification and Reporting by commercial banks and select FIs dated July 1, 2016, as amended, issued by the Reserve Bank of India.

Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, its Promoter and members of the Promoter Group confirms that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, in relation to the Company, as on the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- Our Company has net tangible assets of at least ₹30 million, calculated on a restated basis, in each of the preceding three full years (of 12 months each), of which not more than 50% are held in monetary assets;

- Our Company has an average operating profit of at least ₹150 million, calculated on a restated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years;

- Our Company has a net worth of at least ₹10 million in each of the preceding three full years (of 12 months each), calculated on a restated basis; and

- Our Company has not changed its name in the last one year.

Our Company's pre-tax operating profits, net worth, restated net tangible assets and restated monetary assets derived from the Restated Financial Information included in this Draft Red Herring Prospectus as at, and for the last three years ended March 31 are set forth below:

Derived from our Restated Financial Information:

S. No.	Particulars	As at and for the year ended March 31, 2022	As at and for the year ended March 31, 2021	As at and for the year ended March 31, 2020
A.	Restated net tangible assets[1] (A) (₹ in million)	684.46	489.82	322.06
B.	Restated monetary assets[2] (B) (₹ in million)	0.79	59.43	4.90
C.	% of Monetary assets to net tangible assets (B/A*100), as restated	0.12%	12.13%	1.52%
D.	Pre-tax operating profits, as restated[3] (₹ in million)	276.07	201.15	168.33
E.	Net worth[4], as restated (₹ in million)	686.97	493.18	326.30

Notes:

(1) "Net tangible assets" means the sum of all net assets of the Company as per the Restated Financial Information excluding Intangible Assets (as per IND AS- 38), Deferred Tax Assets (net) (as per IND AS-12) and Right of Use Assets (as per IND AS- 116) reduced by Total Liabilities (excluding lease liabilities) of the Company, as defined under the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015).

(2) "Monetary assets" are defined as amount of 'Cash and Cash equivalents' as per the Restated Financial Information, (excluding fixed deposits with banks not considered as cash and cash equivalent).

(3) "Average Pre-Tax Operating Profit" means restated profit before tax excluding other income, finance costs and exceptional items.

(4) "Net worth" means the aggregate value of paid-up share capital and other equity created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, derived from the Restated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

The average of pre-tax operating profits for the Fiscal 2022, Fiscal 2021 and Fiscal 2020 of our Company was ₹ 215.18 million.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000, failing which the entire application monies shall be refunded forthwith in accordance with SEBI ICDR Regulations and other applicable laws. In case of delay, if any, in refund within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

The status of compliance of our Company with the conditions as specified under Regulations 5 and 7(1) of the SEBI ICDR Regulations are as follows:

(i) Our Company, our Promoter, members of the Promoter Group, the Promoter Selling Shareholder and our Directors are not debarred from accessing the capital markets by SEBI;

(ii) The companies with which our Promoter or our Directors are associated as a promoter or director are not debarred from accessing the capital markets by SEBI;

(iii) Neither our Company, nor our Promoter, or Directors is a wilful defaulter or a fraudulent borrower (as defined in the SEBI ICDR Regulations);

(iv) None of our Directors has been declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018;

(v) There are no outstanding convertible securities of our Company or any other right which would entitle any person with any option to receive Equity Shares of our Company as on the date of filing of this Draft Red Herring Prospectus;

(vi) Our Company has entered into tripartite agreements dated December 22, 2022 and March 1, 2023 with NSDL and CDSL, respectively, for dematerialization of the Equity Shares;

(vii) The Equity Shares of our Company held by the Promoter are in the dematerialised form;

(viii) Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Offer shall be not less than 1,000, failing which, the entire application money will be refunded forthwith;

(ix) All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus; and

(x) There is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, BEING AMBIT PRIVATE LIMITED AND HDFC BANK LIMITED ("BRLMs"), HAS CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI ICDR REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE PROMOTER SELLING SHAREHOLDER WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY HIM IN THE DRAFT RED HERRING PROSPECTUS IN RELATION TO HIMSELF FOR HIS RESPECTIVE PORTION OF OFFERED SHARES, THE BRLMS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE PROMOTER SELLING SHAREHOLDER DISCHARGES THEIR RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLMS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED MARCH 27, 2023 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(FORM A) OF THE SEBI ICDR REGULATIONS.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BRLMS, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to this Offer will be complied with at the time of filing of the Red Herring Prospectus with the Registrar of Companies in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to this Offer will be complied with at the time of filing of the Prospectus with the Registrar of Companies in terms of sections 26, 32, 33(1) and 33(2) of the Companies Act, 2013.

Disclaimer from our Company, our Directors, the Promoter Selling Shareholder and BRLMs

Our Company, the Promoter Selling Shareholder, our Directors and the BRLMs accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our instance and anyone placing reliance on any other source of information, including our Company's website at www.spcls.co.in, or the respective websites of any affiliate of our Company would be doing so at his or her own risk.

Unless required by law, the Promoter Selling Shareholder accepts no responsibility for any statements and undertakings, except such statements and undertakings made or confirmed by him in this Draft Red Herring Prospectus specifically in relation to himself, and his respective Offered Shares, are true and correct.

All information shall be made available by our Company, Promoter Selling Shareholder and the BRLMs to the Bidders and the public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, the Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Promoter Selling Shareholder, the Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, the Promoter Selling Shareholder, their respective group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Promoter Selling Shareholder, and their respective group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of Jurisdiction

This Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, systemically important NBFCs registered with the RBI) and permitted Non-Residents including FPIs and Eligible NRIs and AIFs that they are eligible under all applicable laws and regulations to purchase the Equity Shares. This Draft Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform him or herself about, and to observe, any such restrictions. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India.

Neither the delivery of this Draft Red Herring Prospectus nor the offer of the Offered Shares shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or the Promoter Selling Shareholder since the date of this Draft Red Herring Prospectus or that the information contained herein is correct as of any time subsequent to this date.

No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

Eligibility and Transfer Restrictions

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in 'offshore transactions' as defined in, and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Disclaimer Clause of NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Listing

The Equity Shares proposed to be issued through the Red Herring Prospectus and the Prospectus are proposed to be listed on BSE and NSE. Applications will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permissions to deal in, and for an official quotation of, the Equity Shares are not granted by any of the Stock Exchanges mentioned above, our Company will forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus, in accordance with applicable law and the Promoter Selling Shareholder will be liable to reimburse our Company for any such repayment of monies, on its behalf, with respect to the Promoter Selling Shareholder Offered Shares. If such money is not repaid within the prescribed time, then our Company and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law. For the avoidance of doubt, subject to applicable law, the Promoter Selling Shareholder shall not be responsible to pay interest for any delay, except to the extent that such delay has been caused by any act or omission solely attributable to the Promoter Selling Shareholder.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges are taken within six Working Days from the Bid/ Offer Closing Date or within such other period as may be prescribed.

If our Company does not Allot the Equity Shares within six Working Days from the Bid/ Offer Closing Date or within such timeline as prescribed by SEBI, all amounts received in the Public Offer Accounts will be transferred to the Refund Account and it shall be utilised to repay, without interest, all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum or such other rate as may be prescribed by the SEBI from time to time, for the delayed period, subject to applicable law.

Consents

Consents in writing of the Promoter Selling Shareholder, our Directors, our Company Secretary and Compliance Officer, Legal Counsel to the Company, Legal Counsel to the BRLMs, Bankers to our Company, the BRLMs, Registrar to the Offer have been obtained; and consents in writing of the Syndicate Members, Escrow Collection Bank(s)/Refund Bank(s)/ Public Offer Account/ Sponsor Bank(s) and Monitoring Agency to act in their respective capacities, will be obtained as required under the Companies Act, 2013. All such consents have not been withdrawn until the date of this Draft Red Herring Prospectus.

Experts to the Offer

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent from the Statutory Auditors, holding a valid peer review certificate from ICAI to include their name as "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors and in respect of their examination report dated March 23, 2023, on our Restated Financial Information and on the statement of special tax benefits dated March 27, 2023 included in this Draft Red Herring Prospectus, and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under Securities Act.

Our Company has received written consents dated March 27, 2023, from the Chartered Engineer, to include their name as an "expert" as defined under Section 2(38) of the Companies Act, 2013, to the extent and in their capacity as the independent chartered engineer and in respect of the certificates issued by them and the contents of which have been included in this Draft Red Herring Prospectus. Such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under Securities Act.

Particulars regarding capital issues by our Company and listed group companies, subsidiaries, or associate entities during the last three years

Other than as disclosed in "*Capital Structure*" on page 90, our Company has not made any public/rights/composite issues during the three years preceding the date of this Draft Red Herring Prospectus.

As on date of the Draft Red Herring Prospectus, our Company does not have any listed group company or any listed subsidiary or a listed associate entity.

Commission and brokerage paid on previous issues of the Equity Shares in the last five years

Since this is the initial public issue of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since our Company's incorporation.

Performance vis-à-vis objects – public/ rights issue of our Company

Our Company has not undertaken any public issue or rights issue (as defined under the SEBI ICDR Regulations) in the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – public/ rights issue of the listed subsidiaries/listed Promoter of our Company

Our Company does not have any listed Subsidiary or listed Promoter.

Price information of past issues handled by the BRLMs

A. Ambit Private Limited

Price information of past issues handled by Ambit Private Limited during the current Financial Year and the two Financial Years preceding the current Financial Year:

S. No.	Issue Name	Issue Size (in INR Mn)	Issue price (INR)	Designated Stock Exchange as disclosed in the Red Herring Prospectus filed	Listing Date	Opening price on listing date (INR)	% change in closing price, [+/-% change in closing benchmark]- 30th calendar days from listing	% change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	% change in closing price, [+/-% change in closing benchmark]- 180th calendar days from listing
1.	Metro Brands	13,675.05	500.00	BSE	December 22, 2021	436.00	+21.77%, [+4.45%]	+14.57%, [+0.64%]	+7.93%, [-9.78%]
2.	Star Health and Allied Insurance Company Limited	60,186.84	900.00	NSE	December 10, 2021	845.00	-14.78%, [+1.72%]	-29.79%, [-6.66%]	-22.21%, [-6.25%]
3.	Ami Organics Limited	5,696.36	610.00	BSE	September 14, 2021	902.00	+116.86%,[+4.27%]	+63.94%, [+0.93%]	+47.34%, [-4.63%]
4.	Chemplast Sanmar Limited	38,500.00	541.00	NSE	August 24, 2021	550.00	+2.06%, [+5.55%]	+12.68%, [+6.86%]	-3.30%, [+3.92%]
5.	Anupam Rasayan India Limited	7,600.00	555.00	BSE	March 24, 2021	534.70	-0.11%, [-2.24%]	+29.93%, [+6.90%]	+36.96%, [+20.00%]

Source: www.nseindia.com and www.bseindia.com

Notes:

a. Offer Size derived from Prospectus/final post issue reports, as available.
b. The CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable
c. Price on NSE or BSE is considered for all of the above calculations as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
d. In case 30th/90th/180th day is not a trading day, closing price of the previous trading day has been considered.
e. In Star Health and Allied Insurance Company Limited, the issue price to eligible employees was ₹ 820 after a discount of ₹ 80 per equity share.
f. In Anupam Rasayan India Limited, the issue price to eligible employees was ₹ 500 after a discount of ₹ 55 per equity share.

Summary statement of price information of past issues handled by Ambit Private Limited:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ Mn.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2022-23*	-	-	-			-			-			-		
2021-22	4	118,058.25	-	-	1	1	-	2	-	-	2	-	1	1
2020-21	1	7,600.00	-	-	1	-	-	-	-	-	-	-	1	-

Source: www.nseindia.com and www.bseindia.com
** The information is as on the date of the document*

Note: Since 30/180 calendar days from listing date has not elapsed for certain issues, data for same is not available.

