RED HERRING PROSPECTUS
Dated December 9, 2021
Please read section 32 of the Companies Act, 2013
100% Book Built Offer

SUPRIYA LIFESCIENCE LIMITED

Our Company was incorporated as 'Supriya Lifescience Limited' pursuant to a certificate of incorporation dated March 26, 2008 issued by the Registrar of Companies, Maharashtra at Mumbai ("**RoC**"), upon the conversion of 'M/s Supriya Chemicals', a partnership firm, into a public limited company, in accordance with the provisions of Part IX of the Companies Act, 1956. Our Company commenced operations pursuant to a certificate for commencement of business dated April 1, 2008 issued by RoC. For further details, including details relating to changes in the registered office see "*History and Certain Corporate Matters*" on page 154.

Registered and Corporate Office: 207/208, Udyog Bhavan, Sonawala Road, Goregaon – East, Mumbai – 400063, Maharashtra, India; **Tel:** +91-22-40332727
Contact Person: Shweta Shivdhari Singh, Company Secretary and Compliance Officer; **Tel**: +91-22-40332727; **E-mail:** cs@supriyalifescience.com
Website: www.supriyalifescience.com; **Corporate Identity Number**: U51900MH2008PLC180452

OUR PROMOTER: SATISH WAMAN WAGH

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH ("EQUITY SHARES") OF SUPRIYA LIFESCIENCE LIMITED ("OUR COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE ("OFFER PRICE") AGGREGATING UP TO ₹ 7,000 MILLION, COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 2,000 MILLION ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 5,000 MILLION BY SATISH WAMAN WAGH (THE "PROMOTER SELLING SHAREHOLDER") (THE "OFFER FOR SALE", TOGETHER WITH THE FRESH ISSUE, THE "OFFER"). THE OFFER WILL CONSTITUTE [●]% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL.

THE FACE VALUE OF EACH EQUITY SHARE IS ₹ 2 EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. OUR COMPANY AND THE PROMOTER SELLING SHAREHOLDER MAY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS ("BRLMs"), OFFER A DISCOUNT OF UP TO [●]% (EQUIVALENT TO ₹ [●]) ON THE OFFER PRICE TO RETAIL INDIVIDUAL BIDDERS ("RETAIL DISCOUNT"). THE PRICE BAND, THE RETAIL DISCOUNT 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 FINANCIAL EXPRESS (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND ALL EDITIONS OF JANSATTA (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER) AND MUMBAI EDITION OF NAVSHAKTI (A WIDELY CIRCULATED MARATHI DAILY NEWSPAPER, MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA 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 BSE LIMITED ("BSE") AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR UPLOADING ON THEIR RESPECTIVE WEBSITES.

In case of any revision in the Price Band, the Bid/ Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, 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, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Members of the Syndicate and by intimation to Designated Intermediaries and the Sponsor Bank.

This 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 Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**"). This Offer is being made through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations wherein not less than 75% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") (the "**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 ("**Anchor Investor Portion**"). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price. 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. If at least 75% of the Offer cannot be allotted to QIBs, the Bid Amounts received by our Company shall be refunded. Further, not more than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% 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 from them at or above the Offer Price. All Bidders, other than Anchor Investors, are mandatorily required to participate in the Offer through the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective ASBA Account, which will be blocked by the Self Certified Syndicate Banks ("**SCSBs**"), or through the UPI Mechanism. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see "*Offer Procedure*" beginning on page 323.

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 of our Company. The face value of the Equity Shares is ₹ 2 per Equity Share. The Offer Price, Floor Price and Price Band 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 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 Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" beginning on page 26.

ISSUER'S AND PROMOTER SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this 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 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 of which makes this 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 made or confirmed by the Promoter Selling Shareholder in this Red Herring Prospectus to the extent of information specifically pertaining to him and his respective portion of the Equity Shares offered in the Offer for Sale and assume responsibility that such statements are true and correct in all material respects and 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 'in-principle' approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated July 1, 2021 and July 5, 2021, respectively. For the purposes of the Offer, the Designated Stock Exchange shall be BSE. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Section 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date, see "*Material Contracts and Documents for Inspection*" beginning on page 362.

BOOK RUNNING LEAD MANAGERS		REGISTRAR TO THE OFFER
ICICI Securities Limited ICICI Venture House, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400 025 **Telephone:** +91 22 6807 7100 **Email:** supriya.ipo@icicisecurities.com **Investor Grievance e-mail:** customercare@icicisecurities.com **Website:** www.icicisecurities.com **Contact Person:** Sameer Purohit / Akhil Mohod **SEBI Registration No.:** INM000011179	**Axis Capital Limited** 1st floor, Axis House C-2 Wadia International Centre P.B. Marg, Worli, Mumbai 400 025 **Telephone:** +91 22 4325 2183 **Email:** sll.ipo@axiscap.in **Investor Grievance e-mail:** complaints@axiscap.in **Website:** www.axiscapital.co.in **Contact Person:** Simran Gadh **SEBI Registration No.:** INM000012029	**Link Intime India Private Limited** C-101, 247 Park, 1st Floor, L.B.S. Marg, Vikhroli West Mumbai 400 083 Maharashtra. India **Tel:** +91 22 4918 6200 **E-mail:** supriyalife.ipo@linkintime.co.in **Website:** www.linkintime.co.in **Contact Person:** Shanti Gopalkrishnan **SEBI Registration No.:** INR000004058

BID / OFFER PROGRAMME

BID / OFFER OPENS ON	Thursday, December 16, 2021*
BID / OFFER CLOSES ON	Monday, December 20, 2021**

* *Our Company and the Promoter Selling Shareholder may, in consultation with the BRLMs, 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 may, in consultation with the BRLMs, 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.*

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SECTION I - GENERAL

DEFINITIONS AND ABBREVIATIONS

This 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, and references to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rule guidelines or policy as amended from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meanings ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder.

Notwithstanding the foregoing, terms in "Main Provisions of the Articles of Association", "Statement of Special Tax Benefits", "Industry Overview", "Key Regulations and Policies in India", "Restated Financial Statements", "Basis for the Offer Price" and "Outstanding Litigation and Other Material Developments", beginning on pages 344, 92, 95, 146, 188, 89 *and* 298 *will have the meaning ascribed to such terms in those respective sections.*

General terms

Term	Description
our Company / the Company / the Issuer / we / us / our	Supriya Lifescience Limited, a public limited company incorporated under the Companies Act, 1956 and having its Registered and Corporate Office at 207 / 208, Udyog Bhavan, Sonawala Lane, Goregaon (East), Mumbai – 400 063

Company related terms

Term	Description
AGM	Annual general meeting of our Shareholders, as convened from time to time
AoA / Articles of Association / Articles	The articles of association of our Company, as amended
Audit Committee	Audit committee of our Company, described in "*Our Management – Corporate Governance*" on page 167
Auditors / Statutory Auditors	The statutory auditors of our Company, currently being Kakaria and Associates LLP, Chartered Accountants
Board / Board of Directors	The board of directors of our Company
Chairman and Managing Director	The chairman and managing director of our Company namely Satish Waman Wagh
Chief Financial Officer	Chief financial officer of our Company, namely Ashish Ramdas Nayak
Company Secretary and Compliance Officer	Company secretary and compliance officer of our Company, namely Shweta Shivdhari Singh
Corporate Social Responsibility Committee	The corporate social responsibility committee of our Company, described in "*Our Management – Corporate Governance*" on page 167
CRISIL	CRISIL Limited
CRISIL Report	Report titled 'Market assessment of the Pharmaceutical API segment – May 2021 as updated by addendums dated July 23, 2021, July 29, 2021 and November 3, 2021' issued by CRISIL, commissioned and paid for by our Company exclusively for the purposes of the Offer
Director(s)	The director(s) on our Board
Equity Shares	The equity shares of our Company of face value of ₹ 2 each
Independent Director(s)	Independent director(s) of our Company
IPO Committee	The IPO committee of our Company
KMP / Key Managerial Personnel	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013 and as further described in "*Our Management – Key Managerial Personnel*" on page 177
Materiality Policy	The policy adopted by our Board on May 6, 2021, for identification of material (a) outstanding litigation proceedings; (b) group companies; and (c) creditors,

Term	Description
	pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in this Red Herring Prospectus
MoA / Memorandum of Association	The memorandum of association of our Company, as amended
Nomination and Remuneration Committee	The nomination and remuneration committee of our Company, described in "*Our Management – Corporate Governance*" on page 167
Promoter Group	Persons and entities constituting the promoter group of our Company, pursuant to Regulation 2 (1)(pp) of the SEBI ICDR Regulations and as disclosed in "*Our Promoters and Promoter Group*" on page 180
Promoter / Promoter Selling Shareholder	The promoter of our Company and also the selling shareholder, namely Satish Waman Wagh. For details, see "*Our Promoter and Promoter Group*" on page 180
Registered and Corporate Office	The registered and corporate office of our Company, situated at 207 / 208, Udyog Bhavan, Sonawala Lane, Goregaon (East), Mumbai – 400 063
Restated Financial Statements	Our restated Ind AS summary statement of assets and liabilities as at September 30, 2021, March 31, 2021, March 31, 2020 and March 31, 2019 and the restated Ind AS summary statement of profits and losses (including other comprehensive income) and the restated Ind AS consolidated summary statement of cash flow and the restated Ind AS summary statement of changes in equity for the six months period ended September 30, 2021 and Fiscals ended March 31, 2021, March 31, 2020 and March 31, 2019 together with the summary statement of significant accounting policies and other explanatory information thereon, each derived from our audited financial statements as at the six months period ended September 30, 2021 and Fiscals ended March 31, 2021, March 31, 2020 and March 31, 2019 prepared in accordance with Ind AS, and restated in accordance with the SEBI ICDR Regulations, as amended from time to time, and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI.
Risk Management Committee	The risk management committee of our Company, described in "*Our Management – Corporate Governance*" on page 167
RoC / Registrar of Companies	The Registrar of Companies, Maharashtra at Mumbai
Shareholders	The holders of the Equity Shares, from time to time
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Company, described in "*Our Management – Corporate Governance*" on page 167
Whole-time Director	The whole-time director(s) of our Company

Offer Related Terms

Term	Description
Acknowledgement Slip	The slip or document issued by a Designated Intermediary(ies) 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 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
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors in terms of the Red Herring Prospectus, which will be decided by our Company and the Promoter Selling Shareholder, in consultation with the BRLMs during the Anchor Investor Bidding Date

Term	Description
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 terms of the Red Herring Prospectus and Prospectus
Anchor Investor Bidding Date	The day, being 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 Investors, and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	Final price at which the Equity Shares will be issued and 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 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
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
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorize an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB or to block the Bid Amount using the UPI Mechanism
ASBA Account	A bank account maintained with an SCSB which may be blocked by such SCSB or the account of the RIBs blocked upon acceptance of UPI Mandate Request by the RIBs using the UPI Mechanism to the extent of the Bid Amount of the 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
Axis	Axis Capital Limited
Banker(s) to the Offer	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Sponsor Bank and Public Offer Account Bank(s)
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer, as described in "*Offer Procedure*" beginning on page 323
Bid / Bidding	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 of our Company at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations. The term "Bidding" shall be construed accordingly
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidders, as the case maybe, upon submission of the Bid in the Offer, as applicable
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