B. HDFC Bank Limited

Price information of past issues handled by HDFC Bank Limited during the current Financial Year and the two Financial Years preceding the current Financial Year:

S. No	Issue Name	Issue Size (in INR Mn)	Issue price (INR)	Listing Date	Opening price on listing date (INR)	% change in closing price, [+/-% change in closing benchmark]- 30th calendar days from listing	% change in closing price, [+/-% change in closing benchmark]- 90th calendar days from listing	% change in closing price, [+/-% change in closing benchmark]- 180th calendar days from listing
1.	Aether Industries Limited	8,080.44	642	June 03, 2022	706.15	+21.00% [-5.13%]	+34.54% [+6.76%]	+40.15% [+12.40%]
2.	Adani Wilmar Limited	36,000.00	230	February 08, 2022	227.00	+48.00% [-5.34%]	+180.96% [-4.95%]	+193.26% [+0.76%]
3.	AGS Transact Technologies Limited	6,800.00	175	January 31, 2022	176.00	-42.97% [-3.05%]	-28.63% [-1.64%]	-52.69% [-0.77%]
4.	One 97 Communications Limited	183,000.00	2,150	November 18, 2021	1,955.00	-38.52% [-4.40%]	-60.39% [-2.51%]	-72.49% [-11.17%]
5.	PB Fintech Limited	57,097.15	980	November 15, 2021	1,150.00	+14.86% [-4.33%]	-20.52% [-4.06%]	-34.16% [-12.85%]
6.	Aditya Birla Sun Life AMC Limited	27,682.56	712	October 11, 2021	715.00	-11.36% [+0.55%]	-23.85% [-0.74%]	-25.65% [-0.90%]
7.	Chemplast Sanmar Limited	38,500.00	541	August 24, 2021	550.00	+2.06% [+5.55%]	+12.68% [+6.86%]	-3.30% [+3.92%]

S. No	Issue Name	Issue Size (in INR Mn)	Issue price (INR)	Listing Date	Opening price on listing date (INR)	% change in closing price, [+/-% change in closing benchmark]- 30th calendar days from listing	% change in closing price, [+/-% change in closing benchmark]- 90th calendar days from listing	% change in closing price, [+/-% change in closing benchmark]- 180th calendar days from listing
8.	G R Infraprojects Limited	9,623.34	837	July 19, 2021	1,700.00	+90.61% [+6.16%]	+138.67% [+16.65%]	+132.16% [+16.50%]
9.	Computer Age Management Services Ltd	22,421.05	1,230	October 01, 2020	1,518.00	+5.52% [+2.37%]	+49.52% [+23.04%]	+43.67% [+26.65%]

Source: www.nseindia.com and www.bseindia.com for price information and prospectus for offer details

Notes:

1. *Designated stock exchange of the respective issuer has been considered for the pricing information.*
2. *30th calendar day has been taken as listing date plus 29 calendar days; 90th calendar day has been taken as listing date plus 89 calendar days; 180th calendar day has been taken as listing date plus 179 calendar days.*
3. *In case of reporting dates falling on a trading holiday, values for immediately previous trading day have been considered.*
4. *In G R Infraprojects Limited, the offer price to eligible employees was ₹795 after a discount of ₹42 per equity share.*
5. *In Computer Age Management Services Limited, the offer price to eligible employees was ₹1,108 after a discount of ₹122 per equity share.*
6. *In Adani Wilmar Limited, the offer price to eligible employees was ₹209 after a discount of ₹21 per equity share.*

Summary statement of price information of past issues handled by HDFC Bank Limited:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ Mn.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2022 – 23	1	8,080.44	-	-	-	-	-	1	-	-	-	-	1	-
2021 – 22	7	3,58,703.05	-	2	1	1	1	2	2	2	1	2	-	-
2020 – 21	1	22,421.05	-	-	-	-	-	1	-	-	-	-	1	-

Notes:

1. *The information is as on the date of this Draft Red Herring Prospectus.*
2. *The information for each of the financial years is based on offers listed during such financial year.*

Track record of past issues handled by the Book Running Lead Managers

For details regarding the track record of the Book Running Lead Managers, as specified in circular (reference CIR/MIRSD/1/2012) dated January 10, 2012 issued by SEBI, please see the website of the Book Running Lead Managers at www.ambit.co and www.hdfcbank.com, respectively.

Stock market data of Equity Shares

This being an initial public offer of Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Mechanism for redressal of investor grievances

The Registrar Agreement provides for the retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for longer period, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

All grievances (other than from Anchor Investors) in relation to the Bidding process may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, PAN, UPI ID, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder. Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

All grievances of the Anchor Investors may be addressed to the Book Running Lead Managers, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the Book Running Lead Managers where the Bid cum Application Form was submitted by the Anchor Investor.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. Investors can contact our Company Secretary and Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to the SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay at the rate of 15% per annum for any delay beyond this period of 15 days. Further, in accordance with the provisions of the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 the investors shall be compensated by the SCSBs at the rate higher of ₹ 100 or 15% per annum of the application amount in the events of delayed or withdrawal of applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/ partially-allotted applications for the stipulated period. In an event there is a delay in redressal of investor grievances in relation to unblocking of amounts beyond the date of receipt of the complaint, the Book Running Lead Managers shall be liable to compensate the investors at the rate higher of ₹ 100 per day or 15% per annum of the application amount. Further, in terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Managers, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

Further, helpline details of the BRLMs pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, read with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, see "*General Information – Book Running Lead Managers*" on page 83.

Disposal of investor grievances by our Company

Our Company shall obtain authentication on the SCORES in terms of the SEBI circular bearing number CIR/OIAE/1/2013 dated April 17, 2013 read with SEBI circular SEBI/HO/OIAE/IGRD/CIR/P/2019/86 dated August 2, 2019, SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021 and SEBI Circular SEBI/HO/OIAE/IGRD/P/CIR/2022/0150 dated November 7, 2022 and shall comply with the SEBI circular (CIR/OIAE/1/2014) dated December 18, 2014 in relation to redressal of Our Company has not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus.

Further, no investor complaint in relation to our Company is pending as on the date of filing of this Draft Red Herring Prospectus. Our Company estimates that the average time required by our Company or the Registrar to the Offer or the SCSB in case of ASBA Bidders, for the redressal of routine investor grievances shall be five Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has also appointed Hardik Kailash Makwana, the Company Secretary of our Company, as the Compliance Officer for the Offer. For details, see "*General Information*" on page 81.

Our Company has constituted a Stakeholders' Relationship Committee comprising Maulik Chandraketu Mehta as Chairperson, and Shekhar Shreedhar Khanolkar and Mili Snehal Patel as members.

For details, see "*Our Management - Stakeholders' Relationship Committee*" on page 257.

The Promoter Selling Shareholder has authorised the Company Secretary and Compliance Officer of the Company, and the Registrar to the Offer to deal with, on his behalf any investor grievances received in the Offer in relation to his respective portion of the Offered Shares.

Other confirmations

Any person connected with the Offer shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the initial public offer, except for fees or commission for services rendered in relation to the Offer.

SECTION IX: OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, offered and Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, the MoA, AoA, SEBI Listing Regulations, the terms of the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer.

The Offer

The Offer comprises a Fresh Issue (including the Pre-IPO Placement) by our Company and an Offer for Sale by the Promoter Selling Shareholder. The fees and expenses for the Offer shall be shared amongst our Company and the Promoter Selling Shareholder in the manner specified in "*Objects of the Offer*", beginning on page 102.

Ranking of Equity Shares

The Equity Shares being offered/Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association and shall rank pari passu in all respects with the existing Equity Shares including in respect of the right to receive dividend, voting and other corporate benefits. The Allottees, upon Allotment of Equity Shares under the Offer, will be entitled to dividend, voting and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, see "*Main Provisions of Articles of Association*" beginning on page 456.

Mode of payment of dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Memorandum and Articles of Association and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see "*Dividend Policy*" and "*Main Provisions of Articles of Association*" beginning on pages 272 and 456, respectively.

Face Value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹ 10 each and the Offer Price at the lower end of the Price Band is ₹[●] per Equity Share and at the higher end of the Price Band is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Price Band and the minimum Bid Lot will be decided by our Company and the Promoter Selling Shareholder in consultation with the BRLMs, and advertised in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and all editions of [●], a Gujarati newspaper, Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located, each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges.The Offer Price shall be determined by our Company and the Promoter Selling Shareholder in consultation with the BRLMs, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time, there shall be only one denomination for the Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our equity Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations, the Memorandum of Association and the Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/sub-division, see "*Main Provisions of Articles of Association*" on page 456.

Allotment of Equity Shares in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013 the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges. In this context, our Company has entered into the following agreements with the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated December 22, 2022 amongst our Company, NSDL and Registrar to the Offer.
- Tripartite agreement dated March 1, 2023 amongst our Company, CDSL and Registrar to the Offer.

Market lot and trading lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in this Offer will be in multiples of [●] Equity Share subject to a minimum Allotment of [●] Equity Shares. For the method of Basis of Allotment, see "*Offer Procedure*" on page 432.

Joint holders

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, as amended the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered and Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or

b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant.

Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

Bid/Offer programme

BID/OFFER OPENS ON	[●][(1)]
BID/OFFER CLOSES ON	**[●]**[(2) (3)]

[(1)] *Our Company and the Promoter Selling Shareholder may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. Anchor Investors shall Bid on the Anchor Investor Bidding Date.*

[(2)] *Our Company and the Promoter Selling Shareholder in consultation with the BRLMs may, consider closing the Bid/Offer Period for QIBs one working day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations*

[(3)] *UPI mandate end time and date shall be 5:00 p.m. on the Bid/Offer Closing Date, i.e., on* [●].

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about [●]
Credit of Equity Shares to demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

* *In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The post Offer BRLMs shall be liable for compensating the Bidder at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the e circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, and circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds, shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.*

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company, our Promoter Selling Shareholder or the BRLMs.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within six Working Days of the Bid/Offer Closing Date or such other period as may be prescribed by the SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company and the Promoter Selling Shareholder in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges or delay in receipt of final certificates from SCSBs, etc. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Promoter Selling Shareholder confirms that he shall extend reasonable support and co-operation in relation to his respective portion of the Offered Shares, as may be requested by our Company and the BRLMs for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within six Working Days from the Bid/Offer Closing Date or such other period as may be prescribed by the SEBI.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking, in the manner specified in the UPI Circulars, to the extent applicable, which for the avoidance of doubt, shall be deemed to be incorporated herein. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

The SEBI is in the process of streamlining and reducing the post issue timeline for initial public offerings. Any circulars or notifications from the SEBI after the date of this Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the offer procedure is subject to change to any revised circulars issued by the SEBI to this effect.

In terms of the SEBI UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within six Working Days from the Bid/ Offer Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“**IST**”)
Bid/Offer Closing Date	
Submission and Revision in Bids	Only between 10.00 a.m. and 3.00 p.m. IST

On the Bid/ Offer Closing Date, the Bids shall be uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by UPI Bidders.

On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by RIBs, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date until the Bid/ Offer

Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLMs and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case maybe, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date, and in any case no later than 1:00 p.m. IST on the Bid/ Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under this Offer. Bids will be accepted only during Working Days.

Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101-6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. None among our Company and the Promoter Selling Shareholder or any member of the Syndicate is liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or otherwise; and (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Our Company and the Promoter Selling Shareholder, in consultation with the BRLMs reserves the right to revise the Price Band during the Bid/Offer Period in accordance with the SEBI ICDR Regulations, provided that the revised Cap Price shall be less than or equal to 120% of the revised Floor Price, the Floor Price shall not be less than the face value of the Equity Shares, and that the revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. Provided that, the Cap Price of the Price Band shall be at least 105% of the Floor Price.

In case of revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company and the Promoter Selling Shareholder in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the terminals of the Syndicate Members and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Banks, as applicable.

In case of discrepancy in data entered in the electronic book vis-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Minimum subscription

In the event our Company does not receive (i) a minimum subscription of 90% of the Fresh Issue, and (ii) a subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including through devolvement of Underwriters, as applicable, within sixty (60) days from the date of Bid Closing Date, or if the subscription level falls below the thresholds mentioned above after the Bid Closing Date, on account of withdrawal of applications or after technical rejections or any other reason, or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being offered under the Red Herring Prospectus, our Company shall forthwith refund the entire subscription amount received. In terms of the SEBI circular

SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, our Company shall within four days from the closure of the Offer, refund the subscription amount received in case of non – receipt of minimum subscription or in case our Company fails to obtain listing or trading permission from the Stock Exchanges for the Equity Shares. If there is a delay beyond four days after the Issuer becomes liable to pay the amount, the Issuer and our Director who are officers in default, shall pay interest at the rate of fifteen percent per annum.

In the event of under-subscription in the Offer, the Equity Shares will be Allotted in the following order:

i. such number of Equity Shares will first be Allotted by our Company such that 90% of the Fresh Issue portion is subscribed;

ii. upon (i), all the Equity Shares held by the Promoter Selling Shareholder and offered for sale in the Offer for Sale will be Allotted (in proportion to the Offered Shares being offered by the Promoter Selling Shareholder to the aggregate Offered Shares in the Offer for Sale); and

iii. once Equity Shares have been Allotted as per (i) and (ii) above, such number of Equity Shares will be Allotted by our Company towards the balance 10% of the Fresh Issue portion.

The Promoter Selling Shareholder shall, reimburse any expenses and interest incurred by our Company on behalf of the Promoter Selling Shareholder for any delays in making refunds as required under the Companies Act and any other applicable law, provided that the Promoter Selling Shareholder shall not be responsible or liable for payment and/ or reimbursement of such expenses or interest, unless such delay is solely and directly attributable to an act or omission of the Promoter Selling Shareholder and in any other case the Company shall take responsibility to pay interest.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000, failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders, and subscription money will be refunded, as applicable. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

Arrangements for disposal of odd lots

There are no arrangements for disposal of odd lots since our Equity Shares will be traded in dematerialised form only and market lot for our Equity Shares will be one Equity Share.

New financial instruments

The Offer is an issue of Equity Shares, and no new financial instruments are issued by our Company through this Offer.

Restrictions, if any on transfer and transmission of Equity Shares

Except for lock-in of the pre-Offer capital of our Company, lock-in of the Promoter's minimum contribution under the SEBI ICDR Regulations and the Anchor Investor lock-in as provided in "*Capital Structure*" on page 90 and except as provided under the Articles of Association, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on transmission of any shares of our Company and on their consolidation or sub-division, except as provided in the Articles of Association. For details, see "*Main Provisions of Articles of Association"* beginning on page 456.

Allotment only in dematerialized form

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Offer shall be Allotted only in dematerialised form. Further, as per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges.

Withdrawal of the Offer

Our Company and the Promoter Selling Shareholder in consultation with the Book Running Lead Managers, reserve the right not to proceed with the Offer, in whole or in part thereof, after the Bid/Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The Book Running Lead Managers through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Banks, in case of UPI Bidders using the UPI Mechanism, to unblock the bank accounts of the ASBA Bidders (other than Anchor Investors) shall notify the Escrow Collection Banks to release the Bid Amounts to the Anchor Investors, within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed. The notice of the withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared.

Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within six Working Days or such other period as may be prescribed, and (ii) filing of the Prospectus with the RoC. If our Company in consultation with the Book Running Lead Managers, withdraws the Offer after the Bid/Offer Closing Date and thereafter determine that they will proceed with a public offering of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI and the Stock Exchanges.

OFFER STRUCTURE

The Offer is being made through the Book Building Process. The Offer is of up to [●] Equity Shares for cash at a price of ₹[●] per Equity Share (including a premium of ₹ [●] per Equity Share aggregating up to ₹ [●] million comprising a Fresh Issue of up to [●] Equity Shares aggregating up to ₹ 3,000.00 million by our Company and an Offer for Sale of up to 8,938,870 Equity Shares aggregating up to ₹ [●] million by the Promoter Selling Shareholder. The Offer shall constitute [●]% of the post-Offer paid-up Equity Share capital of our Company.

The face value of the Equity Shares is ₹ 10 each.

Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement and a Pre-IPO Placement, if any, will be undertaken prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Net Offer constituting at least 10% of the post-Offer paid up Equity Share capital of our Company. The Pre-IPO Placement shall not exceed 20% of the Fresh Issue. Upon allotment of Equity Shares issued pursuant to the Pre- IPO Placement and after compliance with requirements prescribed under the Companies Act, our Company may utilise the proceeds from such Pre-IPO Placement towards the objects of the Offer.

The Offer is being made through the Book Building Process.

Particulars	QIBs[(1)]	Non-Institutional Bidders[(4)]	Retail Individual Bidders
Number of Equity Shares available for Allotment/ allocation * [(2)]	Not more than [●] Equity Shares	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Retail Individual Bidders	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer size available for Allotment/ allocation	Not more than 50% of the Offer shall be available for allocation to QIBs. However, upto 5% of the Net QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining Net QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be available for allocation to the other QIBs	Not less than 15% of the Offer or the Offer less allocation to QIBs and Retail Individual Bidders, subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 0.2 million and up to ₹ 1.0 million; and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹ 1.0 million. provided that the unsubscribed portion in either of the sub-categories specified above may be allocated to bidders in the other sub-category of Non-Institutional Bidders.	Not less than 35% of the Offer or Offer less allocation to QIBs and Non-Institutional Bidders will be available for allocation

Particulars	QIBs[1]	Non-Institutional Bidders[4]	Retail Individual Bidders
Basis of Allotment/ allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) upto [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. (c) upto 60% of the QIB Portion (of up to [●] Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price	The allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares if any, shall be allotted on a proportionate basis. For details, see "*Offer Procedure*" beginning on page 432.	Allotment to each Retail Individual Bidder shall not be less than the maximum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares is any, shall be allotted on a proportionate basis. For details see, "*Offer Procedure*" on page 432
Minimum Bid	Such number of Equity Shares and in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹0.2 million and in multiples of [●] Equity Shares thereafter	Such number of Equity Shares and in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹0.2 million and in multiples of [●] Equity Shares thereafter	[●] Equity Shares in multiples of [●] Equity Shares thereafter
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Offer (excluding the Anchor Investor Portion), subject to applicable limits to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Offer (excluding the QIB Portion), subject to applicable limits to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹0.2 million
Mode of Allotment	Compulsorily in dematerialized form		
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Allotment Lot	A minimum of [●] Equity Shares and thereafter in multiples of one Equity Share		
Trading Lot	One Equity Share		
Who can apply[3]	Public financial institutions (as specified in Section 2(72) of the Companies Act 2013), scheduled commercial banks, mutual funds registered with SEBI, FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹250 million, pension fund with minimum corpus of ₹250 million National Investment Fund set up by the Government, insurance funds set up and managed by army, navy or air force of the Union of India, insurance	Resident Indian individuals, Eligible NRIs on a non-repatriable basis, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, trusts and FPIs who are individuals, corporate bodies, and family offices which are re-categorised as Category	Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta)

Particulars	QIBs[(1)]	Non-Institutional Bidders[(4)]	Retail Individual Bidders
	funds set up and managed by the Department of Posts, India and Systemically Important NBFCs.	II FPIs and registered with SEBI.	
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[(4)] **In case of all other Bidders**: Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors) that is specified in the ASBA Form at the time of submission of the ASBA Form		
Mode of Bidding^	Only through the ASBA process (including the UPI Mechanism, as applicable) (except for Anchor Investors).		

* *Assuming full subscription in the Offer*

^ *Pursuant to circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, the SEBI has mandated that ASBA applications in the Offer will be processed only after the Bid Amounts are blocked in the bank accounts of the investors. Accordingly, Stock Exchanges shall, for all categories of investors viz. QIBs, NIIs and RIBs and all modes through which the Applications are processed, accept ASBA Forms in their electronic book building platform only with a mandatory confirmation on the Bid Amounts blocked.*

(1) Our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion. For details, see "Offer Structure" on page 429.

(2) Subject to valid Bids being received at or above the Offer Price. This is an Offer in terms of Rule 19(2)(b) of the SCRR in compliance with Regulation 6(1) of the SEBI ICDR Regulations read with Regulation 45 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to QIBs. Such number of Equity Shares representing 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to all QIBs. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders.

(3) In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids, except as otherwise permitted, in any or all categories.

(4) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN. Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Bids by FPIs with certain structures as described under "*Offer Procedure – Bids by FPIs*" on page 440 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed. Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion, the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company and the Promoter Selling Shareholder in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see "*Terms of the Offer*" on page 422.

OFFER PROCEDURE

*All Bidders should read the General Information Document for investing in Public Issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and UPI Circulars (the "**General Information Document**"), which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of Abridged Prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the Book Running Lead Managers. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.*

*Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note ("**CAN**") and Allotment in the Offer; (vi) price discovery and allocation; (vii) general instructions (limited to instructions for completing the Bid cum Application Form); (viii) designated date; (ix) disposal of applications; (x) submission of Bid cum Application Form; (xi) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xii) applicable provisions of the Companies Act relating to punishment for fictitious applications; (xiii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.*

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for UPI Bidders applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective till June 30, 2019.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by UPI Bidders through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline of T+3 days will be made effective using the UPI Mechanism for applications by RIBs ("**UPI Phase III**"), as may be prescribed by SEBI. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, has introduced certain additional measures for streamlining the process of initial public issues and redressing investor grievances. This circular shall come into force for initial public issues opening on/or after May 1, 2021 except as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular are deemed to form part of this Draft Red Herring Prospectus. Additionally, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 has reduced the time period f or refund of application monies from 15 days to four days. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹0.5 million shall use the UPI Mechanism. Subsequently, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories).*

Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories). Accordingly, Stock Exchanges shall, for all categories of investors and other reserved categories and also for all modes through which the *applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.*

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI Circular. No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead manager shall continue to coordinate with intermediaries involved in the said process. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. Additionally, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 has reduced the time period for refund of application monies from 15 days to four days.

Our Company, the Promoter Selling Shareholder and the Members of the Syndicate are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

The BRLMs shall be the nodal entity for any issues arising out of public issuance process.

Further our Company and the Syndicate Members are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of SCRR read with Regulation 31 of the SEBI ICDR Regulations through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Net Offer shall be allocated on a proportionate basis to QIBs, provided that our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders, out of which: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 0.2 million and up to ₹ 1.0 million; and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹ 1.0 million provided that the unsubscribed portion in either of the sub-categories specified above may be allocated to applicants in the other sub-category of Non-Institutional Bidders. And not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Our Company, in consultation with the Book Running Lead Managers may, undertake a further issue of specified securities through a private placement, preferential issue or any other method as may be permitted under applicable law to any person(s), for cash consideration aggregating up to ₹ 600.00 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC (the "**Pre-IPO Placement**"). The price of the specified securities allotted pursuant to the Pre-IPO Placement shall be determined by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to compliance with Rule 19(2)(b) of the SCRR. Upon allotment of Equity Shares issued pursuant to the Pre- IPO Placement and after compliance with requirements prescribed under the Companies Act, our Company shall utilise the proceeds from such Pre-IPO Placement towards the objects of the Offer.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer Price on proportionate basis. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories. The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Investors must ensure that their PAN is linked with Aadhar and are in compliance with the notification by the Central Board of Direct Taxes dated February 13, 2020 read with press release dated June 25, 2021 and September 17, 2021

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID, for UPI Bidders using the UPI Mechanism, shall be treated as incomplete and will be rejected. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Phased implementation of UPI for Bids by UPI Bidders as per the UPI Circulars

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles by introducing an alternate payment mechanism using UPI. Pursuant to the UPI Circulars, UPI has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by UPI Bidders through intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced and implemented the UPI payment mechanism in three phases in the following manner:

(a) **Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended until June 30, 2019. Under this phase, a RIB also had the option to submit the ASBA Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing would continue to be six Working Days.

(b) **Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Under this phase, submission of the physical ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and is replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

    SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹ 500,000, shall use UPI. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹ 200,000 and up to ₹ 500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(c) **Phase III:** The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing would be reduced to be three Working Days. Accordingly, upon commencement of Phase III, the reduced time duration shall be applicable for the Offer.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. The Offer is being made under Phase II of the UPI, unless Phase III of the UPI becomes effective and applicable on or prior to the Bid/Offer Opening Date. The Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders.

Pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 issued by SEBI, as amended by the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated April 20, 2022 (the "**UPI Streamlining Circular**"), SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalized. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post– Offer BRLMs will be required to compensate the concerned investor.

Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks make a written confirmation as prescribed in Annexure I of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

For further details, refer to the "*General Information Document"* available on the websites of the Stock Exchanges and the Book Running Lead Managers.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available with the Designated Intermediaries at the relevant Bidding Centres, and at our Registered Office and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid / Offer Opening Date.

Copies of the Anchor investors application form will be available at the office of the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Anchor Investors are not permitted to participate in the Offer through the ASBA process. SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Accordingly, the Stock Exchanges shall, for all categories of investors viz. RIB, QIB, NII and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked UPI Bidders shall Bid through the UPI Mechanism.

UPI Bidders must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected. UPI Bidders bidding using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of the SEBI. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID (in case of UPI Bidders) as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details will be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant

Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected.

Since the Offer is made under Phase II, ASBA Bidders may submit the ASBA Form in the manner below:

(i) UPI Bidders using the UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs with the Syndicate, Sub-Syndicate Members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
(ii) RIBs authorizing an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
(iii) QIBs and NIBs not using the UPI Mechanism may submit their ASBA Forms with SCSBs, Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs.

ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB or the Sponsor Bank(s), as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked / unblocked including details as prescribed in Annexure II of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

For all IPOs opening on or after September 1, 2022, as specified in SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, all the ASBA applications in Public Issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The circular shall be applicable for all categories of investors viz. Retail, QIB and NIB and also for all modes through which the applications are processed.

Non Institutional Bidders bidding through UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form. UPI Bidders bidding using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI. For Anchor Investor, the Anchor Investor Application Form will be available at the offices of the Book Running Lead Managers.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	**Colour of Bid cum Application Form***
Resident Indians, including QIBs, Non-institutional Bidder and Retail Individual Bidder, each resident in India and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, their sub-accounts (other than sub-accounts which are foreign corporates or foreign individuals under the QIB Portion), FPIs or FVCIs registered multilateral and bilateral development financial institutions applying on a repatriation basis	Blue
Anchor Investors	White**

* *Excluding electronic Bid cum Application Form*

** *Bid cum Application Forms for Anchor Investors will be made available at the office of the Book Running Lead Managers. Electronic Bid cum Application Forms will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).*

The Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Form to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank. Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges and the Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on the application monies blocked. For UPI Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds.

In case of ASBA Forms, the relevant Designated Intermediaries shall capture and upload the relevant bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges.

For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis through API integration to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders, for blocking of funds. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded. The Sponsor Bank shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. In accordance with BSE Circular No: 20220803-40 and NSE Circular No: 25/2022, each dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date ("Cut-Off Time"). Accordingly, UPI Bidders Bidding using through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. Further, modification of Bids shall be allowed in parallel during the Bid/Offer Period until the Cut-Off Time. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the issuer bank. The Sponsor Banks and the Bankers to the Offer shall provide the audit trail to the BRLMs for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated April 20, 2022. Further, the processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, issued by SEBI and circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard.

The Sponsor Bank will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

For ASBA Forms (other than UPI Bidders using UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

The Sponsor Bank shall host a web portal for intermediaries (closed user group) from the date of Bid/Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

Electronic registration of Bids

a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer.

b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

The Equity Shares issued in the Offer have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be issued or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. The Equity Shares are being issued and sold only outside the United States in reliance on Regulation S and the applicable laws of the jurisdictions where such offers and sales occurs.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Participation by Promoter, members of their respective Promoter Groups, the Book Running Lead Managers, the Syndicate Members and persons related to Promoter/Promoter Groups/the Book Running Lead Managers

The Book Running Lead Managers and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Book Running Lead Managers and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non- Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the Book Running Lead Managers and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as disclosed below, neither the Book Running Lead Managers nor any associate of the Book Running Lead Managers can apply in the Offer under the Anchor Investor Portion:

(i) mutual funds sponsored by entities which are associate of the Book Running Lead Managers;

(ii) insurance companies promoted by entities which are associate of the Book Running Lead Managers;

(iii) AIFs sponsored by the entities which are associate of the Book Running Lead Managers; or

(iv) FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the Book Running Lead Managers.

Further, the Promoter and members of their respective Promoter Groups shall not participate by applying for Equity Shares in the Offer. Further, persons related to the Promoter and their respective Promoter Groups shall not apply in the Offer under the Anchor Investor Portion. However, a qualified institutional buyer who has any of the following rights in relation to the Company shall be deemed to be a person related to the Promoter or Promoter Groups of our Company:

(i) Rights under a shareholders' agreement or voting agreement entered into with the Promoter or Promoter Groups of our Company;

(ii) veto rights; or

(iii) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an "associate of the BRLMs" if:

(i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or

(ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or

(iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the Book Running Lead Managers.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which such Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity-related instruments of any single company, provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") Accounts, and eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSBs (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Participation of Eligible NRIs in the Offer shall be subject to the FEMA Rules.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

Participation of Eligible NRIs in the Offer shall be subject to the FEMA Non-debt Instrument Rules. Only bids accompanied by payment in Indian rupees or fully convertible foreign exchange will be considered for allotment.

In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circular). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circular) to apply in the

Offer, provided the UPI facility is enabled for their NRE/ NRO accounts. NRIs applying if Offer using UPI Mechanism are advised to enquire with relevant bank whether their bank account is UPI linked prior to making such applications. For details of restrictions on investment by NRIs, please see the section entitled "*Restrictions on Foreign Ownership of Indian Securities*" on page 454.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the *Karta*. The Bidder/applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals.

Bids by FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our total paid-up Equity Share capital on a fully diluted basis. Further, in terms of the FEMA Rules, the total holding by each FPI shall be less than 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs could be up to 100%, being the sectoral cap, of the paid-up Equity Share capital of our Company on a fully diluted basis. FPIs are permitted to participate in Offer subject to compliance with conditions and restrictions which may be specified by the Government of India from time to time.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non – Residents ([●] in colour).

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

As specified in 4.1.4.2 (b)(i) and 4.1.4.2 (c)(iv) of the General Information Document, it is hereby clarified that Bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations ("**MIM Structure**"), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids are liable to be rejected. Further, in the following cases, the bids by FPIs will not be considered as multiple Bids: involving (i) the MIM Structure and indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments ("**ODI**") which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration; (iv) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub- funds with identifiable differences and managed by a single investment manager; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as Category 1 FPIs; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

Please note that in terms of the General Information Document, the maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under applicable laws. Further, MIM Bids by an FPI Bidder utilising the MIM Structure shall be aggregated for determining the permissible maximum Bid. Further, please note that as disclosed in this Draft Red Herring Prospectus read with the General Information

Document, Bid Cum Application Forms are liable to be rejected in the event that the Bid in the Bid cum Application Form "exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus."

For example, an FPI must ensure that any Bid by a single FPI and/ or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the "FPI Group") shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis. Any Bids by FPIs and/ or the FPI Group (including but not limited to (a) FPIs Bidding through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Offer Equity Share capital shall be liable to be rejected.

With effect from the April 1, 2020, the aggregate limit are the sectoral caps applicable to the Indian company as prescribed in the FEMA Rules with respect to its paid-up equity capital on a fully diluted basis. While the aggregate limit as provided above could have been decreased by the concerned Indian companies to a lower threshold limit of 24% or 49% or 74% as deemed fit, with the approval of its board of directors and its shareholders through a resolution and a special resolution, respectively before March 31, 2020, our Company has not decreased such limit and accordingly the applicable limit with respect to our Company is 100%.

The FEMA Rules was enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except as respects things done or omitted to be done before such supersession. FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI Issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to *inter alia* the following conditions:

(a) such offshore derivative instruments are transferred only to persons in accordance with Regulation 22(1) of the SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Participation of FPIs in the Offer shall be subject to the FEMA Rules.

Bids under power of attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance finds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million and pension funds with a minimum corpus of ₹250 million (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof.

Our Company, in consultation with the Book Running Lead Managers in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form.

Bids by SEBI registered VCFs, AIFs and FVCIs

The SEBI FVCI Regulations, SEBI VCF Regulations and the SEBI AIF Regulations prescribe, *inter alia*, the investment restrictions on the FVCIs, VCFs and AIFs registered with SEBI respectively. While the SEBI VCF Regulations have since been repealed, the funds registered as VCFs under the SEBI VCF Regulations continue to be regulated by such regulations till the existing fund or scheme managed by the fund is wound up.

Subject to compliance with applicable law and investment restrictions, FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering. AIF and Category II AIF cannot invest more than 25% of the investible funds in one investee company directly or through investment in the units of other AIFs. A Category III AIF cannot invest more than 10% of the investible funds in one investee company directly or through investment in the units of other AIFs. AIFs which are authorized under the fund documents to invest in units of AIFs are prohibited from offering their units for subscription to other AIFs. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, a VCF that has not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations (and accordingly shall not be allowed to participate in the Offer) until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

Participation of VCFs, AIFs or FVCIs in the Offer shall be subject to the FEMA Rules. Further, the shareholding of VCFs, category I AIFs or category II AIFs and FVCIs holding equity shares of a company prior to an initial public offering being undertaken by such company, shall be exempt from lock-in requirements, provided that such equity shares shall be locked in for a period of at least one year from the date of purchase by the venture capital fund or alternative investment fund or foreign venture capital investor.

There is no reservation for Eligible NRI Bidders, AIFs, FPIs and FVCIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Promoter Selling Shareholder or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Managers reserve the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with the RBI, certified copies of (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended, (the "**Banking Regulation Act**"), and the Master Directions – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial services company cannot exceed 20% of the investee company's paid up share capital and reserves. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a time -bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make (i) investment in excess of 30% of the paid-up share capital of the investee company, (ii) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (iii) investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circulars bearing numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012, and January 2, 2013, respectively, issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Managers reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers are prescribed under the IRDAI Investment Regulations, based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Offer are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds with minimum corpus of ₹250 million, subject to applicable law, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Managers reserve the right to reject any Bid, without assigning any reason thereof.

Bids by Systematically Important NBFCs

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditor, and (iv) such other approval as may be required by the Systemically Important NBFCs, are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.
The investment limit for Systematically Important NBFCs shall be as prescribed by RBI from time to time.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section the key terms for participation by Anchor Investors are provided below:

(a) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs.

(b) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹100 million.

(c) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

(d) Bidding for Anchor Investors will open one Working Day before the Bid/Offer Opening Date, and will be completed on the same day.

(e) Our Company, in consultation with the BRLMs may finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:

- maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹100 million;
- minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million, subject to a minimum Allotment of ₹50 million per Anchor Investor; and
- in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million, subject to minimum Allotment of ₹50 million per Anchor Investor.

(f) Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the BRLMs before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.

(g) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(h) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Offer Price will be payable by the Anchor Investors on the Anchor Investor pay-in date specified in the CAN. If the Offer Price is lower than the Anchor Investor Offer Price, Allotment to successful Anchor Investors will be at the higher price.

(i) 50% of the Equity Shares Allotted to the Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.

(j) Neither (a) BRLMs nor any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the and BRLMs) nor (b) the Promoter, Promoter Group or any person related to the Promoter or members of the Promoter Group shall apply in the Offer under the Anchor Investor Portion.

(k) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

The information set out above is given for the benefit of the Bidders. Our Company and the Book Running Lead Managers are not liable for any amendments or modification or changes to applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulations, or as specified in this Draft Red Herring Prospectus or as will be specified in the Red Herring Prospectus and the Prospectus.

In accordance with RBI regulations, OCBs cannot participate in this Offer.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non -negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the BRLMs are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

General Instructions

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. UPI Bidders can revise their Bid(s) during the Bid/Offer Period and withdraw or lower the size of their Bid(s) until Bid/Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date.