Term	Description
Bid / Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being Monday, December 20, 2021, which shall be published in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper), and Mumbai edition of Navshakti (a widely circulated Marathi daily newspaper). In case of any revisions, the extended Bid/Offer Closing Date shall also be notified on the websites and terminals of the members of the Syndicate, as required under the SEBI ICDR Regulations and communicated to the Designated Intermediaries and the Sponsor Bank
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 Thursday, December 16, 2021, which shall be published in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper), and Mumbai edition of Navshakti (a widely circulated Marathi daily newspaper)
Bid / Offer Period	Except in relation to 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. Provided 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 may, in consultation with the BRLMs, 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
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, includes an Anchor Investor
Bidding Centres	Centres at which at the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated SCSB 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 Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
Book Running Lead Managers / BRLMs	The book running lead managers to the Offer namely, ICICI Securities Limited and Axis Capital Limited
Broker Centres	Broker centres 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 Broker are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
CAN / Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on/after the Anchor Investor Bidding Date
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
Cash Escrow and Sponsor Bank Agreement	Agreement dated December 8, 2021 entered into by our Company, the Promoter Selling Shareholder, the Registrar to the Offer, the BRLMs and the Banker(s) to the Offer for the appointment of the Sponsor Bank in accordance with the UPI Circulars, the collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account(s) and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof
Client ID	Client identification number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant / 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 as per the list available on the websites of BSE and NSE

Term	Description
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 the UPI Circulars
Cut-off Price	Offer Price, finalised 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 and bank account details and UPI ID, where applicable
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Date	The date on which funds are transferred from the Escrow Account(s) and the amounts blocked are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account(s) or the Refund Account(s), as appropriate, in terms of the Red Herring Prospectus and the Prospectus, after the finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Offer
Designated Intermediaries	In relation to ASBA Forms submitted by RIBs 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 RIBs where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such RIB using the UPI Mechanism, Designated 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, Designated Intermediaries shall mean Syndicate, Sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
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 http://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	BSE Limited
Draft Red Herring Prospectus / DRHP	The draft red herring prospectus dated May 15, 2021 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer
Eligible NRI(s)	NRI(s) from jurisdictions 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 will constitute an invitation to subscribe to or to purchase the Equity Shares
Escrow Account(s)	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 and with whom the Escrow Account(s) will be opened, in this case being ICICI Bank Limited
First Bidder	Bidder whose name shall be mentioned 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

Term	Description
Floor Price	The lower end of the Price Band, subject to any revision(s) 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
Fresh Issue	The fresh issue component of the Offer comprising of an issuance by our Company of up to [●] Equity Shares at ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ 2,000 million.
General Information Document	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 UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLMs
I-Sec	ICICI Securities Limited
Mobile App(s)	The mobile applications listed 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 updated from time to time, which may be used by RIBs to submit Bids using the UPI Mechanism
Monitoring Agency	ICICI Bank Limited
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	The proceeds from the Fresh Issue less the Offer related expenses applicable to the Fresh Issue. For further details regarding the use of the Net Proceeds and the Offer related expenses, see "*Objects of the Offer*" beginning on page 74
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors
Non-Institutional Bidder / NIBs	All Bidders that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount 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, consisting of [●] Equity Shares, which shall be available for allocation on a proportionate basis to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price
Non-Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
Offer	The initial public offering of the Equity Shares of our Company by way of the Fresh Issue and the Offer for Sale
Offer Agreement	The agreement dated May 15, 2021 amongst our Company, the Promoter Selling Shareholder and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Offer
Offer Price	The final price at which Equity Shares will be Allotted to successful Bidders, other than Anchor Investors. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus. The Offer Price will be decided by our Company and the Promoter Selling Shareholder, in consultation with the BRLMs on the Pricing Date, in accordance with the Book Building Process and 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 74
Offer for Sale	The offer for sale component of the Offer, comprising of an offer for sale of up to [●] Equity Shares at ₹ [●] per Equity Share aggregating upto ₹ 5,000 million by Satish Waman Wagh
Offered Shares	The Equity Shares being offered by the Promoter Selling Shareholder as part of the Offer for Sale comprising of an aggregate of up to [●] Equity Shares

Term	Description
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) including any revisions thereof. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company and the Promoter Selling Shareholder in consultation with the BRLMs, and will be advertised in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and Mumbai edition of Navshakti (a widely circulated Marathi daily newspaper, Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located) at least two Working Days prior to the Bid/Offer Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites
Pricing Date	The date on which our Company and the Promoter Selling Shareholder in consultation with the BRLMs, will finalise 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 three years from the date of Allotment
Prospectus	The Prospectus to be filed with the RoC in accordance with 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(s)	Bank account(s) opened with the Public Offer Account Bank(s) under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account(s) and ASBA Accounts on the Designated Date
Public Offer Account Bank(s)	The banks with which the Public Offer Account(s) is opened for collection of Bid Amounts from Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being ICICI Bank Limited
QIB Category / QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not less than 75% of the Offer, consisting of [●] Equity Shares which shall be Allotted to QIBs (including Anchor Investors)
Qualified Institutional Buyers / QIBs / QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Red Herring Prospectus / RHP	This red herring prospectus dated December 9, 2021 issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which does not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer including any addenda or corrigenda thereto. This Red Herring Prospectus will be filed with the RoC at least three Working 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(s) opened with the Refund Bank(s), 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 Banker(s) to the Offer with whom the Refund Account(s) have been opened, in this case being ICICI Bank Limited
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals, other than the BRLMs and the Syndicate Members and eligible to procure Bids
Registrar Agreement	The agreement dated May 15, 2021 among 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 / RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations as per the lists available on the websites of BSE and NSE
Registrar to the Offer / Registrar	Link Intime India Private Limited

Term	Description
Retail Individual Bidder(s) / RIB(s)	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 more than 10% of the Offer consisting of [●] Equity Shares, which 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
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
Self-Certified Syndicate Bank(s) / 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 by SEBI from time to time
Share Escrow Agent	Escrow agent appointed pursuant to the Share Escrow Agreement, namely, Link Intime India Private Limited
Share Escrow Agreement	Agreement dated December 8, 2021 entered into amongst the Promoter Selling Shareholder, our Company and the Share Escrow Agent in connection with the transfer of Equity Shares under the Offer by such Promoter Selling Shareholder and credit of such Equity Shares to the demat account of the Allottees
Specified Locations	Bidding centres where the Syndicate shall accept ASBA Forms from Bidders
Sponsor Bank	The Banker to the Offer registered with SEBI, which has been appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and / or payment instructions of the RIBs, using the UPI Mechanism and carry out any other responsibilities in terms of the UPI Circulars, in this case being ICICI Bank Limited
Stock Exchanges	Collectively, BSE and NSE
Syndicate	Together, the BRLMs and the Syndicate Members
Syndicate Agreement	Agreement dated December 8, 2021 entered into among our Company, the Promoter Selling Shareholder, the BRLMs and the Syndicate Members in relation to collection of Bid cum Application Forms by Syndicate
Syndicate Members	Intermediaries registered with SEBI who are permitted to accept bids, applications and place order with respect to the Offer and carry out activities as an underwriter, namely, ICICI Securities Limited and Axis Capital Limited
Systemically Important Non-Banking Financial Company / NBFC-SI	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
Underwriters	[●]
Underwriting Agreement	The agreement to be entered into among the Underwriters, our Company and the Promoter Selling Shareholder on or after the Pricing Date, but prior to filing of the Prospectus
UPI	Unified Payments Interface, which is an instant payment mechanism developed by NPCI

Term	Description
UPI Circulars	SEBI circular number CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 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. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the RIB by way of a notification on the UPI Mobile App and by way of a SMS directing the RIB to such UPI Mobile App) to the RIB initiated by the Sponsor Bank to authorise blocking of funds in the relevant ASBA Account through the UPI Mobile App equivalent to the Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The mechanism that may be used by an RIB to make a Bid in the Offer in accordance with the UPI Circulars
UPI PIN	Password to authenticate UPI transaction
Wilful Defaulter	A company or person, as the case may be, categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI
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, "Working Day" shall mean all days, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; (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 Stock Exchanges, excluding Sundays and bank holidays, as per the circulars issued by SEBI

Conventional and General Terms and Abbreviations

Term	Description
AIF(s)	Alternative Investment Funds
Asset turnover	Revenue from operations divided by property, plant and equipment
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CCI	Competition Commission of India
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
Category II AIF	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
Category II FPIs	FPIs who are 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
CBDT	Central Bureau of Direct Taxes
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Companies Act, 1956	The erstwhile Companies Act, 1956 along with the relevant rules made thereunder
Companies Act / Companies Act, 2013	Companies Act, 2013, along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder, as amended to the extent currently in force

Term	Description
Consolidated FDI Policy	The consolidated FDI Policy, issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
CSE	The Calcutta Stock Exchange Limited
CSR	Corporate Social Responsibility
Debt/equity	Borrowings and lease liabilities divided by total equity
Depositories	NSDL and CDSL, collectively
Depositories Act	The Depositories Act, 1996
DIN	Director Identification Number
DP ID	Depository Participant's identity number
DPIIT	The Department for Promotion of Industry and Internal Trade (earlier known as Department of Industrial Policy and Promotion)
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortization
EPA	Environment Protection Act, 1986
EPF Act	Employees' Provident Fund and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
ERP	Enterprise resource planning
ESI Act	Employees' State Insurance Act, 1948
ESIC	Employees' State Insurance Corporation
ESOP	Employee stock option plan
Euro	Euro, the official currency of the European Union
FCNR Account	Foreign Currency Non Resident (Bank) account established in accordance with the FEMA
FDI	Foreign direct investment
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA NDI Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year / Fiscal / Fiscal Year	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FPIs	Foreign Portfolio Investors, as defined under SEBI FPI Regulations
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GAAR	General Anti-Avoidance Rules
GDP	Gross Domestic Product
GoI / Government / Central Government	Government of India
GST	Goods and services tax
HUF(s)	Hindu Undivided Family(ies)
IAS Rules	Companies (Indian Accounting Standards) Rules, 2015, as amended
ICAI	Institute of Chartered Accountants of India
ICDS	Income Computation and Disclosure Standards
IFRS	International Financial Reporting Standards of the International Accounting Standards Board
IFSC	Indian Financial System Code
IGST	Integrated Goods and Services Tax
Income Tax Act	Income Tax Act, 1961
Ind AS	The Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the IAS Rules
Ind AS 24	Indian Accounting Standard 24, notified by the Ministry of Corporate Affairs under Section 133 of the Companies Act, 2013 read with IAS Rules
Indian GAAP	Accounting standards notified under section 133 of the Companies Act, 2013, read with Companies (Accounting Standards) Rules, 2006, as amended) and the Companies (Accounts) Rules, 2014, as amended
INR / Rupee / ₹ / ₹.	Indian Rupee, the official currency of the Republic of India
IPC	Indian Penal Code, 1860
IT	Information Technology