***Do's*:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

3. Ensure that you have Bid within the Price Band;

4. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

5. Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Bid cum Application Form if you are not a UPI Bidder bidding using the UPI Mechanism in the Bid cum Application Form and if you are a UPI Bidder using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle) in the Bid cum Application Form;

6. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the relevant Bidding Centre (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the General Information Document;

7. UPI Bidders Bidding in the Offer shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

8. Ensure that you have funds equal to or more than the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;

9. Ensure that the signature of the first Bidder in case of joint Bids, is included in the Bid cum Application Forms. If the first Bidder is not the ASBA Account holder, ensure that the Bid cum Application Form is also signed by the ASBA Account holder;

10. Ensure that the names given in the Bid cum Application Form is/are exactly the same as the names in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum

Application Form should contain the name of only the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

11. Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil or acknowledgment specifying the application number as a proof of having accepted the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

12. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the circular no. MRD/DoP/Cir-20/2008 dated June 30, 2008 issued by SEBI, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of the circular dated July 20, 2006 issued by SEBI, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the state of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficial owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

14. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

15. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

16. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents including a copy of the power of attorney, if applicable, are submitted;

17. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;

18. However, Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs;

19. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;

20. Since the Allotment will be in dematerialized form only, ensure that the depository account is active, the correct DP ID, Client ID, UPI ID (for UPI Bidders bidding through UPI mechanism) and the PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, UPI ID (for UPI Bidders bidding through UPI mechanism) and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, UPI ID (for UPI Bidders bidding through UPI mechanism) and PAN available in the depository database;

21. In case of QIBs and NIBs, ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in;

22. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB or the Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorize the UPI Mandate Request, including in case of any revision of Bids, raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

23. Ensure that the Demographic Details are updated, true and correct in all respects;

24. The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Offer, which is UPI 2.0 certified by NPCI;

25. Bidders (except UPI Bidders Bidding through the UPI Mechanism) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of UPI Bidders, once the Sponsor Bank issues the Mandate Request, the UPI Bidders would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

26. UPI Bidders Bidding through UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a UPI Bidder Bidding through UPI Mechanism shall be deemed to have verified the attachment containing the application details of the UPI Bidder Bidding through UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank issue a request to block the Bid Amount specified in the Bid cum Application Form in his/her ASBA Account;

27. UPI Bidders bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Application Form;

28. UPI Bidders using the UPI Mechanism who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner;

29. Bids by Eligible NRIs for a Bid Amount of less than ₹200,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹200,000 would be considered under the Non-Institutional Category for allocation in the Offer;

30. Ensure that Anchor Investors submit their Bid cum Application Forms only to the Book Running Lead Managers;

31. UPI Bidders using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019; and

32. The ASBA bidders shall ensure that bids above ₹500,000, are uploaded only by SCSBs.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid Lot;

2. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

3. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by UPI Bidders);

4. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;

5. Do not Bid/ revise the Bid amount to less than the floor price or higher than the cap price;

6. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

7. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

8. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

9. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

10. Do not submit the Bid for an amount more than funds available in your ASBA account;

11. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;

12. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

13. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

14. Do not fill up the Bid cum Application Form such that the Bids for Equity Shares for exceeds the Offer size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;

15. Do not Bid for Equity Shares more than specified by respective Stock Exchanges for each category;

16. In case of ASBA Bidders (other than UPI Bidders using UPI mechanism), do not submit more than one Bid cum Application Form per ASBA Account;

17. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;

18. Anchor Investors should not bid through the ASBA process;

19. Do not submit the Bid cum Application Form to any non-SCSB bank or our Company;

20. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

21. Do not submit the General Index Register (GIR) number instead of the PAN;

22. Anchor Investors should submit Anchor Investor Application Form only to the Book Running Lead Managers;

23. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;

24. If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid / Offer Closing Date;

25. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders can revise or withdraw their Bids on or before the Bid/Offer Closing Date;;

26. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

27. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are UPI Bidder and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;

28. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID details if you are a UPI Bidder Bidding through the UPI Mechanism. Further, do not provide details for a beneficiary account which is suspended or for which details cannot be verified to the Registrar to the Offer;

29. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;

30. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by RIBs using the UPI Mechanism;

31. Do not Bid if you are an OCB;

32. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a banks which is not mentioned in the list provided in the SEBI website is liable to be rejected; and

33. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders Bidding using the UPI Mechanism.

34. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹ 500,000.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-Offer or post-Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see "*General Information*" on page 81.

For helpline details of the BRLMs pursuant to SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see "*General Information*" on page 81.

Grounds for Technical Rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

3. Bids submitted on a plain paper;

4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;

5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);

6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

7. Bids submitted without the signature of the First Bidder or sole Bidder;

8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

9. ASBA Form by the UPI Bidders by using third party bank accounts or using third party linked bank account UPI IDs;

10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;

11. GIR number furnished instead of PAN;

12. Bids by UPI Bidders with Bid Amount of a value of more than ₹200,000 (net of retail discount)

13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

14. Bids accompanied by stock invest, money order, postal order or cash; and

15. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by UPI Bidders uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchanges.

Further, in case of any pre-Offer or post Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to our Company Secretary and Compliance Officer. For details of our Company Secretary and Compliance Officer, please see the section entitled "*General Information*" on page 81.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Stock Exchanges, along with the Book Running Lead Managers and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company shall not make an allotment if the number of prospective allotees is less than one thousand. Our Company will not make any Allotment in excess of the Equity Shares issued through the Offer through the Red Herring Prospectus except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 1% of the Offer to public may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to Bidders other than to the Retail Individual Bidders, Non- Institutional Bidders and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Bidders Portion, and the remaining available shares, if any, shall be allotted on a proportionate basis.

The allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.

Payment into Anchor Investor Escrow Accounts

Our Company, in consultation with the Book Running Lead Managers will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which, the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account(s) should be drawn in favour of:

(a) In case of resident Anchor Investors: "[●]"

(b) In case of non-resident Anchor Investors: "[●]"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Offer advertisement

Subject to Section 30 of the Companies Act, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Gujarati daily newspaper (Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located), each with wide circulation.

In the pre-Offer advertisement, we shall state the Bid/Offer Opening Date and the Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Allotment advertisement

Our Company, the Book Running Lead Managers and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Gujarati daily newspaper (Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located), each with wide circulation.

The information set out above is given for the benefit of the Bidders. Our Company and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Signing of the Underwriting Agreement and Filing with the RoC

(a) Our Company, the Promoter Selling Shareholder, the Underwriters, and the Registrar to the Offer intend to enter into an Underwriting Agreement on or immediately after the finalisation of the Offer Price which shall be a date prior to the filing of Prospectus.

(b) After signing the Underwriting Agreement, the Prospectus will be filed with the RoC in accordance with applicable law. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, Offer size, and underwriting arrangements and will be complete in all material respects.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms;
- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken in consultation with the Book Running Lead Managers within such period as may be prescribed under applicable law;

- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and applicable law for the delayed period;

- the funds required for making refunds/unblocking (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- ensure compliance with all disclosure and accounting norms as may be specified by SEBI from time to time;

- Promoter's contribution, if any, shall be brought in advance before the Bid/Offer Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees; and

- Except for Equity Shares allotted pursuant to the Fresh Issue and the Pre-IPO placement, no further issuance of Equity Shares shall be undertaken by the Company till the Equity Shares issued through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.

- Our Company in consultation with the Book Running Lead Managers, reserve the right not to proceed with the Offer, in whole or in part thereof, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company will issue a public notice in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Gujarati daily newspaper (Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located), each with wide circulation, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer.

Depository arrangements

The Allotment of the Equity Shares in the Offer shall be only in a dematerialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed amongst our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated December 22, 2022, amongst our Company, NSDL and Registrar to the Offer.

- Tripartite agreement dated March 1, 2023 amongst our Company, CDSL and Registrar to the Offer.

Undertakings by the Promoter Selling Shareholder

The Promoter Selling Shareholder, undertakes and/or confirms the following in respect to himself as a Promoter Selling Shareholder and the Offered Shares:

- the Offered Shares have been held by him for a minimum period of one year prior to the date of filing this Draft Red Herring Prospectus with SEBI in accordance with Regulation 8 of the SEBI ICDR Regulations;

- the Offered Shares are within the thresholds prescribed under Regulation 8A of the SEBI ICDR Regulations, to the extent applicable to him;

- he is the legal and beneficial holder of and has full title to the Offered Shares, which have been acquired and is held by him in full compliance with applicable law;

- the Offered Shares shall be transferred pursuant to the Offer, free and clear of any encumbrances;

- he shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid in the Offer, except for fees or commission for services rendered in relation to the Offer;

- he shall not have recourse to the proceeds from the Offer for Sale until receipt by our Company of the final listing and trading approvals from all the Stock Exchanges; and

- his respective portion of the Offered Shares are fully paid-up and are in dematerialized form.

Utilisation of Offer Proceeds

Our Board of Directors certifies and declares that:

- all monies received out of the Fresh Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;

- details of all monies utilised out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Fresh Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and

- details of all unutilised monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

"*Any person who:*

(a) ***makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or***

(b) ***makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or***

(c) ***otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.*"**

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹1 million or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5 million or with both.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment ("**FDI**") through press notes and press releases. The DPIIT, issued the Consolidated FDI Policy Circular of 2020 ("**FDI Policy**"), which, with effect from October 15, 2020, subsumes and supersedes all press notes, press releases, clarifications, circulars issued by the DPIIT, which were in force as on October 15, 2020. The FDI Policy will be valid and remain in force until superseded in totality or in part thereof.

Under the current FDI Policy, 100% foreign direct investment is permitted in our Company, under the automatic route, subject to compliance with certain prescribed conditions.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. For further details of the aggregate limit for investments by NRIs and FPIs in our Company, see "*Offer Procedure – Bids by Eligible NRIs*" and "*Offer Procedure – Bids by FPIs*" on page 439 and 440, respectively.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer. For further details, see "*Offer Procedure*" on page 432.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the FEMA Non-Debt Amendment Rules, 2020 any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("**Restricted Investors**"), will require prior approval of the Government of India, as prescribed in the FDI Policy and the FEMA Non-Debt Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Bid/Offer Period.

Foreign Exchange Laws

The foreign investment in our Company is governed by *inter alia* the FEMA, the FEMA Non-debt Instruments Rules, the FDI Policy issued and amended by way of press notes, and the SEBI FPI Regulations.

In terms of the FEMA Non-debt Instruments Rules, a person resident outside India may make investments into India, subject to certain terms and conditions, and provided that an entity of a country, which shares land border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with government approval.

In terms of the FEMA Non-debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. The aggregate limit for FPI investments shall be the sectoral cap applicable to our Company. In accordance with the FEMA Non-debt Instruments Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed five percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in 'offshore transactions' as defined in, and in reliance on, Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company, the Promoter Selling Shareholder and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION X: MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

This set of Articles of Association has been approved pursuant to the provisions of Section 14 of the Companies Act, 2013 and by a special resolution passed at the Extraordinary General Meeting of the SPC Life Sciences Limited (the "**Company**") held on Thursday, March 2, 2023 at 4.30 p.m.

These Articles have been adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association thereof.

APPLICABILITY OF TABLE 'F'

1. Subject to anything to the contrary hereinafter provided, the regulations contained in Table"F" in the First Schedule to the Companies Act, 2013, as amended from time to time, in sofar as they are applicable to a public company, will apply to the Company save in so far asthey are expressly or by implication excluded by these Articles. In case of any conflict between the provisions herein contained and the regulations contained in Table "F", the provisions herein will prevail.

2. The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, as amended from time to time, be such as are contained in these Articles.

GENERAL

1. (i) In these Regulations-

(a) "**Articles**" means these articles of association of the Company or as altered from time to time;

(b) "Board" means the board of directors of the Company at the relevant time;

(c) "Control" shall have the meaning ascribed to the term under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time;

(d) "Company" shall mean SPC Life Sciences Limited;

(e) "Companies Act" or "Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable;

(f) "Equity Shares" or "Equity Share" means an equity share of the Company of face value of Rs. 10 (Rupees ten) each;

(g) "Equity Share Capital" means the par value of all the Equity Shares issued by the Company;

(h) "INR" or "Rupees" or "Rs." shall mean Indian rupees, being the lawful currency of India;

(i) "Person" means any natural person, trust, firm, company, governmental authority, joint venture, association, partnership, society or other entity (whether or not having separate legal personality);

(j) "Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act;

(k) "Securities" shall mean shares in the Share Capital, whether equity or preference, and shall include other securities and instruments convertible into Equity Shares;

(l) "Seal" means the Common Seal of the Company;

(m) "Share Capital" shall mean the total issued and paid-up share capital of the Company;

(n) "Transfer" includes any sale, exchange, assignment, gift, bequest, disposition, mortgage, charge, pledge, encumbrance, grant of security interest or other arrangement by which possession, legal title or beneficial ownership passes from one Person to another, or to the same Person in a different capacity, whether or not voluntary and whether or not for value, and any agreement to effect any of the foregoing; and "Transferred", "Transferring" "Transferor", "Transferee" and similar words have corresponding meanings.

(ii) In these Articles, unless there is something in the subject or context inconsistent therewith:

(a) Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender.

(b) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or the Rules, as the case may be.

2. The Regulations contained in Table F of the first schedule to the Act or any statutory modification thereof shall apply to the Company, in so far, they are not repugnant to or inconsistent with any of the regulation contained hereinafter.

3. SHARE CAPITAL

(i) The Authorised Share Capital of the Company is as mentioned in Clause V of the Memorandum of Association of the Company with the power to increase or reduce or re-classify such capital from time to time in accordance with these Articles and the legislative provisions for the time being in force in this regard and with the power also to divide the shares in the capital for the time being into Equity Share Capital and preference share capital and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions, in accordance with the provisions of the Act and these Articles.

(ii) Subject to the provisions of Section 55 of the Act, any preference shares may be issued on the terms that they are to be redeemed on such terms and in such manner as the Company before the issue of the shares may, by special resolution, determine.

(iii) Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par or subject to the compliance with Section 53 of the Act, at a discount (subject to compliance with the provisions of the Act) and at such time as they may from time to time think fit, and with the approval of the Company in a general meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Board deems fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold or transferred or for any services rendered by the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid shares and if so issued, shall be deemed to be fully paid shares. Provided that option or right to call of shares shall not be given to any Person or Persons without the approval of the Company in the general meeting.

(iv) The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:

(a) Equity Share Capital:

a. with voting rights; and/or

b. with differential rights as to dividend, voting or otherwise in accordance with the Rules; and

(b) Preference Share Capital

(v) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission or sub-division, consolidation or renewal as the case may be within such other period as the conditions of issue shall provide –

(a) one certificate for all his shares without payment of any charges; or

(b) several certificates, each for one or more of his shares, upon payment of such charges as may be fixed by the Board for each certificate after the first.

(vi) Every certificate shall be under the Seal, if any, and shall specify the shares to which it relates and the amount paid-up thereon, shall be signed by two directors or by a director and the company secretary, wherever the company has appointed a company secretary.

Provided that in case the company has a common seal, it shall be affixed in the presence of the persons required to sign the certificate.

(vii) In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders. Any Member of the Company shall have the right to sub-divide, split or consolidate the total number of shares held by them in any manner and to request the Company to provide certificate(s) evidencing such sub-division, split or consolidation.

(viii) A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialised state with a depository. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.

(ix) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof or in case of sub-division or consolidation of shares, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Board deems adequate, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under this Article shall be issued on payment of fees for each certificate as may be fixed by the Board which shall not exceed the amount as may be permitted under applicable law, provided that no fees shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer. The Company shall not charge any fee for registration of transfer of shares and debentures, for sub-division and consolidation of share and debenture certificates and for sub-division, of letters of allotment and split, consolidation, renewal and pucca transfer receipts into denominations corresponding to the market units of trading, for issue of new certificates in replacement of those which are old, decrepit or worn out or where the cages on the reverse for recording transfers have been fully utilised, for registration of any power of attorney, probates letters of administration or similar other documents. Provided that notwithstanding what is stated above, the Directors shall comply with such rules or regulation or requirements of any stock exchange or the rules made under the Companies Act, 2013 or rules made under Securities Contracts (Regulation) Act, 1956 or any other act, or rules applicable thereof in this behalf or any statutory modification or re-enactment thereof, for the time being in force.

(x) The Company will not charge any fees exceeding those which may be agreed upon with the stock exchange:

(a) For issue of new certificate in replacement of those that are torn, defaced, lost or destroyed;

(b) For sub-division and consolidation of share and debenture certificates and for sub-division of letters of allotment and split, consolidation, renewal and pucca transfer receipts into denominations other than those fixed for the market units of trading

(xi) The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.

(xii) (a) The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules.

(b) The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules.

(c) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid up shares or partly in the one way and partly in the other.

(xiii) (a) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.

(b) To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply.

(xiv) The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

(xv) Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to Equity Shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.

4. FURTHER ISSUE OF SHARES

(i) Where at any time, it is proposed to increase the subscribed capital of the Company by the issue of further shares then such shares shall be offered in accordance with Section 62 of the Act and the Rules made thereunder in the following manner:

a. to persons who, at the date of the offer, are holders of the Equity Shares of the Company, in proportion as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the conditions mentioned in (1) to (3) below:

(1) the aforesaid offer shall be made by a notice specifying the number of Equity Shares offered and limiting a time not being less than fifteen (15) days or such lesser number of days as may be prescribed and not exceeding thirty (30) days from the date of the offer, within which the offer if not accepted, shall be deemed to have been declined;

Provided that the notice shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing shareholders at least three (3) days before the opening of the issue;

(2) the aforesaid offer shall be deemed to include a right exercisable by the person concerned to renounce the Equity Shares offered to him or any of them in favour of any other person and the notice referred to in sub-clause (1) above shall contain a statement of this right;

(3) after the expiry of the time specified in the aforesaid notice or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the Equity Shares offered, the Board of Directors may dispose them of in such manner which is not disadvantageous to the shareholders and the Company.

b. to employees under any scheme of employees' stock option subject to a special resolution passed by the Company and subject to the Act and the Rules made thereunder and such other conditions as may be prescribed under applicable law; or

c. to any person(s), if it is authorized by a special resolution, whether or not those persons include the persons referred to in sub-clause (a) or clause (b) above, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to compliance with the applicable conditions of Chapter III of the Act and any other conditions as may be prescribed under the Act and the Rules made thereunder.

d. Nothing in sub-clause (3) of sub-article (a) shall be deemed:

i. To extend the time within which the offer should be accepted; or

ii. To authorize any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares compromised in the renunciation.

(ii) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loans raised by the Company to convert such debentures or loans into shares in the Company or to subscribe for shares of the Company;

Provided that the terms of issue of such debentures or loans containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the Company in general meeting.

(iii) Notwithstanding anything contained in sub-clause (ii) above, where any debentures have been issued or loan has been obtained from any government by the Company, and if that government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion.

Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty (60) days from the date of communication of such order, appeal to the National Company Law Tribunal which shall after hearing the Company and the government pass such order as it deems fit.

(iv) In determining the terms and conditions of conversion under sub-clause (iii) above, the government shall have due regard to the financial position of the Company, the terms of issue of debentures or loans, as the case may be, the rate of interest payable on such debentures or loans and such other matters as it may consider necessary.

(v) Where the government has, by an order made under sub-clause (iii), directed that any debenture or loan or any part thereof shall be converted into shares in the Company and where no appeal has been preferred to the National Company Law Tribunal under sub-clause (iii) above or where such appeal has been dismissed, the Memorandum of the Company shall, where such order has the effect of increasing the authorized share capital of the Company, be altered and the authorized share capital of the Company shall stand increased by an amount equal to the amount of the value of shares which such debentures or loans or part thereof has been converted into.

(vi) A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.

(vii) Subject to the provisions of Section 61 of the Act, the Company in a general meeting may, from time to time, alter its Memorandum for all or any of the following purposes:

(a) To consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) To convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid up shares of any denomination;

(c) To sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum, so that in the sub-division, the proportion between the amount paid and the amount, if any unpaid, on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and

(d) To cancel any shares which at the date of the passing of the resolution, have not been taken or agreed to be taken by any persons and diminish the amount of its share capital by the amount of the shares so cancelled. Cancellation of shares in pursuance of this sub-clause shall not be deemed to be a reduction of the capital of the Company within the meaning of the Act.

5. DEMATERIALIZATION OF SHARES

(i) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its shares and to offer shares in a dematerialized form pursuant to the Depositories Act, 1996.

(ii) Notwithstanding anything contained in these Articles, and subject to the provisions of law for the time being in force, the Company shall on a request made by a beneficial owner, re-materialize the shares, which are in dematerialized form.

(iii) Every person subscribing to the shares offered by the Company shall have the option to receive share certificates or to hold the shares with a depository. Such a person who is the beneficial owner of the shares can at any time opt out of a depository, if permitted by the law, in respect of any shares in the manner provided by the Depositories Act, 1996 and the Company shall in the manner and within the time prescribed, issue to the beneficial owner the required certificate of shares. If a person opts to hold his shares with a depository, the Company shall intimate such depository the details of allotment of the share, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the share.

(iv) All shares held by a depository shall be dematerialized and shall be in a fungible form.

(v) (a) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting any transfer of ownership of shares on behalf of the beneficial owners.

(b) Save as otherwise provided in 4(v)(a) above, the depository as the registered owner of the shares shall not have any voting rights or any other rights in respect of shares held by it.

(c) Every person holding shares of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be the owner of such shares and shall also be deemed to be the member of the Company. The beneficial owner of the shares shall be entitled to all the liabilities in respect of his shares which are held by a depository.

(vi) Notwithstanding anything in the Act or these Articles to the contrary, where shares are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or disks or any other mode as prescribed by law from time to time.

(vii) Notwithstanding anything in the Act or these Articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

(viii) Nothing contained in the Act or these Articles regarding the necessity to have distinctive numbers for securities issued by the Company shall apply to securities held with a depository.

(ix) The Company shall cause to be kept a register and index of members in accordance with all applicable provisions of the Act and the Depositories Act, 1996, containing details of shares and debentures held in materialized and dematerialized forms in any media as may be permitted by law(s) including any form of electronic media.

(x) The Company shall have the power to keep in any state or country outside India a branch register resident in that state or country.

6. TRANSFER OF SHARES

(i) The Company shall Transfer Securities only in a dematerialized form.

(ii) The Company shall use a common form of transfer. The instrument of transfer shall be in writing and all provisions of the Section 56 of the Act and of any statutory modification thereof for the time being shall be duly complied within respect of all transfer of shares and the registration thereof.

(iii) The instrument of transfer of any Securities in the Company shall be executed by or on behalf of both the transferor and transferee shall be in writing.

(iv) The transferor shall be deemed to remain a holder of the Security until the name of the transferee is entered in the Register of Members in respect thereof.

(v) The Company, the transferor and the transferee of the Securities shall comply with the requirements under the applicable laws.

(vi) The Board may, subject to the right of appeal conferred by the Act decline to register–

(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) any transfer of shares on which the Company has a lien.

The Company shall within 30 days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal.

Provided that registration of a transfer shall not be refused on the ground that the transferor being either alone or jointly with any other person or persons, indebted to the Company on any account whatsoever.

(vii) In case of shares held in physical form, the Board may decline to recognize any instrument of transfer unless –

(a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and if no such certificate is in existence, then the letter of allotment of the shares and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer;

(c) the instrument of transfer is in respect of only one class of shares; and

(d) Application for the registration of the transfer of a share may be made either by the transferor or by the transferee provided that where such application is made by the transferor, no registration shall, in the case of a partly paid share be affected unless the Company gives notice of the application to the transferee in the manner prescribed under the Act, and subject to the provisions of these Articles, the Company shall, unless objection is made by the transferee, within 2 (two) weeks from the date of receipt of the notice, enter in the register the name of the transferee on the same manner and subject to the same conditions as if the application for registration of the transfer was made by the transferee.

(viii) On giving of previous notice of at least seven days or such lesser period in accordance with the Act and Rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty- five days in the aggregate in any year.

(ix) The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document.

7. LIEN

(i) (a) The Company shall have a first and paramount lien –

a. on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

b. on all shares (not being fully paid shares) standing registered in the name of a member, for all monies presently payable by him or his estate to the Company:

Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company.

(iii) Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's lien.

(iv) The Company shall have a first and paramount lien upon all shares (not being a fully paid shares) registered in the name of the members and all dividends payable on such shares, subject to Section 123 of the Act and Regulations 9 to 12 of Table 'F' shall apply accordingly.

(v) Fully paid shares shall be free from all lien and in the case of partly paid shares, the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.

(vi) The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made -

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.

(vii) (a) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.

(b) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(c) The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.

(d) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.