Term	Description
KYC	Know Your Customer
MAT	Minimum Alternate Tax
MCA	The Ministry of Corporate Affairs, Government of India
Mn	Million
MoU	Memorandum of Understanding
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Negotiable Instruments Act	The Negotiable Instruments Act, 1881
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
NPCI	National Payments Corporation of India
NR / Non-resident	A person resident outside India, as defined under the FEMA and includes an NRI
NRI	Non-Resident Indian as defined under the FEMA NDI Rules
NSDL	National Securities Depository Limited
NSE	The National Stock Exchange of India Limited
OCB	Overseas Corporate Body
P/E Ratio	Price/Earnings Ratio
PAN	Permanent account number
PAT	Profit after tax
Payment of Bonus Act	Payment of Bonus Act, 1965
Payment of Gratuity Act	Payment of Gratuity Act, 1972
R&D	Research and development
RBI	The Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956
SCRR	The Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
SEBI Listing Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI VCF Regulations	The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996
STT	Securities Transaction Tax
Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Trademarks Act	Trade Marks Act, 1999
US$ / USD / US Dollar	United States Dollar, the official currency of the United States of America
USA / U.S. / US	United States of America and its territories and possessions, including any state of the United States of America, Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands and the District of Columbia
U.S. GAAP	Generally Accepted Accounting Principles in the United State of America
U.S. Securities Act	U.S. Securities Act of 1933
VAT	Value Added Tax
VCFs	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the

Term	Description
	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be

Technical/ Industry Related Terms

Term	Description
ANVISA	Agência Nacional de Vigilância Sanitária (Brazilian Health Regulatory Agency)
APIs	Active Pharmaceuticals Ingredients
BfArM	Federal Institute for Drugs and Medical Devices
CDMO	Contract Development and Manufacturing Organisation
CEP	Certification of Suitability
cGMP	Current Good Manufacturing Practice Regulations
COFEPRIS	Federal Commission for the Protection against Sanitary Risk
DMF	Drug Master File
DPCO	Drug Prices Control Order
DSIR	Department of Scientific and Industrial Research
EDMF	European Drug Master File
EDQM	European Directorate for the Quality of Medicines and HealthCare
EMA	European Medicines Agency
ETP	Effluent treatment plant
EU-GMP	European Union Good Manufacturing Practices
GC	Gas Chromatography
GCMS	Gas Chromatography–mass Spectrometry
GMP	Good Manufacturing Practice
HPLC	High pressure liquid chromatography
IDL	Import Drug License
IR	Infrared
KFDA	Korean Food and Drug Administration (now Ministry of Food and Drug Safety)
KSMs	Key Starting Materials
Latin America	In relation to the Business of the Company, it refers to the following countries - Argentina, Brazil, Venezuela, Chile, Bahamas, Columbia, Mexico and Peru, unless otherwise specified
LCMS	Liquid Chromatography–mass Spectrometry
MIDC	Maharashtra Industrial Development Corporation
NDA	New Drug Application
NMPA	National Medical Products Administration (formerly the China Food and Drug Administration / CFDA)
NPPA	National Pharmaceutical Pricing Authority
PIC/S	Pharmaceutical Inspection Convention and Pharmaceutical Inspection Co-operation Scheme
PMDA	Pharmaceuticals and Medical Devices Agency
R&D	Research and development
SFDA	Saudi Food and Drug Authority
Sq. ft.	Square feet
Sq. mt.	Square meter
Taiwan FDA	Taiwan Food and Drug Administrator
TGA	Therapeutic Goods Administration, Australia
TRS guidelines	WHO Technical Report Series guidelines
USFDA	U.S. Food and Drug Administration
UV	Ultraviolet
WIPO	World Intellectual Property Organisation

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

Certain Conventions

All references in this 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 herein to the “US”, the “U.S.” or the “United States” are to the United States of America and its territories and possessions, including any state of the United States of America, Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands and the District of Columbia.

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

Financial Data

Unless stated or the context requires otherwise, the financial information in this Red Herring Prospectus is derived from our Restated Financial Statements, which have been prepared in terms of the requirements of Section 26 of the Companies Act, the SEBI ICDR Regulations, as amended from time to time, and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI. For further information on our Company’s financial information, see “*Financial Information*” beginning on page 186.

Additionally, our Company does not have any subsidiary or associate company or joint venture, and accordingly, our Company is not required to prepare consolidated financial statements.

In this 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 percentage figures have been rounded off to two decimal places. In certain instances, (i) the sum or percentage change of such 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.

Further, any figures sourced from third party industry sources may be rounded off to other than to the second decimal to conform to their respective sources.

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. Unless stated otherwise, or the context requires otherwise, all references to a “year” in this Red Herring Prospectus are to a calendar year.

Non-GAAP Financial Measures

Certain non-GAAP measures like EBITDA, EBITDA margin, net worth, return on net worth, net asset value per Equity Share (“**Non-GAAP Measures**”) presented in this Red Herring Prospectus are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, or IFRS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the year/ 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, or IFRS. In addition, these Non-GAAP Measures are not a standardised term, hence a direct comparison of similarly titled Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although the Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company’s management believes that it is useful to an investor in evaluating us because it is a widely used measure to evaluate a company’s operating performance.

Industry and Market Data

Unless stated otherwise, industry and market data used throughout this Red Herring Prospectus has been obtained from publicly available information, as well as various government publications and industry sources. Further, the information has also been derived from a report titled 'Market assessment of the Pharmaceutical API segment – May 2021 as updated by addendums dated July 23, 2021, July 29, 2021 and November 3, 2021' (the "**CRISIL Report**") that has been prepared by CRISIL and has been commissioned and paid for by our Company exclusively for the purposes of this Offer. We officially engaged CRISIL Research, a division of CRISIL Limited, in connection with the preparation of the CRISIL Report on March 1, 2021. No investment decisions should be made based on information included in industry publications. 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 data used in these sources may have been reclassified by us for the purposes of presentation and may also not be comparable. Industry sources and publications may also base their information on estimates and assumptions that may prove to be incorrect. The extent to which the industry and market data presented in this Red Herring Prospectus is meaningful and depends upon the reader's familiarity with, and understanding of, the methodologies used in compiling such information. There are no standard data gathering methodologies in the industry in which our Company conducts business and methodologies and assumptions may vary widely among different market and industry sources. Such information involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "*Risk Factors – We have commissioned an industry report from CRISIL for an agreed fee and third party database which has been used for industry related data in this Red Herring Prospectus.*" on page 39.

In accordance with the SEBI ICDR Regulations, the section "*Basis for the Offer Price*" on page 89 includes information relating to our peer group companies. Such information has been derived from publicly available sources. Accordingly, no investment decision should be made solely on the basis of such information.

Unless the context otherwise indicates, any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Conditional and Results of Operations*" beginning on pages 26, 130 and 263, respectively, and elsewhere in this Red Herring Prospectus have been calculated on the basis of amounts based on or derived from our Restated Financial Statements.

Disclaimer of CRISIL Limited

This Red Herring Prospectus contains data and statistics from the CRISIL Report, which is subject to the following disclaimer:

CRISIL Research, a division of CRISIL Limited (CRISIL) has taken due care and caution in preparing this report (Report) based on the Information obtained by CRISIL from sources which it considers reliable (Data). This Report is not a recommendation to invest / disinvest in any entity covered in the Report and no part of this 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. CRISIL especially states that it has no liability whatsoever to the subscribers / users/ transmitters/ distributors of this Report. Without limiting the generality of the foregoing, nothing in the Report is to be construed as CRISIL providing or intending to provide any services in jurisdictions where CRISIL does not have the necessary permission and/or registration to carry out its business activities in this regard. Supriya Lifescience Limited will be responsible for ensuring compliances and consequences of non-compliances for use of the Report or part thereof outside India. CRISIL Research operates independently of, and does not have access to information obtained by CRISIL Ratings Limited / CRISIL Risk and Infrastructure Solutions Ltd (CRIS), which may, in their regular operations, obtain information of a confidential nature. The views expressed in this Report are that of CRISIL Research and not of CRISIL Ratings Limited /CRIS. No part of this Report may be published/reproduced in any form without CRISIL's prior written approval.

Currency and Units of Presentation

All references to:

- '**Rupees**' or '**₹**' or '**₹.**' are to Indian Rupees, the official currency of the Republic of India.

- '**U.S.$**', '**U.S. Dollar**', '**USD**' or '**U.S. Dollars**' are to United States Dollars, the official currency of the United States of America.

- ‘**EUR**’ or ‘**€**’ are to Euro, the official currency of the European Union.

In this Red Herring Prospectus, our Company has presented certain numerical information. All figures have been expressed in millions. One million represents ‘10 lakhs’ or 1,000,000. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than millions, such figures appear in this Red Herring Prospectus expressed in such denominations as provided in their respective sources.

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 Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

Time

All references to time in this Red Herring Prospectus are to Indian Standard Time.

Exchange Rates

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

The exchange rates of USD and Euro into Indian Rupees for the periods indicated are provided below:

(in ₹)

Currency	**Exchange Rate as on**			
	March 29, 2019(1)	**March 31, 2020**	**March 31, 2021**	**September 30, 2021**
1 USD	69.17	75.39	73.50	74.26
1 EUR	77.70	83.05	86.10	86.14

Source: RBI / Financial Benchmark India Private Limited

(1) Exchange rate as on March 29, 2019, as RBI reference rate is not available for March 31, 2019 and March 30, 2019 being a Sunday and a Saturday, respectively.

FORWARD-LOOKING STATEMENTS

This Red Herring Prospectus contains certain statements which are not statements of historical fact and may be described as "forward-looking statements". These forward looking statements include statements which can generally be identified by words or phrases such as "aim", "anticipate", "are likely", "believe", "continue", "can", "could", "expect", "estimate", "intend", "may", "likely", "objective", "plan", "propose", "seek to", "will achieve", "will continue", "will likely", "will pursue" or other words or phrases of similar import. Similarly, statements that describe the strategies, objectives, plans or goals of our Company are also forward-looking statements. All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

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 be materially different from those that have been estimated. Forward-looking statements reflect our current views as of the date of this Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's belief and assumptions, current plans, estimates and expectations, which in turn are based on currently available information.

Although we believe that the assumptions on which such statements are based are reasonable, any such assumptions as well as statements based on them could prove to be inaccurate. Actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements 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. This may be due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industries we cater and our ability to respond to them, our ability to successfully implement our strategies, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India 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, changes in competition in our industry and incidence of any natural calamities and/or acts of violence.

Certain important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- We derive a significant portion of our revenue from the sale of certain products and any reduction in demand for these products could have an adverse effect on our business, results of operations and financial condition.

- We derive a significant portion of our revenue from a few customers and the loss of one or more such customers, the deterioration of their financial condition or prospects, or a reduction in their demand for our products could adversely affect our business, results of operations and financial condition.

- Our international operations expose us to complex management, legal, tax and economic risks, which could adversely affect our business, results of operations and financial condition.

- If we do not successfully develop or commercialise new products in a timely manner, or if the products that we commercialise do not perform as expected, our business, results of operations and financial condition may be adversely affected.

- The COVID-19 pandemic, or any future pandemic or widespread public health emergency, could materially and adversely impact our business, financial condition, cash flows and results of operations.

For a further discussion of factors that could cause our actual results to differ, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on pages 26, 130 and 263, respectively.

Neither our Company, nor the Promoter Selling Shareholder, nor the BRLMs, 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 the SEBI ICDR Regulations, our Company and the Promoter Selling Shareholder will ensure that investors in India are informed of material developments pertaining to our Company and the Equity Shares forming part of the Offer for Sale from the date of this Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges. The Promoter Selling Shareholder shall ensure that investors are informed of material developments in relation to statements and undertakings specifically made or confirmed by the Promoter Selling Shareholder in this Red Herring Prospectus and the Prospectus until the grant of listing and trading permission by the Stock Exchanges.