(viii) (a) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(b) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

(ix) In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

(x) The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.

8. CALLS ON SHARES

(i) (a) The Board may, from time to time, make calls upon the members in respect of any money unpaid on the shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times. Provided that the Board shall not give right or option to any other person except with the sanction of the Company in general meeting.

Provided further that no call shall exceed one-fourth of the nominal value of the Share or be payable at less than 1 (one) month from the date fixed for the payment of the last preceding call.

(b) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.

(c) The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances.

(d) A call may be revoked or postponed at the discretion of the Board.

(ii) A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.

(iii) The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

(iv) (a) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof ("the due date"), the person from whom the sum is due shall pay interest thereon from the due date to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.

(b) The Board shall be at liberty to waive payment of any such interest wholly or in part.

(v) (a) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(b) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

(vi) If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by installments, then every such installment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.

(vii) All calls shall be made on a uniform basis on all shares falling under the same class.

Explanation: Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.

(viii) Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.

(ix) If any member fails to pay any call due from him on the day appointed for payment thereof or any such extension thereof, he/she shall be liable to pay interest on the same from the day appointed for payment thereof to the time of actual payment at such rate as shall from time to time be fixed by Board of Directors but nothing in this Article render it compulsory for the Board of Directors to demand or recover any interest from any such member.

(x) The Board may, if it thinks fit, subject to the provisions of Section 50 of the Act, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him beyond the sums actually called for; and upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Board may at any time repay the amount so advanced. The Member shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable. The directors may at any time repay the amount so advanced.

(xi) The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company.

(xii) Save as aforesaid, Regulations 13 to 18 of Table 'F' shall apply.

9. TRANSMISSION OF SHARES

(i) (a) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares.

(b) Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

(ii) (a) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either –

a. to be registered himself as holder of the share; or

b. to make such transfer of the share as the deceased or insolvent member could have made.

(b) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

(c) The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.

(iii) (a) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

(b) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(c) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

(iv) A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

(v) The provisions of these Articles relating to transmission by operation of law shall mutatis mutandis apply to any other securities including debentures of the Company.

10. FORFEITURE OF SHARES

(i) If a member fails to pay any call, or instalment of a call on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring the payment of such part of the call or instalment or other money as is unpaid, together with any interest which may have accrued thereon. Upon failure to comply with the terms of the notice, the Company reserves the right to forfeit such shares.

(ii) The notice aforesaid shall:

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

(iii) If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

(iv) (a) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(b) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

(v) (a) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.

(b) The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.

(vi) (a) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(b) The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.

(c) The transferee shall thereupon be registered as the holder of the share; and

(d) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

(vii) The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

(viii) Where a dividend has been declared by the Company but has not been paid or claimed within thirty days from the date of the declaration to any shareholder entitled to the payment of the dividend, the Company shall, within 7 (seven) days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the Company in that behalf in any scheduled bank to be called the unpaid dividend account ("**Unpaid Dividend Account**").

(ix) Any money transferred to the "Unpaid Dividend Account" of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer shall be transferred by the Company along with interest accrued, if any, thereon to the Investor Education and Protection Fund established under sub-section (1) of Section 125 of the Act.

(x) No unclaimed or unpaid dividend shall be forfeited by the Board before it becomes barred by law.

(xi) The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

(xii) Save as aforesaid, Regulations 28 to 34 of Table 'F' shall apply.

11. ALTERATION OF CAPITAL

(i) The Company may, with the approval of shareholders by ordinary resolution, from time to time, increase, consolidate, divide, sub-divide, cancel or reduce its Share Capital.

(ii) Subject to the provisions of the Act, the Company may, by ordinary resolution—

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) convert all or any of its fully paid-up shares into stock, and re-convert that stock into fully paid-up shares of any denomination;

(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum so however, that in the sub- division the proportion between the amount paid and the amount, if any, unpaid on each reduced Share shall be the same as it was in the case of the Share from which the reduced Share is derived; or;

(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of Share Capital by the amount of the Shares so cancelled. A cancellation of Shares in pursuance of this Article shall not be deemed to be a reduction of Share Capital within the meaning of the Act.

(iii) Where shares are converted into stock—

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

(iv) The Company may, by resolution as prescribed in the Act, reduce in any manner and with, and subject to, any incident authorized and consent required by law —

(a) its share capital;

(b) any capital redemption reserve account;

(c) any share premium account; or

(d) any other reserve in the nature of share capital.

(v) The Company may as per the applicable provisions of the Act, issue shares under preferential basis and private placement.

12. BUYBACK OF SHARES

(i) Notwithstanding anything contained in these Articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

13. GENERAL MEETINGS

(i) All general meetings other than annual general meeting shall be called extraordinary general meeting.

(ii) The Board may, whenever it thinks fit, call an extraordinary general meeting.

14. PROCEEDINGS AT GENERAL MEETINGS

(i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) No business shall be discussed or transacted at any general meeting except election of chairperson whilst the chair is vacant.

(iii) The quorum for a general meeting shall be as provided in the Act.

(iv) The chairperson of the Company shall preside as chairperson at every general meeting of the Company.

(v) If there is no such chairperson, or if he is not present within-fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be chairperson of the meeting.

(vi) If at any meeting no director is willing to act as chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall, by poll or electronically, choose one of their members to be chairperson of the meeting.

(vii) On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the chairperson shall have a second or casting vote.

(viii) The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.

(ix) There shall not be included in the minutes any matter which, in the opinion of the chairperson of the meeting –

(a) is, or could reasonably be regarded, as defamatory of any person; or

(b) is irrelevant or immaterial to the proceedings; or

(c) is detrimental to the interests of the Company.

(x) The chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.

(xi) The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.

(xii) Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (1) above: Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.

(xiii) The Board, and also any person(s) authorised by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meetings, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.

15. ADJOURNMENT OF MEETING

(i) The chairperson may, suo moto, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and save as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

16. VOTING RIGHTS

(i) Subject to any rights or restrictions for the time being attached to any class or classes of shares:

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

(ii) A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

(iii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of holders the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

(iv) A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.

(v) Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the transmission clause (Article 6) to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.

(vi) Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

(vii) No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in regard to which the Company has exercised any right of lien.

(viii) Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.

17. PROXY

(i) Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.

(ii) The instrument appointing a proxy and the power-of attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

(iii) An instrument appointing a proxy shall be in the form as prescribed in the Rules.

(iv) A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the not principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

18. CAPITALIZATION OF PROFITS

(i) (a) The Company in general meeting may, upon the recommendation of the Board, resolve —

a. that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

b. that such sum be accordingly set free for distribution in the manner specified in clause (b) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(b) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (c), either in or towards —

a. paying up any amounts for the time being unpaid on any shares held by such members respectively;

b. paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

c. partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii);

(c) A securities premium account and a capital redemption reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;

(d) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.

(ii) (a) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

a. make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

b. generally, do all acts and things required to give effect thereto.

(b) The Board shall have power—

a. to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

b. to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares.

(iii) Any agreement made under such authority shall be effective and binding on such members.

19. BOARD OF DIRECTORS

(i) The subscribers to the Memorandum and Articles of Association of the Company shall be the first Directors of the Company.

(ii) The Board of Directors shall consist of such number of directors, as may be required or permitted under applicable law including the Act and SEBI LODR Regulations.

(iii) Company will take Directors and Officers Liability Insurance if applicable as per laws, rules and regulation in force for any non-executive Directors in the event that any notice or proceedings have been filed against any non-executive Directors of the Company.

(iv) Subject to applicable Law, if any director is likely to be absent for a continuous period of not less than one month from India in which the meetings of the Board are ordinarily held, the Board will, appoint an individual ("Alternate Director") for the absent Director.

(v) Subject to applicable provisions of the Act, the remuneration of the Directors of the Company, including fees payable to the Directors in attending meetings of the Board or Committees of the Board, shall be determined by the Board of the Company, from time to time.

(vi) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(vii) The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by an ordinary resolution passed by the Company in general meeting.

(viii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or

(b) in connection with the business of the Company.

If authorized by the Board, the Directors may also be remunerated for any extra services done by them outside their ordinary duties as Directors, subject to the applicable provisions of the Act.

(ix) All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

(x) Subject to provisions of the Act and Article 13, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of directors and additional directors together shall not at any time exceed maximum strength fixed for the Board by the Articles.

(xi) Save as aforesaid Regulations 62 to 75 of Table 'F' shall apply.

(xii) Subject to Article 13 (i) and (ii), the Board of Directors shall have power to appoint Additional Directors in accordance with the provisions of Section 161(1) of the Act and the Additional Directors so appointed shall hold office until the conclusion of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier.

(xiii) (a) Subject to Article 13(iii), if the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.

(b) The director so appointed shall hold office only up to the date up to which the director in whose place he is appointed would have held office if it had not been vacated.

20. POWERS OF BOARD

(i) (a) The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statue or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

(b) The Board may, from time to time and at its discretion, subject to the provisions of Sections 73, 179, 180, and 185 of the Act, raise or borrow and secure the payment of any sum or sums of money for the purpose of the Company. Any such money be raised or the payment or repayment thereof may be secured in such manner and upon such terms and conditions in all respect as the Board may think fit by promissory notes or by opening loan or current accounts or by receiving deposits and advances at interest with or without security or otherwise and in particular by the issue of bonds, perpetual or redeemable debentures of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being or by mortgaging or charging or pledging any lands, buildings, machinery, plant, goods or other property and securities of the Company or by other means as the Board deems expedient. The Board of Directors shall not except with the consent of the Company by way of a special resolution, borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of paid up capital of the Company, its free reserves and securities premium.

(c) Subject to the Act and these Articles, the Board may raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit, and in particular by the issue of bonds, perpetual or redeemable debentures or debenture-stock, or any mortgage, or other tangible security on the undertaking of the whole or any part of the Company (both present and future) but shall not create a charge on its capital for the time being or issue debentures with the right to conversion into or allotment of shares without the sanction of the Company by a special resolution in the general meeting.

21. PROCEEDINGS OF THE BOARD

(i) (a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(b) The chairperson or any one director with the previous consent of the chairperson, may or the secretary on the direction of the chairperson shall, at any time, summon a meeting of the Board.

(c) The quorum for a Board meeting shall be as provided in the Act.

(d) The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio-visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.

(ii) (a) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(b) In case of an equality of votes, the chairperson of the Board, if any, shall have a second or casting vote.

(iii) The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.

(iv) (a) The chairperson of the Company shall be the chairperson at meetings of the Board. In his absence the Board may elect a chairperson of its meeting and determine the period for which he is to hold office.

(b) If no such chairperson is elected, or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be chairperson of the meeting.

(v) (a) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(b) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

(c) The participation of directors in a meeting of the committee may be either in person or through video conferencing or audio-visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.

(vi) (a) A committee may elect a chairperson of its meetings unless the Board, while constituting a committee, has appointed a chairperson of such committee.

(b) If no such chairperson is elected, or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be chairperson of the meeting.

(vii) (a) A committee may meet and adjourn as it thinks fit.

(b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the chairperson shall have a second or casting vote.

(viii) All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

(ix) Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

Every Director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

22. BORROWING POWER

Subject to the provisions of the Section 73 and 179 of the Act, and without prejudice to the powers conferred by other Article or Articles, the Board or Directors may, from time to time and at their discretion, to borrow or secure the payment of any sum or/and sums of money, for purpose of the Company, either from any Director or member or elsewhere, on security or otherwise and may secure the repayment or payments of any sum or sums, in such manner and upon such terms and condition, in all respects as they think fit, and particular, by the creation of any mortgage, hypothecation or charge on the undertaking or the whole or part of the property, present or future, or the uncalled capital, of the Company or by the issue of debentures or debentures stock of the Company, both present and future, including its uncalled capital, for the time being, and the Directors or any of them may guarantee the whole, or any part of the loans or debts, raised or incurred, by or on behalf of the Company, or any interest payable thereon, and shall be entitled to receive such payments as consideration for the giving of such guarantee, as may be determined, by the Directors, with power to indemnify the guarantors, from or against liability under their guarantee by means of a mortgage or charge on the undertaking of the Company, or any of its property, or assets or otherwise.

23. CHIEF EXECUTIVE OFFICER/MANAGER/COMPANY SECRETARY/CHIEF FINANCIAL OFFICER

(i) Subject to the provisions of the Act—

(a) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board. The Board may appoint one or more chief executive officers for its multiple businesses.

(b) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

(c) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

(ii) Manager or Secretary may be appointed in accordance with Regulations 77 and 78 of Table 'F'.

24. MANAGING DIRECTOR

(i) (a) Subject to the provisions of Sections 196, 197, and 203 and Schedule V of the Act, the Board may, from time to time, appoint one or more Directors to be Managing Director or Managing Directors of the Company and may, from time to time (subject to the provisions of any contract between him or them and the Company), remove or dismiss him or them from office and appoint another or others in his place or their places. The Managing Director shall exercise such powers as may be delegated to him by the Board subject to its overall control and supervision. The Managing Director shall report all material actions undertaken, or proposed to be undertaken, by him in the exercise of powers delegated to him to the Board of Directors at their meetings.

(b) Subject to the provisions of Act and Rules and Schedule of the Act, a Managing Director shall, in addition to the remuneration payable to him as a Director of the Company under the Articles, receive such additional remunerations as may, from time to time, be sanctioned by the Company.

(c) Subject to the provisions of the Act, in particular to the prohibitions and restrictions contained in the Act thereof, the Board may, from time to time, entrust to and confer upon a Managing Director for the time being such of the powers exercisable under these presents by the Board as it may think fit, and may confer such powers for such time, and to be exercised for such objects and purposes, and upon such terms and conditions and with such restrictions as it thinks fit, and the Board may confer such powers, either collaterally with, or to the exclusion of, and in substitution for any of the powers of the Board in that behalf and may, from time to time, revoke, withdraw, alter or vary all or any of such powers.

25. THE COMMON SEAL

The Board of Directors may select a seal for the Company. The Board shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf, and except in the presence of at least one Director or manager or any of the secretary or such other person as the Board may appoint for such purpose; and the Director or manager or the secretary or other person as aforesaid shall sign every instrument to which the Seal of the Company is so affixed in his presence. However, the share certificates shall be sealed and signed in accordance with Rule 5 of the Companies (Share Capital and Debentures) Rules, 2014.

26. DIVIDENDS AND RESERVE

(i) The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

(ii) Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.

(iii) (a) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, thinks fit.

(b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

(iv) (a) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.

(b) No amount paid or credited as paid on a share in advance of calls shall while carrying interest be treated for the purpose of this Article as paid on the share, including to confer a right to dividend or to participate in profits.

(c) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

(v) (a) The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

(b) The Board may retain dividends payable upon shares in respect of which any person is, entitled to become a member, until such person shall become a member in respect of such shares.

(vi) (a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

(c) Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.

(vii) Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

(viii) Notice of any dividend, whether interim or otherwise, that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

(ix) No dividend shall bear interest against the Company

(a) The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.

(b) The Company shall comply with the provisions of the Act in respect of any dividend remaining unpaid or unclaimed with the Company. Where the Company has declared a dividend but which has not been paid or claimed within 30 (thirty) days from the date of declaration, the Company shall, within 7 (seven) days from the date of expiry of the 30 (thirty) day period, transfer the total amount of dividend which remains so unpaid or unclaimed, to a special account to be opened by the Company in that behalf in any scheduled bank, to be called “Unpaid Dividend A/c ______”.

(c) Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund established under the Act. No unclaimed or unpaid dividend shall be forfeited by the Board. All unpaid and unclaimed dividends shall be dealt with in accordance with the provisions of Sections 124 and 125 of the Act and rules made thereunder.

(d) Further, there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.

27. ACCOUNTS

(i) (a) The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.

(i) No member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorized by the Board. or by the company in general meeting.

28. FINANCIAL STATEMENT

The Directors shall lay before each annual general meeting, Financial Statement for the financial year of the Company audited by a qualified chartered accountant under the provisions of the Act.

29. AUDIT

(i) The first auditors of the Company shall be appointed by the Board within 30 (thirty) days after its incorporation who shall hold office till the conclusion of the first annual general meeting.

(ii) The Directors may fill up any casual vacancy in the office of the auditors.

(iii) The remuneration of the auditors shall be fixed by the Company in general meeting or by Board if authorised by shareholders of the Company.

30. WINDING UP

(i) If the Company shall be wound up, the liquidator may with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or in kind the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair, upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the member or different classes of members.

(iii) The liquidator may with the like sanction, vest the whole or any part of such assets in trustees upon such trust for the benefits of the contributors as the liquidator, with the like sanction, shall think fit but so that no member shall be compelled to accept any share or such other securities whereon there is any liability.

31. SECRECY

Every Director, chairperson, managing director, manager, auditor member of the committee, officer, servant agent, accountant or other persons employed in the business of the Company shall observe strict secrecy in respect of all transactions of the company.

32. INDEMNITY & INSURANCE

(i) Subject to the provisions of Section 197 of the Act, every officer or agent for the time being of Company shall be indemnified out of the assets of the Company, to pay all costs, losses and expenses (including travelling expenses) which such officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses or against any bonafide liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 463 of the Act in which relief is granted to him by the Court.

(ii) The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

33. GENERAL POWER

Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

SECTION XI: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be delivered to the RoC for filing. Copies of the abovementioned contracts and also the documents and contracts for inspection referred to hereunder, may be inspected at the Registered and Corporate Office between 10 a.m. and 5 p.m. on all Working Days from the date of the Red Herring Prospectus until the Bid/Offer Closing Date (except for such agreements executed after the Bid/Offer Closing Date). Copies of the documents for inspection referred to hereunder, will also be available on the website of the Company at [●] from the date of the Red Herring Prospectus until the Bid/Offer Closing Date (except for such agreements executed after the Bid/Offer Closing Date). Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time, if so required, in the interest of our Company, or if required by the other parties, without reference to the Shareholders, subject to compliance with the provisions of the Companies Act and other applicable law.

A. Material contracts for the Offer

1. Offer agreement dated March 27, 2023 between our Company, the Promoter Selling Shareholder and the BRLMs;

2. Registrar agreement dated March 27, 2023 amongst our Company, the Promoter Selling Shareholder and the Registrar to the Offer;

3. Cash escrow and sponsor bank agreement dated [●] amongst our Company, the Registrar to the Offer, the BRLMs, Promoter Selling Shareholder, the Escrow Collection Bank(s), Public Offer Account Bank(s), Sponsor Bank(s) and the Refund Bank(s);

4. Share escrow agreement dated [●] entered into amongst the Promoter Selling Shareholder, our Company and a share escrow agent.

5. Syndicate agreement dated [●] amongst our Company, Promoter Selling Shareholder, the BRLMs, the Syndicate Members and the Registrar to the Offer;

6. Monitoring agency agreement dated [●] amongst our Company and the Monitoring Agency; and

7. Underwriting agreement dated [●] amongst our Company, Promoter Selling Shareholder and the Underwriters

B. Material documents

1. Certified copies of the updated Memorandum of Association and Articles of Association of our Company as amended from time to time;
2. Certificate of incorporation dated June 15, 2015;
3. Fresh certificate of incorporation dated March 17, 2023, pursuant to conversion into public limited company;
4. Resolution of the Board of Directors dated March 20, 2023 approving the Offer and other related matters;
5. Resolutions of the Board of Directors dated March 27, 2023, taking on record the approval for the Offer for Sale by the Promoter Selling Shareholder;
6. Resolution of the Board dated March 27, 2023 approving this Draft Red Herring Prospectus;
7. Consent of the Promoter Selling Shareholder dated March 27, 2023 in relation to the Offer;

8. Shareholders’ resolution dated March 21, 2023 approving the Fresh Issue and other related matters;

9. Examination report dated March 23, 2023, of our Statutory Auditors on our Restated Financial Information, included in this Draft Red Herring Prospectus;

10. Copies of the annual reports of the Company for the Fiscal Years 2022, 2021 and 2020;

11. The statement of possible special tax benefits dated March 27, 2023, from our Statutory Auditors;

12. In principle listing approvals dated [●] and [●] issued by BSE and NSE, respectively;

13. Consent of the Directors, the BRLMs, the Syndicate Members, the Legal Counsel to our Company, Legal Counsel to the BRLMs as to Indian Law, Legal Counsel to the Promoter Selling Shareholders, the Registrar to the Offer, the Escrow Collection Bank(s), Refund Banks(s), Sponsor Bank, Public Offer Account Bank, the Bankers to our Company, Monitoring Agency, the Company Secretary and Compliance Officer, the Monitoring Agency and the Chief Financial Officer, to act in their respective capacities;

14. Consent of the Statutory Auditors, CNK & Associates LLP, Chartered Accountants, to include their name in this Draft Red Herring Prospectus and as an “Expert” defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) of the Companies Act, 2013, in respect of the examination report of the Auditors on the Restated Financial Information dated March 23, 2023, and the statement of special tax benefits dated March 27, 2023, included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean “expert” as defined under the Securities Act;

15. Consents dated March 27, 2023 from Virendra F. Panchal, Vishvakarma Consultancy Services Private Limited, Chartered Engineer to include their name as an independent chartered engineer, as required under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus, and as an “expert” as defined under Section 2(38) and Section 2(65) of the Companies Act, 2013 in respect of the certificates dated March 27, 2023. Such consent has not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus;

16. Appointment letter dated April 3, 2021 for appointing Snehal Ravjibhai Patel as the Managing Director of the Company;

17. Appointment letter dated March 21, 2023 for appointing Mili Snehal Patel as the Whole-time Director of the Company;

18. Appointment letter dated March 21, 2023 for appointing Ravjibhai Dudabhai Dudhar as the Whole-time Director of the Company;

19. Supplemental letter of continuing guarantee dated September 23, 2022 entered into amongst the Promoter Selling Shareholder, Ravjibhai Dudabhai Dudhat and HDFC Bank.

20. Guarantee agreement dated January 21, 2023, entered into amongst the Promoter Selling Shareholder, Ravjibhai Dudabhai Dudhat, Mili Snehal Patel and State Bank of India.

21. Consent from Frost & Sullivan dated March 27, 2023, to include contents or any part thereof from their report titled “*Independent Market Report - India Chemicals, Specialty Chemicals, Pharmaceutical*” dated March 26, 2023 in this Draft Red Herring Prospectus;

22. Industry Report titled “*Independent Market Report - India Chemicals, Specialty Chemicals, Pharmaceutical*” dated March 26, 2023, prepared and issued by Frost & Sullivan, commissioned and paid for by our Company, exclusively for the purpose of this Offer;

23. Certificate relating to key performance indicators dated March 27, 2023;

24. Tripartite agreement dated December 22, 2022 between our Company, NSDL and the Registrar to the Offer;

25. Tripartite agreement dated March 1, 2023 between our Company, CDSL and the Registrar to the Offer;

26. Due diligence certificate dated March 27, 2023, addressed to the SEBI from the BRLMs; and

27. SEBI’s observation letter number [●] dated [●].

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

____

Snehal Ravjibhai Patel
Managing Director

Place: Vadodara
Date: March 27, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Ravjibhai Dudabhai Dudhat
Whole-time Director

Place: Vadodara
Date: March 27, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Mili Snehal Patel
Whole-time Director

Place: Vadodara
Date: March 27, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Kiran Kumar Shah
Independent Director

Place: Pune
Date: March 27, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Maulik Chandraketu Mehta
Independent Director

Place: Vadodara
Date: March 27, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Shekhar Shreedhar Khanolkar
Independent Director

Place: Mumbai
Date: March 27, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

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Jimmishkumar Shaileshbhai Gohel
Chief Financial Officer

Place: Vadodara
Date: March 27, 2023

DECLARATION

I, Snehal Ravjibhai Patel, the Promoter Selling Shareholder, hereby certify that all statements and undertakings made or confirmed by me in this Draft Red Herring Prospectus in relation to me, as a Promoter Selling Shareholder and the Equity Shares being offered by me in the Offer for Sale are true and correct. I assume no responsibility as a Promoter Selling Shareholder, for any other statements, disclosures and undertakings, including, any of the statements, disclosures and undertakings, made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY THE PROMOTER SELLING SHAREHOLDER

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Snehal Ravjibhai Patel

Place: Vadodara
Date: March 27, 2023