SECTION II - SUMMARY OF THE OFFER DOCUMENT

This section is a general summary of certain disclosures included in this Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in the Draft Red Herring prospectus or this 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 Red Herring Prospectus, including the sections titled "Risk Factors", "Our Business", "Industry Overview", "Capital Structure", "The Offer" and "Outstanding Litigation and Other Material Developments" beginning on pages 26, 130, 95, 60, 50 *and* 298 *respectively of this Red Herring Prospectus.*

Primary business of our Company

We are one of the key Indian manufacturers and suppliers of active pharmaceuticals ingredients ("**APIs**"), with a focus on research and development. As of October 31, 2021, we have niche product offerings of 38 APIs focused on diverse therapeutic segments such as antihistamine, analgesic, anaesthetic, vitamin, anti-asthmatic and anti-allergic. We have consistently been the largest exporter of Chlorpheniramine Maleate and Ketamine Hydrochloride from India, contributing to 45-50% and 60-65%, respectively, of the API exports from India, between Fiscal 2017 and 2021. We were among the largest exporters of Salbutamol Sulphate in India contributing to 31% of the API exports from India in FY 2021 in volume terms (*Source: CRISIL Report*).

Industry in which our Company operates.

The Indian pharmaceutical industry can be broadly classified into formulations and bulk drugs. Formulations can be further divided into domestic and export formulations. Bulk drugs can also be similarly categorised. About USD 3.9 billion worth of bulk drugs were exported in fiscal 2020. A major part is sold in the domestic market and also used for captive consumption with many large formulation players performing backward integration. Global pharmaceutical market has grown by around 4.8% CAGR from ~USD 955 billion in CY14 to ~USD 1,270 billion in CY20. It is expected to sustain this growth over the next five years to reach USD 1,585-1,625 billion in CY25. New product launches, widespread population aging and sedentary lifestyles leading to increased chronic disease prevalence, technological advances, new methods for drug discovery, and an increase in pharmaceutical drug usage have been some of the key growth drivers for the industry. (*Source: CRISIL Report*).

Name of Promoter

As on the date of this Red Herring Prospectus, our Promoter is Satish Waman Wagh. For further details, see "*Our Promoter and Promoter Group*" at page 180.

The Offer

The following table summarizes the details of the Offer. For further details, see "*The Offer*" and "*Offer Structure*" beginning on pages 50 and 320, respectively.

Offer(1)	Up to [●] Equity Shares for cash at price of ₹ [●] per Equity Share (including a premium of [●] per Equity Share), aggregating up to ₹ 7,000 million
of which	
(i) Fresh Issue(1)	[●] Equity Shares aggregating up to ₹ 2,000 million
(ii) Offer for Sale(2)	Up to [●] Equity Shares aggregating up to ₹ 5,000 million by the Promoter Selling Shareholder

(1) *The Offer has been authorized by a resolution of our Board dated March 1, 2021 and the Fresh Issue has been authorized by a special resolution of our Shareholders, dated March 23, 2021.*

(2) *The Equity Shares being offered by the Promoter Selling Shareholder are eligible for being offered for sale in terms of the SEBI ICDR Regulations. The Promoter Selling Shareholder has authorized the sale of the Offered Shares in the Offer for Sale. For details on the authorisation of the Promoter Selling Shareholder in relation to the Offered Shares, see "Other Regulatory and Statutory Disclosures" beginning on page 304.*

Objects of the Offer

Our Company proposes to utilise the Net Proceeds towards funding the following objects:

(in ₹ million)

Objects	Amount*
Funding capital expenditure requirements of our Company	923.00

Objects	Amount*
Repayment and/or pre-payment, in full or part, of certain borrowings availed by our Company	600.00
General corporate purposes	[●]
Net Proceeds*	[●]

* *To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Net Proceeds of the Fresh Issue.*

Aggregate pre-Offer Shareholding of our Promoter Selling Shareholder and the members of our Promoter Group (other than our Promoter)

(a) The aggregate pre-Offer shareholding of our Promoter Selling Shareholder and other members of the Promoter Group as a percentage of the pre-Offer paid-up Equity Share capital of the Company is set out below:

Sr. No.	Name of Shareholder	No. of Equity Shares	% of total pre-Offer paid up Equity Share capital
Promoter Selling Shareholder			
1.	Satish Waman Wagh	72,642,380	99.26
Total (A)		**72,642,380**	**99.26**
Other members of the Promoter Group			
1.	Smita Satish Wagh	321,750	0.44
2.	Asha Waman Wagh	146,250	0.20
3.	Saloni Satish Wagh	29,250	0.04
4.	Shivani Satish Wagh	29,250	0.04
5.	Supriya Pharmaceuticals partnership firm (represented by Satish Waman Wagh & Smita Satish Wagh, partners)	10	0.00
Total (B)		**526,510**	**0.72**
Total (A) + (B)		**73,168,890**	**99.98**

Financial Information

The following information has been derived from our Restated Financial Statements for the last three Fiscals and the six month period ended September 30, 2021

(₹ in million, except per share data)

Particulars	As at and for the Fiscal ended			As at and for the six month period ended
	March 31, 2019	March 31, 2020	March 31, 2021	September 30, 2021
Equity Share capital	146.37	146.37	146.37	146.37
Other equity	791.54	1,345.56	2,543.05	3,202.27
Net worth	937.91	1,491.93	2,689.41	3,348.63
Revenue from operations	2,778.40	3,116.44	3,853.66	2,248.00
Restated profit for the period/year	394.24	734.03	1,238.28	659.59
Restated earnings per share of ₹ 2 each fully paid up	5.39	10.03	16.92	9.01
Net asset value per equity share#	12.82	20.39	36.75	45.76
Total borrowings^	898.38	822.10	701.30	709.91

Net asset value (per Equity Share) means total assets minus total liabilities divided by total outstanding equity shares as on September 30, 2021. As on restated financials dated March 31, 2021 and September 30, 2021, the equity shares have been split from ₹10 each to ₹ 2 each
^ *'Total borrowings' is calculated as total amount of short-term and long-term borrowings, bonds and leases as shown in the statement of financial position*

Auditor Qualifications

There are no auditor qualifications which have not been given effect to in the Restated Financial Statements.

Outstanding Litigation

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

(₹ in million)

Nature of cases	Number of cases	Total amount involved (to the extent quantifiable)
Litigations involving our Company		
Proceedings against our Company		
Criminal	2	-
Regulatory	2	35.36
Tax	1	6.55

For further details, see "*Outstanding Litigation and Other Material Developments*" beginning on page 298.

Risk Factors

Investors should see "*Risk Factors*" beginning on page 26 to have an informed view before making an investment decision.

Contingent Liabilities

As at September 30, 2021, we had disclosed the following contingent liabilities as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets in the Restated Financial Statements:

(₹ in million)

Particulars	As at September 30, 2021
Bank guarantees	9.61
Disputed income tax, sales tax, service tax and GST demand	
i) Pending before tribunal	6.55
Total	**16.16**

For further information on such contingent liabilities as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets, see "*Restated Financial Statements*" on page 188.

Related Party Transactions

We have entered into related party transactions with related parties.

A summary of the related party transactions entered into by our Company for Fiscals 2021, 2020 and 2019 and the six month period ended September 30, 2021 is detailed below:

(₹ in million)

Particulars	Nature of transactions	Six month period ended September 30, 2021	Year ended March 31, 2021	Year ended March 31, 2020	Year ended March 31, 2019
		Transaction for the period	Transaction for the year	Transaction for the year	Transaction for the year
Director	Director's Remuneration	39.03	101.95	67.11	48.03
	Loan from Director	-	57.45	5.78	1.04
	Loan Repaid to Director	-	58.13	0.44	2.46
	Sale of SLL Office to Satish Wagh	-	-	-	113.00
	Rent Paid	2.12	3.97	2.10	-
Enterprise over which the Key Managerial Personnel has control (Swastik	Job Work & Reimbursement of Expenses	2.94	9.66	23.06	74.95
	Assets Purchase from Swastik Industries	-	-	138.37	-
	Purchase of Property of Ravi Industries	-	5.32	-	-

Particulars	Nature of transactions	Six month period ended September 30, 2021	Year ended March 31, 2021	Year ended March 31, 2020	Year ended March 31, 2019
		Transaction for the period	Transaction for the year	Transaction for the year	Transaction for the year
Industries, Ravi Industries and Prime Chemicals)	Purchase of land of Prime Chemicals	14.56	-	-	-
Enterprise over which the relative of Key Managerial Personnel have control (Vaibhav Chemicals)	Rent	0.52	0.96	1.04	0.90
Key Managerial Persons	Salary	19.35	26.09	12.46	3.70
Relative of Key Managerial Personnel	Salary	2.39	1.20	2.48	10.28
	Total (A)	**80.92**	**264.73**	**252.84**	**254.37**
	Total Revenue (B)	**2,300.61**	**3,962.21**	**3,227.13**	**2,858.62**
	Total related party transaction as a % of Total Revenues (A/B)	**3.52**	**6.68**	**7.83**	**8.90**

The following is the summary of balances outstanding with related parties for the Fiscals 2021, 2020 and 2019 and the six month period ended September 30, 2021:

(₹ in million)

Particulars	Nature of transactions	Six month period ended September 30, 2021	Year ended March 31, 2021	Year ended March 31, 2020	Year ended March 31, 2019
		Outstanding for the period	Outstanding for the period	Outstanding for the period	Outstanding for the period
Director	Director's Remuneration	-	-	-	-
	Loan from Director	-	-	-	-
	Sale of SLL Office to Satish Wagh	-	-	-	-
	Rent outstanding	(7.83)	(16.32)	(10.02)	(121.43)
Enterprise over which the Key Managerial Personnel has control (Swastik Industries & Ravi Industries)	Job Work & Reimbursement of Expenses	-	-	-	-
	Assets Purchase from Swastik Industries	-	-	-	-
	Purchase of Property of Ravi Industries	-	-	-	-

Particulars	Nature of transactions	Six month period ended September 30, 2021	Year ended March 31, 2021	Year ended March 31, 2020	Year ended March 31, 2019
		Outstanding for the period	Outstanding for the period	Outstanding for the period	Outstanding for the period
Enterprise over which the relative of Key Managerial Personnel have control (Vaibhav Chemicals)	Rent	(0.09)	(0.08)	(0.08)	0.03
Key Managerial Persons	Salary	(3.38)	(1.25)	-	-
Relative of Key Managerial Personnel	Salary	(0.40)	(0.40)	-	-
	Total (A)	**(11.69)**	**(18.05)**	**(10.10)**	**(121.40)**
	Total Revenue (B)	**2,300.61**	**3,962.21**	**3,227.13**	**2,858.62**
	Total related party transaction as a % of Total Revenues (A/B)	**(0.51)**	**(0.46)**	**(0.31)**	**(4.25)**

For further details, see "*Related Party Transactions*" at page 187.

Financing Arrangements

There have been no financing arrangements whereby our 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 immediately preceding the date of the Draft Red Herring Prospectus and this Red Herring Prospectus.

Weighted average price

The weighted average price at which the equity shares of our Company were acquired by our Promoter Selling Shareholder in the one year preceding the date of this Red Herring Prospectus, is set forth below:

S. No.	Name	Number of Equity Shares acquired in the last one year preceding the date of this Red Herring Prospectus	Weighted average price of acquisition per Equity Share (in ₹)*
1.	Satish Waman Wagh	7,310	36.09

** As certified by Kakaria and Associates LLP, Chartered Accountants, by way of their certificate dated December 9, 2021.*

Average Cost of Acquisition

The average cost of acquisition of Equity Shares by our Promoter Selling Shareholder as at the date of this Red Herring Prospectus is set forth below:

S. No.	Name of the Promoter	Number of Equity Shares	Average cost of acquisition per Equity Share (in ₹) #
1.	Satish Waman Wagh	72,642,380	0.48

 # As certified by Kakaria and Associates LLP, Chartered Accountants, by way of their certificate dated December 9, 2021.

For further details of the average cost of acquisition by our Promoter, see "*Capital Structure – Build-up of the Promoter's shareholding in our Company*" at page 65.

Weighted average cost of acquisition for all Equity Shares transacted in one year and three years preceding the date of this Red Herring Prospectus

The weighted average cost of acquisition for all Equity Shares acquired in one year and three years preceding the date of this Red Herring Prospectus is set forth below:

Period	Weighted average cost of acquisition (in ₹)#	Cap price is 'X' times the weighted average cost of acquisition*	Range of acquisition price: Lowest price – Highest price (in ₹)#
Last one year	36.09	-	36.00 – 100.00
Last three years	36.09	-	36.00 – 100.00

** To be included on finalisation of Price Band*
 # As certified by Kakaria and Associates LLP, Chartered Accountants, by way of their certificate dated December 9, 2021.

Details of pre-Offer Placement

No pre-Offer placement is being contemplated by our Company.

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

Our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Red Herring Prospectus.

Split or Consolidation of Equity Shares in the last one year

Except as disclosed in "*Capital Structure – Equity share capital history of our Company*" on page 60, our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Red Herring Prospectus.

SECTION III - RISK FACTORS

An investment in our Equity Shares involves a certain degree of risk. You should carefully consider all the information in this Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares or the industry in which we operate. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our businesses, results of operations, financial condition and cash flows. If any or some combination of the following risks or other risks that are not currently known or are currently deemed immaterial actually occur, our businesses, results of operations, financial condition and cash flows could suffer, the trading price of our Equity Shares could decline, and you may lose all or part of your investment. 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. Prospective investors should read this section in conjunction with "Our Business", "Industry Overview" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 130, 95 and 263, respectively of, as well as the financial and other information contained in, this Red Herring Prospectus.

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 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 the considerations described below and elsewhere in this Red Herring Prospectus. For further details, see "Forward-Looking Statements" on page 18.

Unless otherwise indicated, industry and market data used in this section has been derived from industry publications and other publicly available information, including, in particular, the CRISIL Report, which is commissioned and paid for by our Company exclusively for the purposes of the Offer. Unless otherwise indicated, all financial, operational, industry and other related information derived from the Industry Report and included herein with respect to any particular year refers to such information for the relevant calendar year.

Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Offer including the merits and risks involved. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.

Unless otherwise indicated or context requires otherwise, the financial information included herein is derived from our Restated Financial Statements included in this Red Herring Prospectus.

Internal risk factors

1. ***We derive a significant portion of our revenue from the sale of certain products and any reduction in demand for these products could have an adverse effect on our business, results of operations and financial condition.***

   We generate a significant portion of our revenue from operations from the sale of a limited number of products. The following table sets forth details of revenue contribution of our top three, top five and top 10 API and related products, for the Fiscals 2019, 2020 and 2021 and for the six month period ended September 30, 2021:

(*In ₹ million*)

	Top three API and related products		Top five API and related products		Top 10 API and related products	
Fiscal/ Period	**Revenue**	**As a % of revenue from operations**	**Revenue**	**As a % of revenue from operations**	**Revenue**	**As a % of revenue from operations**
Fiscal 2019	1,352.56	48.68	1,782.31	64.15	2,258.92	81.30
Fiscal 2020	1,697.20	54.46	2,078.45	66.69	2,681.95	86.06
Fiscal 2021	1,942.55	50.41	2,457.92	63.78	3,121.17	80.99
April 1, 2021 to	1,172.07	52.14	1,487.23	66.16	1,931.88	85.94

	Top three API and related products		Top five API and related products		Top 10 API and related products	
Fiscal/ Period	Revenue	As a % of revenue from operations	Revenue	As a % of revenue from operations	Revenue	As a % of revenue from operations
September 30, 2021						

Our revenue from the sale of these products may decline as a result of increased competition, regulatory action, pricing pressures or fluctuations in the demand for or supply of such products. Similarly, in the event of any breakthroughs in the development or invention of alternative products for these categories, we may be exposed to the risk of our products becoming obsolete or being substituted by such alternatives. If we are unable to continue to sell our top products in the market or maintain historic levels of business from these products or fail to successfully introduce new products in other categories to compensate for any losses in these categories, our business, results of operations and financial condition may be adversely affected.

2. ***We derive a significant portion of our revenue from a few customers and the loss of one or more such customers, the deterioration of their financial condition or prospects, or a reduction in their demand for our products could adversely affect our business, results of operations and financial condition.***

We are dependent on a limited number of customers for a significant portion of our revenues. The details of the revenue contribution by our top three and top 10 customers for the Fiscals 2019, 2020 and 2021 and for the six month period ended September 30, 2021:

(In ₹ million)

	Top three customers		Top 10 customers	
Fiscal/ Period	Revenue	As a % of revenue from operations	Revenue (in ₹)	As a % of revenue from operations
Fiscal 2019	404.38	14.55	840.17	30.24
Fiscal 2020	516.29	16.57	1,000.00	32.09
Fiscal 2021	831.96	21.59	1,545.26	40.10
April 1, 2021 to September 30, 2021	696.39	30.98	1,059.55	47.13

Further, we currently do not have long term contractual arrangements with our customers and conduct business with them on the basis of purchase orders that are placed from time to time. Further, some of our customers currently manufacture or may start manufacturing their own APIs and may discontinue purchasing APIs from us. The loss of one or more of our significant customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations and financial condition. Our reliance on a select group of customers may also constrain our ability to negotiate our arrangements, which may have an impact on our profit margins and financial performance. The deterioration of the financial condition or business prospects of these customers could reduce their requirement of our products and result in a significant decrease in the revenues we derive from these customers. We cannot assure you that we will be able to maintain historic levels of business from our significant customers, or that we will be able to significantly reduce customer concentration in the future.

3. ***Our international operations expose us to complex management, legal, tax and economic risks, which could adversely affect our business, results of operations and financial condition.***

We have a global presence and from April 1, 2020 until October 31, 2021, our products were exported to 86 countries to 1,296 customers including 346 distributors. As a result, our business is subject to risks and challenges associated with international operations, including risks related to complying with several local laws, restrictions on the import and export of certain intermediates, drugs, technologies, multiple tax and cost structures, cultural and language factors. Further, regulatory requirements are still evolving in many markets and are subject to change and as a result may, at times, be unclear or inconsistent. We could also face other internal or external risks, including, inter alia, foreign exchange and economic volatility, any need to obtain governmental approvals and permits under unfamiliar regulatory regimes, restrictions on the transfer of funds into or out of a country, longer payment cycles in some countries and inability to maintain or enforce legal rights and remedies and at a reasonable cost or at all. If we do not effectively manage our international operations, it may affect our profitability from such countries, which may adversely affect our business, results of operations and financial condition.

4. ***If we do not successfully develop or commercialise new products in a timely manner, or if the products that we commercialise do not perform as expected, our business, results of operations and financial condition may be adversely affected.***

Our success depends significantly on our ability to develop and commercialise new products in a timely manner. The development and commercialisation processes are both time consuming and costly and involve a high degree of business risk. During these periods, our competitors may be developing similar products of which we may be unaware of that could compete directly or indirectly with our products under development. Due to the prolonged period of time for developing a new product and delays associated with regulatory approval process, we may invest resources in developing products that will face competition of which we are currently unaware. Such unforeseen competition may hinder our ability to effectively plan the timing of our product development, which could have an adverse impact on our results of operations and financial condition.

Commercialisation requires us to successfully develop, test, manufacture and obtain the required regulatory approvals for our products, while complying with applicable regulatory and safety standards in each jurisdiction we supply to. Further, developing and commercializing a new product is time consuming, costly and subject to numerous factors, including: the ability to develop new products in a timely manner in compliance with regulatory requirements, the ability to correctly anticipate customer needs, delays or unanticipated costs, ability to scale up manufacturing methods to successfully manufacture commercial quantities of products in compliance with regulatory requirements, and sourcing of, or captive production, of key raw materials.

Our products currently under development, if and when fully developed and tested, may not perform as we expect, or necessary regulatory approvals may not be obtained in a timely manner, or at all, and we may not be able to successfully and profitably produce and market such products. Moreover, it may take an extended period of time for our new products to gain market acceptance, if at all. To develop our product pipeline, we commit substantial time, efforts, funds and other resources for R&D. The following tables sets forth our R&D spend for the last three Fiscals and for the six month period ended September 30, 2021:

Fiscal/ Period	R&D spend (in ₹ million)	R&D spend (percentage of operating revenue)
2019	8.61	0.31
2020	14.59	0.47
2021	15.33	0.40
April 1, 2021 to September 30, 2021	14.43	0.64

Our investments in new product launches and R&D for future products could result in higher costs without a proportionate increase in revenues or profits, which may have an adverse effect on our business, results of operations, financial condition and cash flows.

5. ***The COVID-19 pandemic, or any future pandemic or widespread public health emergency, could materially and adversely impact our business, financial condition, cash flows and results of operations.***

Since first being reported in December 2019, the outbreak of COVID-19 has spread globally. The World Health Organization declared the outbreak of COVID-19 to be a public health emergency of international concern in January 2020, and a global pandemic in March 2020.

The COVID-19 pandemic has had, and any future pandemic or widespread public health emergency could have, repercussions across regional and global economies and financial markets. The outbreak of COVID-19 in many countries, including India, Europe and the United States, has significantly and adversely impacted economic activity and has contributed to significant volatility and negative pressure in financial markets, and it is possible that the outbreak of COVID-19 will cause a prolonged global economic crisis, recession or depression, despite monetary and fiscal interventions by governments and central banks globally.

The global impact of the outbreak has been rapidly evolving. Most of the jurisdictions, including where we have business operations, have reacted by instituting restrictive measures including invoking lock-downs and quarantines, requiring the closure of non-essential businesses and placing restrictions on the types of businesses that may continue to operate, mandating restrictions on travel, implementing "shelter-in-place" rules and "stay-at-home" orders, and enforcing remote working regulations. No prediction can be made of when any of the restrictions currently in place will be further relaxed or expire, or whether or when further restrictions will be announced. Although, depending on how well COVID-19 situation is under control, some government authorities are beginning to ease or lift these restrictions, the impacts from the severe disruptions caused by the effective lock-down and shutdown of large segments of the global economy remain unknown.

On March 24, 2020, the Government of India ordered a national lockdown in response to the spread of COVID-19. Our business was determined to be operating in an essential industry, which allowed us to continue our operations subsequent to the introduction of the lockdown in India, subject to certain safety protocols and adjustments in working patterns. With the decrease in number of COVID-19 cases, the lockdown was slowly eased during the end of 2020 and early 2021. However, with gradual increase in number of COVID-19 cases from February 2021 and steep increase from March 2021, various States in India had imposed stricter lockdown. Presently, again with substantial decrease in number of COVID-19 cases, Covid-19 related restrictions have been largely eased. There can be no assurance that in the near future there will not be spike in number of m COVID-19 cases, leading to stricter restrictions and even lockdown.

There can be no assurance that there will not be any material impact on our operations if the outbreak of COVID-19 is not effectively controlled. Further, although the products we manufacture were declared as essential business products and were able to adjust our business to continue operating during the lockdown, there can be no assurance that further restrictions will not be introduced. Further, we may be required to quarantine employees that are suspected of being infected of COVID-19, as well as others that have come into contact with those employees or shut down our manufacturing facility, which could have an adverse effect on our business operations. If any of our suppliers or other service providers are affected by COVID-19 and consequently to the extent our supply chain or distribution is disrupted, this may affect our ability to meet the demand of our customers.

The full extent to which the COVID-19 pandemic, or any future pandemic or widespread public health emergency impacts our business, operations and financial results will depend on numerous evolving factors that we may not be able to accurately predict, including: the scope, severity, and duration of the pandemic; actions taken by governments, business and individuals in response to the pandemic; the effect on customer demand for and ability to pay for our products; the impact on our capital expenditure and drug development projects; disruptions or restrictions on our employees' and suppliers' ability to work and travel; volatility in foreign exchange rates; any extended period of remote work arrangements; and strain on our or our customers' business continuity plans, and resultant operational risk. For instance, due to restrictions imposed during COVID-19 and consequent shortage of labour, there was a delay in the completion of a block of our manufacturing facility by one quarter. The said block commenced operations on May 30, 2021. Whilst there is no material adverse impact on our business at this stage, our Company has not been able to conclusively assess the future impact of COVID-19 including the ongoing lockdown on its business. The COVID-19 pandemic, or any future pandemic or widespread public health emergency could therefore materially and adversely impact our business, financial condition, cash flows and results of operations.

6. ***Our business is subject to extensive regulation. If we fail to comply with regulations prescribed by governments and regulatory agencies or if we fail to obtain, maintain or renew our statutory and regulatory licenses, permits and approvals required to operate our business, our business, results of operations and financial condition could be adversely affected.***

We operate in a highly regulated industry and our operations are subject to extensive regulation in each market in which we do business. All aspects of our business, including our research and development activities, manufacturing operations and sales and marketing activities, are subject to extensive legislation and regulation by various local, regional, national and overseas regulatory regimes. Our business is subject to, among other things, the receipt of all required licenses, permits and authorisations, which are granted for a limited duration and require renewal.

Further, regulatory authorities in certain markets in which we market and sell our products, such as USA and Europe, must approve our manufacturing facility and our products before we, or our distribution agents can market them, irrespective of whether such products are approved in India or elsewhere. A majority of these approvals require renewal from time to time.

There can be delays in obtaining required clearances from regulatory authorities after applications are filed. If we fail to comply with the applicable laws and regulations or we do not receive the required approvals or are not able to renew the approvals in a timely manner, we may be subject to penalties, including the revocation or suspension of our licenses and approvals. Our failure to obtain such licenses and approvals and comply with the applicable laws and regulations could lead to imposition of sanctions by the relevant authorities including penalties.

As on date of this Red Herring Prospectus, in the ordinary course of business, there are certain pending licenses, approvals and permits. For details, see "*Government and Other Approvals*" on page 301. We cannot assure you that such approvals will be issued or granted to us in a timely manner, or at all. Further, in respect of one of the plot of land sub-leased to our Company, we are in the process of transferring all the relevant licenses, approvals and permits in our Company's name from the lessor's name, in accordance with the terms of permission granted by MIDC.

Our manufacturing facility and products are also subject to periodic inspection/audit by regulatory agencies. Regulatory agencies may at any time reassess our manufacturing facility or the efficacy of our products based on newly developed scientific knowledge or other factors. If we are not in compliance with any of their requirements and if such audits or other reassessments result in warnings or sanctions, the relevant regulator may issue warning letter or impose sanctions, amend or withdraw our existing approvals to manufacture and market our products in relevant jurisdiction, initiate product recalls and product seizures and interrupt our operations, which could adversely affect our business, results of operations and financial condition. For example, an audit was conducted on our Company by NMPA in December, 2019, pursuant to which certain observations were issued and a temporary ban was imposed on the import of one of our products, namely Chlorpheniramine Maleate, into China on March 17, 2020. We submitted our responses to NMPA's observations, and the ban was lifted on December 14, 2020.

The approvals required by our Company are subject to numerous conditions and while in the past none of our approvals have been suspended or revoked due to non-compliance, we cannot assure you that these would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action in the future. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business.

From April 1, 2020 until October 31, 2021, our products were exported to 86 countries, including some where we have limited experience and are subject to risks related to complying with a wide variety of local laws, including restrictions on the import and export of certain intermediates, drugs, technologies and multiple and possibly overlapping tax structures. If we fail to comply with such regulations, it could lead to restrictions on sale of products, enforced shutdowns and other sanctions imposed by relevant authorities, as well as the withholding or delay in receipt of regulatory approvals for our new products. Further, regulatory requirements are still evolving in many markets and are subject to change and as a result may, at times, be unclear or inconsistent. Consequently, there is increased risk that we may inadvertently fail to comply with such regulations, which could lead to enforced shutdowns and other sanctions imposed by the relevant authorities, as well as the withholding or delay in receipt of regulatory approvals for our new products.

In the international markets in which we sell our products, the approval process for a new product can be complex, lengthy and expensive. The time taken to obtain approvals varies by country but generally takes between one to two years from the date of application. If we fail to obtain such approvals, licenses, registrations and permissions, in a timely and cost efficient manner or at all, our business, prospects, results of operations and financial condition could be adversely affected.

7. ***Any manufacturing or quality control problems may damage our reputation and expose us to litigation or other liabilities, which could adversely affect our results of operations and financial condition.***

We develop, manufacture and market a diverse range of active pharmaceuticals ingredients, either directly to pharmaceutical manufacturers or to pharmaceutical distributors. We are required to meet stringent quality standards and specifications for manufacturing and storage of our products. We are liable for the quality of our products for the entire duration of the shelf life of the product and are exposed to claims resulting from quality control issues including manufacturing defects or negligence in storage or handling, which may lead to the deterioration of our products.

The products that we produce are also subject to risks such as contamination, during their production, transportation or storage. Defects, if any, in our products could lead to rejection of supplied products and consequential financial claims. We are also exposed to risks associated with product liability claims if the use of our products results in personal injury. We face the risk of loss resulting from, and the adverse publicity associated with, product liability lawsuits, whether or not such claims are valid. While we have not faced any product liability claims or recall claims in the past three years and while we seek to conform our products to meet a variety of contractual specifications and regulatory requirements, there can be no assurance that product liability claims or recall claims against us will not arise, whether due to product malfunctions, defects, or other causes. The existence, or even threat, of a major product liability claim could damage our reputation, which may adversely affect our business, results of operations and financial condition.

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

We are subject to laws and government regulations, including in relation to safety, health, environmental protection and labour. These laws and regulations impose controls on air and water discharge, noise levels, storage handling, employee exposure to hazardous substances and other aspects of our manufacturing operations. Further, our products, including the process of manufacture, storage and distribution of such products, are subject to numerous laws and regulations in relation to quality, safety and health. We handle and use hazardous materials in our R&D and manufacturing activities and the improper handling or storage of these materials could result in accidents, injure our personnel, property and damage the environment. We try to prevent such hazards by training our personnel, conducting industrial hygiene assessments and employing other safety measures. However, we cannot assure you that we will not experience accidents in the future. Any accident at our facility may result in personal injury or loss of life, substantial damage to or destruction of property and equipment resulting in the suspension of operations.

Further, laws and regulations may limit the amount of hazardous and pollutant discharge that our manufacturing facility may release into the air and water. The discharge of materials that are chemical in nature or of other hazardous substances into the air, soil or water beyond these limits may cause us to be liable to regulatory bodies or third parties. Any of the foregoing could subject us to litigation, 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.

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. There has been no action or show-cause notice taken/ issued by pollution control boards/ courts on environmental matters, against the Company in the past three years. Further, there has been no safety / labour related non-compliances by the Company during the past three years. While we have not been found to be in non-compliance in the past, 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.

9. ***We have not entered into definitive agreements to use the proceeds of the Fresh Issue***

We intend to utilize a portion of the Net Proceeds for funding our capital expenditure requirements which includes, inter alia, the expansion of manufacturing capacity. Such expansion of our manufacturing capacity may be subject to regulatory restrictions and we may face other challenges. Further, we cannot assure you that such expansion plans will be successfully implemented. Any delay or increase in the costs of construction and equipment could have a material adverse effect on our business or results of operations. 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, including our financial and market condition, business and strategy, competition, negotiation with suppliers, variation in cost estimates on account of factors, including changes in design or configuration of the equipment and other external factors including changes in the price of the equipment due to variation in commodity prices (including steel) which may not be within the control of our management. 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. For details, see "*Objects of the Offer*" on page 74.

10. ***Any delay in production at, disruption or shutdown of our manufacturing facility, or failure to achieve optimal capacity utilisation at such facility could adversely affect our business, results of operations and financial condition.***

Our business operations are currently supported by our manufacturing facility located in Parshuram Lote, Maharashtra. The success of our manufacturing activities depends on, among other things, the continued functioning of our manufacturing processes and machinery, the productivity of our workforce and compliance with regulatory requirements. Any interruption at our manufacturing facility, including on account of natural or man-made disasters, workforce disruptions, industrial accidents, fire, failure of plants and machinery and cancelation, revocation, non-renewal or non-grant of regulatory approvals, could delay production or require us to shut down the affected manufacturing facility. For instance, there have been two instances of accidents causing fire in our manufacturing facility in the past, one of which caused a shutdown for seven days. However, none of these accidents have had any material adverse effect on our results of business operations and financials. Further, due to restrictions imposed during COVID-19 and consequent shortage of labour, there was a delay in operationalisation of one block of our manufacturing facility by one quarter. The said block commenced operations on May 30, 2021. However, such delay did not have any material adverse effect on our results of business operations and financials. The shutdown of our facility could result in us being unable to meet with our contractual commitments, which will have an adverse effect on our business, results of operation and financial condition. In addition, we operate in a highly regulated industry and may also be subject to manufacturing disruptions due to delays in receipt or renewal of regulatory approvals, which are site-specific and may require our manufacturing facility to limit or cease production until the required approvals are received or renewed, as the case may be, or disputes concerning these approvals are resolved.

Further, any significant malfunction or breakdown of our machinery may entail significant repair and maintenance costs and cause delays in our operations. We may also be required to carry out planned shutdowns of our facilities for maintenance, statutory inspections, and testing, or may shut down certain facilities for capacity expansion and equipment upgrades. Any material interruption at our manufacturing facility could reduce our ability to meet the conditions of our contracts and earnings for the affected period, which could affect our business, prospects, results of operations and financial condition.

Our manufacturing and R&D facilities are located in Maharashtra. Any significant social, political or economic disruption or natural calamities or civil disruptions in these locations or changes in the policies by the Government of Maharashtra could require us to incur significant capital expenditure and change our business strategy. Our business is dependent upon our ability to manage our manufacturing and R&D facilities, which are subject to various operating risks, including political instability.

11. ***Under-utilization of our manufacturing capacities and an inability to effectively utilize our expanded manufacturing capacities could have an adverse effect on our business, future prospects and future financial performance***

Our capacity utilisation for Fiscals 2019, 2020, 2021 and for the period from April 1, 2021 to October 31, 2021, was 63%, 63%, 71% and 49 %, respectively. We may not be able to achieve optimal capacity utilisation at our existing manufacturing facility. Our capacity utilization is affected by the availability of raw materials, industry/ market conditions as well as by the product requirements of, and procurement practice followed by, our customers. In the event that we are unable to procure sufficient raw materials, we would not be able to achieve full capacity utilization of our current manufacturing facilities, resulting in operational inefficiencies which could have a material adverse effect on our business and financial condition. Further, if our customers place orders for less than anticipated volume or cancel existing orders or change their policies resulting in reduced quantities being supplied by us, it could result in the under-utilization of our manufacturing capacities. Further, we make significant decisions, including determining the levels of business that we will seek and accept, production schedules, personnel requirements and other resource requirements, based on our estimates of customer orders. The changes in demand for their products could reduce our ability to estimate accurately future customer requirements, make it difficult to schedule production and lead to over production or utilization of our manufacturing capacity for a particular product. 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.

Further, one of our objects of the Offer is funding capital expenditure requirements of our Company to expand our existing manufacturing facilities at main plant at Lote. We cannot assure you that the capacity installed through the objects of the Offer will be utilised completely, and therefore it may result in further under-utilisation of capacity. For details of the proposed expansion of our manufacturing facilities, see "*Objects of the Offer*" and "*Our Business*" on pages 74 and 130, respectively. The success of any capacity expansion and expected return on investment on capital invested 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 and utilize the expanded capacities as anticipated.

In case of oversupply in the industry or lack of demand, we may not be able to utilise our expanded capacity efficiently. As a result, our historical capacity utilization rates are not indicative of future capacity utilization rates, which is dependent on various factors, including demand for our products, availability of raw materials, our ability to manage our inventory and implement our growth strategy of improving operational efficiency. Under-utilization of our manufacturing capacities over extended periods, or significant under-utilization in the short term, could materially and adversely impact our business, growth prospects and future financial performance.

12. ***We depend to a large extent on third-party suppliers and transporters. An interruption in the supply of such products could adversely affect our business, results of operations and financial condition.***

The raw materials essential to our manufacturing business are purchased primarily from suppliers in India, China, Europe and USA. The below table sets forth the percentage of raw materials sourced from suppliers in China, Europe and USA:

Suppliers from	**Percentage (%) of total raw material cost – Fiscal 2021**	**Percentage (%) of total raw material cost – April 1, 2021 to October 31, 2021**
China	31	32
USA	4	5
Europe	1	2

Raw materials are subject to supply disruptions and price volatility caused by various factors, including commodity market fluctuations, the quality and availability of supply, currency fluctuations, consumer demand and changes in government programs. Supply interruptions or delays may lead to delays in production and higher raw material costs. Our cost of raw materials for the Fiscals 2019, 2020, 2021 and for the six month period ended September 30, 2021 were ₹ 1,460.72 million, ₹ 1,523.84 million, ₹ 1,405.71 million and ₹ 883.61 million, respectively, which represented 51.10%, 47.22%, 35.48% and 38.41% of our total income for the Fiscals 2019, 2020, 2021 and for the six month period ended September 30, 2021, respectively. Generally, we do not execute agreements with any of the suppliers for long-term supplies of raw materials. Although we procure our raw materials from several suppliers to ensure consistent availability, there can be no assurance that we will be able to do so in the future. We are exposed to the risk of delay in supplies of raw materials as well as price escalations. Our suppliers may be unable to provide us with a sufficient quantity of our raw materials at a suitable price for us to meet the demand for our products. Further, for certain raw material such as Para Chloro Benzyl Cyanide, we rely on limited number of suppliers because of the nature of the supply and scarce availability. If our suppliers are unable to supply us with adequate quantities of raw materials at commercially reasonable prices, or if we are unable to procure raw materials from other sources on commercially-acceptable term, or at all, our business and results of operations could be adversely affected. In certain circumstances, our suppliers may choose to supply the raw materials to our competitors instead of us. There is a risk that one or more of these existing suppliers could discontinue their operations, which could adversely impact our ability to source raw materials at a suitable price and meet our order requirements. Any increase in raw material prices will result in corresponding increases in our raw material costs.

In addition, we use third party transportation providers for the supply of most of our raw materials and delivery of our products to domestic and overseas customers and distributors. Factors such as increased transportation costs and transportation strikes could adversely impact the supply of raw materials that we require and the delivery of our products. Raw materials and products may be lost, delayed or damaged in transit for various reasons including accidents and natural disasters. In the event of any disruption to our supply of the raw materials necessary for the production of our products at commercially acceptable prices, we may be forced to reduce, suspend or cease production or sale of certain of our products, and our sales volumes for the relevant product could be adversely affected.

The occurrence of any such above event may adversely affect our business, results of operations and financial condition.

13. ***Any recall of our products could adversely affect our business, prospects, reputation and results of operations.***

Defects, if any, in our products could require us to undertake product recalls whether voluntary or in compliance with order of a regulatory authority. We may be required to expend considerable resources in undertaking such recalls and the demand for our products could be adversely affected. We have ongoing obligations to the regulatory authorities in the markets we operate, both before and after a product's approval and commercial release. These regulatory authorities may at any time audit our manufacturing facility or the efficacy of our products based on newly developed scientific knowledge or other factors. Such assessments may result in such regulatory authorities amending or withdrawing our existing approvals to manufacture and market our products in certain jurisdictions, which may also entail us having to recall our products from the relevant markets. An audit was conducted on our Company by NMPA in December 2019, pursuant to which certain observations were issued and a temporary ban was imposed on the import of one of our products, namely Chlorpheniramine Maleate, into China on March 17, 2020. We submitted our responses to NMPA's observations, and the ban was lifted on December 14, 2020. Although we have not experienced any product recalls in the past, we cannot assure you that we will not experience any product recalls in the future.

14. ***Our lenders have imposed certain restrictive conditions on us under our financing arrangements. This may limit our ability to pursue our business and limit our flexibility in planning for, or reacting to, changes in our business or industry.***

As of October 31, 2021, we had total outstanding borrowings of ₹ 809.44 million. Our financing arrangements are secured by our movable and immovable assets. Our financing agreements include conditions and restrictive covenants, including the requirement that we obtain consent or intimation from our respective lenders prior to carrying out certain activities and entering into certain transactions including (a) the amendment of our memorandum and articles of association; and (b) issuance of new securities and changing our capital structure or management structure. We have obtained consent from our lender for the purpose of actions contemplated pursuant to the Offer, as required. These restrictions may limit our flexibility in responding to business opportunities, competitive developments and adverse economic or industry conditions. A breach of any of these covenants or a failure to pay interest or indebtedness when due under any of our financing arrangements, could result in a variety of adverse consequences, including the termination of one or more of our credit facilities, levy of penal interest, the enforcement of any security provided, and acceleration of all amounts due under such facilities, any of which may adversely affect our business, financial condition and results of operations.

We cannot assure you that we will continue to comply with all conditions and restrictive covenants under our financing agreements in the future. If the obligations under any of our financing agreements are accelerated, we may have to dedicate a substantial portion of our cash flow from operations to make payments under such financing documents, thereby reducing the availability of cash for our working capital requirements and other general corporate purposes. Further, during any period in which we are in default, we may be unable to obtain further financing, or any refinancing of our debt could be at higher rates with more onerous covenants, which could further restrict our business operations. Additionally, third parties may also have concerns over our financial position, and it may be difficult to market our financial products. Any of these circumstances or other consequences could adversely affect our business, credit rating, prospects, financial condition and results of operations.

15. ***The pharmaceutical industry is intensely competitive and our inability to compete effectively may adversely affect our business, results of operations and financial condition.***

The pharmaceutical industry is a highly competitive market with several major pharmaceutical companies present, and therefore it is challenging to improve market share and profitability. Our business, prospects, results of operations and financial condition could be adversely affected if our competitors gain significant market share at our expense, particularly in areas in which we are focused such as Asia and Europe. Many of our competitors may have greater financial, manufacturing, R&D, marketing and other resources, more experience in obtaining regulatory approvals, greater geographic reach, broader product ranges or a stronger sales force. Our competitors may succeed in developing products that are more effective, popular or cheaper than ours, which may render our products uncompetitive and adversely affect our business, results of operations, cash flows and financial condition.

Further, some of our competitors, may be consolidating and integrating, and the strength of combined companies could affect our competitive position in all of our business areas. Consolidated corporations may have greater financial, manufacturing, R&D, marketing and other resources, broader product ranges and larger, stronger sales forces, which may make them more competitive than us. Pricing pressure could also arise due to the consolidation in trade channels and the formation of large buying groups. Additionally, if one of our competitors or their customers acquire any of our customers or suppliers, we may lose business from the customer or lose a supplier of a critical raw material or component, which may adversely affect our business, results of operations, cash flows and financial condition.

16. ***The nature of development and approval procedures in our pharmaceutical business may result in us lacking adequate information about our competitors' activities.***

The development of a pharmaceutical product involves lengthy development and approval periods before a product may be commercialized. During these periods, our competitors may be developing similar products of which we are unaware of that could compete directly or indirectly with our products in development. Because of these extensive periods of internal development and regulatory approval required before a product may be commercialized, we may invest substantial efforts and resources in developing products that will face competition of which we are currently unaware. Such unforeseen competition may hinder our ability to effectively plan the timing and order of our product development, which could have an adverse impact on our financial condition and results of operations.

17. ***Changes in technology may render our current technologies obsolete or require us to make substantial capital investments.***

Our industry rapidly changes due to technological advances and scientific discoveries. These changes result in the frequent introduction of new products and significant price competition. If our pharmaceutical technologies and delivery systems become obsolete, and we are unable to effectively introduce new products, our business and results of operations could be adversely affected.

Although we strive to keep our technology, facilities and machinery current with the latest standards, the technologies, facilities and machinery we currently employ may become less competitive or even obsolete due to advancement in technology or changes in market demand, which may require substantial new capital expenditure. The cost of implementing new technologies and upgrading our manufacturing facilities could be significant. If our competitors introduce superior technology and we cannot make enhancements to ours to remain competitive, either because we do not have the resources to continually improve our technology by investing in R&D or for any other reason, our competitive position, and in turn our business, financial condition and results of operations could be adversely affected.

18. ***Our inability to accurately forecast demand for our products and manage our inventory may have an adverse effect on our business, results of operations and financial condition.***

Our business depends on our estimate of the long-term demand for our products from our customers. As is typical in the pharmaceutical industry, we maintain a reasonable level of inventory of raw materials, work-in-progress and finished goods. As of September 30 , 2021, our total inventory amounted to ₹ 884.60 million.

If we underestimate demand or have inadequate capacity due to which we are unable to meet the demand for our products, we may manufacture fewer quantities of products than required, which could result in the loss of business. While we forecast the demand for our products and accordingly plan our production volumes, any error in our forecast could result in surplus stock, which may not be sold in a timely manner. At times when we have overestimated demand, we may have incurred costs to build capacity or purchased more raw materials and manufactured more products than required. Further, the number of purchase orders that our customers place with us differ from quarter to quarter, which may impact our revenues. Also, each of our products has a shelf life of a specified number of years and if not sold prior to expiry, may lead to losses or if consumed after expiry, may lead to health hazards. Our inability to accurately forecast demand for our products and manage our inventory may have an adverse effect on our business, results of operations, cash flows and financial condition.

19. ***Our business, result of operations and financial condition could be affected by adverse results of legal proceedings.***

There are certain outstanding legal proceedings against our Company. These proceedings are pending at different levels of adjudication before different adjudication forums. For further details, see "*Outstanding Litigation and Other Material Developments"* on page 298. If any of these outstanding litigations are decided against our Company, we may need to make provisions in our financial statements that could increase our expenses and current liabilities.

We cannot assure you that these outstanding legal proceedings will be decided in our Company's favor, or that no further liability will arise out of these proceedings. Further, such legal proceedings could divert management's time and attention and consume financial resources. Any adverse outcome in any of these proceedings may adversely affect our profitability, reputation, business, result of operations and financial condition.

A tabular summary of pending litigation based on the materiality policy adopted by our Board in its meeting held on May 6, 2021, involving our Company, as on the date of this Red Herring Prospectus is set out below:

Nature of cases	Number of cases	Total amount involved (to the extent quantifiable) *(₹ million)*
Litigations involving our Company		
Proceedings against our Company		
Criminal	2	-
Regulatory	2	35.36
Tax	1	6.55

For further details of litigation indicated above, see "*Outstanding Litigation and Other Material Developments*" on page 298.

20. ***Our purchase and supply arrangements are governed by the laws of various countries and disputes arising from such arrangements may be subject to the exclusive jurisdiction of courts situated in such countries.***

Most of the purchase and supply arrangements with our suppliers and customers are governed by the laws of the country in which the customer is located. Further, any disputes related to such contracts may be subject to the exclusive jurisdiction of courts situated in such countries. Any lawsuits with respect to such disputes must be instituted in a court having jurisdiction over the contract, which may cause difficulty for our Company to manage such suits and to obtain enforcement of awards and may also lead to greater costs for managing such litigation.

21. ***Exchange rate fluctuations may adversely affect our results of operations as our export sales and sales outside India and a portion of our expenditures are denominated in foreign currencies.***

Our financial statements are prepared in Indian Rupees. However, our net revenues from sales to international/global customers and a portion of our expenditures are denominated in foreign currencies, including the USD and Euro. While, as a result of portions of both our expenditures and net revenues from operations being denominated in foreign currencies, we have a natural hedge against exchange rate risks, the balance of our expenses and revenues is still affected by fluctuations in exchange rates. Exchange rate fluctuations could affect the amount of income and expenditure we recognise. In addition, the policies of the

Reserve Bank of India 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.

Further, our future capital expenditures, including any imported equipment and machinery, may be denominated in foreign currencies. Consequently, a decline in the value of the Indian Rupee against such other currencies could increase the Indian Rupee cost of capital or other expenditures. The exchange rates between the Indian Rupee and the United States dollar and the Euro have varied substantially in recent years and may continue to fluctuate significantly in the future.

22. ***If we are unable to raise additional capital, our business, results of operations and financial condition could be adversely affected.***

We will continue to incur significant expenditure in maintaining and growing our existing infrastructure. We cannot assure you that we will continue to have sufficient capital resources for our current operations or any future expansion plans that we may have. Our ability to incur any future borrowings is dependent upon the success of our operations. Additionally, the inability to obtain sufficient financing could adversely affect our ability to complete expansion plans. Our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, the continued success of our operations and other laws that are conducive to our raising capital in this manner. Any unfavourable change to terms of borrowings may adversely affect our cash flows, results of operations and financial conditions. If we decide to meet our capital requirements through debt financing, we may be subject to certain restrictive covenants. If we are unable to raise adequate capital in a timely manner and on acceptable terms, or at all, our business, results of operations, financial condition and cash flows could be adversely affected.

23. ***If we are unable to patent new processes and protect our proprietary information or other intellectual property, our business may be adversely affected.***

As of October 31, 2021, we have filed three process patents in India and two process patents with WIPO. While we intend to defend against any threats to our intellectual property, we cannot assure you that our patents (once granted), trade secrets or other agreements will adequately protect our intellectual property. Our patent rights (once granted) may not prevent our competitors from developing, using or commercializing products that are functionally equivalent or similar to our products. Further, our patent application may fail to result in patents being issued, and our existing and future patents may be insufficient to provide us with meaningful protection or a commercial advantage. We cannot assure you that patents issued to us in the future will not be challenged or circumvented by competitors or that such patents will be found to be valid or sufficiently broad to protect our processes or to provide us with any competitive advantage. We may be required to negotiate licenses for patents from third parties to conduct our business, which may not be available on reasonable terms or at all.

24. ***Our management team and other key personnel are critical to our continued success and the loss of any such personnel could adversely affect our business.***

Our success significantly depends upon the continued service of our management team and other key personnel, and our research and development team and the ability to retain and attract qualified individuals is critical to our success. These executives possess technical and business capabilities that are difficult to replace. Competition for individuals with specialised knowledge and experience is intense in our industry, and we may be unable to attract, motivate, integrate or retain qualified personnel at levels of experience that are necessary to maintain our quality and reputation or to sustain or expand our operations. If we lose the services of any of these executives for any reason, we may be unable to replace them in a timely manner or at all, which may affect our ability to continue to manage and expand our business. We cannot assure you that any contingency plans which we may implement to replace these executives will be successful. During Fiscals 2019 and 2021, none of our Key Managerial Personnel left our Company, whereas two of our Key Managerial Personnel left our Company in each of the Fiscal 2020 and six months period ended September 30, 2021, respectively. During Fiscals 2020, 2019 and 2018, the attrition rate for employees in peer companies was 15.00%, 15.00% and 14.25%, (Source: CRISIL)

The following table sets forth our attrition rate for employees for the last three Fiscals:

Fiscal	Attrition rate
2019	21.60%
2020	17.40%
2021	10.00%

Further, the members of our management team and other key personnel are employed pursuant to customary employment agreements, which may not provide adequate incentives for them to remain with us or adequately protect us in the event of their departure or otherwise. If we lose the services of any member of our management team or key personnel, we may be unable to locate suitable or qualified replacements and may incur additional expenses to recruit and train new personnel, which could adversely affect our business operations. Furthermore, as we expect to continue to expand our operations and develop new products, we will need to continue to attract and retain experienced management and key research and development personnel. If we are not able to attract and retain qualified personnel, our results of operations may be adversely affected.

25. ***Significant disruptions of information technology systems or breaches of data security could adversely affect our business.***

We depend upon information technology systems, including internet-based systems, for our business operations. The size and complexity of our computer systems make them potentially vulnerable to breakdown, malicious intrusion and computer viruses. Although we have not experienced any significant disruptions to our information technology systems, we cannot assure you that we will not encounter disruptions in the future. Any such disruption may result in the loss of key information and disruption of production and business processes, which could adversely affect our business, results of operations and cash flows.

In addition, our systems are potentially vulnerable to data security breaches, whether by employees or others that may expose sensitive data to unauthorized persons. Such data security breaches could lead to the loss of trade secrets or other intellectual property or could lead to the public exposure of personal information (including sensitive personal information) of our employees, customers and others. Any such security breaches could have an adverse effect on our business, reputation, results of operations, cash flows and financial condition.

26. ***Our insurance coverage may not adequately protect us against all losses. To the extent that we suffer loss or damage which is not covered by insurance or exceeds our insurance coverage, our cash flows, results of operations and financial performance could be adversely affected.***

We have industrial all risk policy insuring all of our assets such as buildings, plant and machinery and stocks. We have fire policy for our boilers. We also have marine transit insurance and credit insurance for domestic and export receivables. We also have a keyman insurance policy. We maintain workmen compensation policy and group mediclaim policy, for our employees. These insurance policies are subject to standard exclusion of risks. For details pertaining to insurance, see "*Our Business – Insurance*" on page 145.

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 honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. Our insurance policies may not provide adequate coverage in certain circumstances and are subject to certain deductibles, standard exclusions and limits on coverage. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. As of October 31, 2021, we had insured ₹ 3,440.29 million of our assets, which represented 136 % of the value of our total assets. To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, and which is not covered by insurance or exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, cash flows and financial condition may be adversely affected.

27. ***We may be affected by strikes, work stoppages or increased wage demands by our employees that could interfere with our operations.***

As at October 31, 2021, we had 356 employees and 431 contract labourers. In the past, we have not faced any strikes, work stoppages or increased wage demands by our employees that have interfered with our operations. We cannot assure you that our relations with our employees shall remain cordial at all times and that employees will not undertake or participate in strikes, work stoppages or other industrial actions in the future. Any labour disruptions may adversely affect our operations by delaying or slowing down our production, increasing our cost of production or even halting a portion of our production. This may also cause us to miss sales commitments, hurt our relationships with customers and disrupt our supply chain, which would affect our revenue and margins and adversely affect our business, financial condition and results of operations.

Further, we engage independent contractors through whom we engage contract labour for performance of certain functions at our manufacturing facilities 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. Any requirement to fund their wage requirements may have an adverse impact on our results of operations and our financial condition.

28. ***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 entered into various transactions with related parties, including for the purposes of, among other things, job works, reimbursement of labour expenses and lease rentals. For further details, see "*Related Party Transactions*" on page 187.

Further, our Company, pursuant to an agreement for sale date March 29, 2019, transferred the property situated at 207/208, Udyog Bhavan, Sonawala Road, Goregaon – East, Mumbai – 400063, Maharashtra, India, being our present Registered and Corporate Office, to our Promoter, for a consideration of ₹ 18.40 million. The said property has been leased by the Promoter to our Company pursuant to a lease agreement dated May 12, 2021, which is valid until May 11, 2041. The lease rental is ₹ 0.18 million per month, with an escalation of 5% every three years.

While we believe that all such transactions have been conducted on an arm's length basis and contain commercially reasonable terms, we cannot assure you that we could not have achieved more favorable terms had such transactions been entered into with unrelated parties. It is likely that we may enter into related party transactions in the future. We cannot assure you that such transactions, individually or in the aggregate, even if entered into at arms-length terms, will always be in the best interests of our shareholders and will not have an adverse effect on our business, results of operations, cash flows and financial condition.

29. ***We have commissioned an industry report from CRISIL for an agreed fee and third party database which has been used for industry related data in this Red Herring Prospectus.***

We commissioned CRISIL in March 2021 for an agreed fee, to produce reports on the pharmaceutical industry – API segment. CRISIL has provided us with a report titled 'Market assessment of the Pharmaceutical API segment – May 2021 as updated by addendums dated July 23, 2021, July 29, 2021 and November 3, 2021', which has been used for industry related data that has been disclosed in this Red Herring Prospectus. Such information may be inconsistent with the facts and statistics compiled by other studies within or outside India. We are also unable to assure you that that such data is complete or accurate. Moreover, the industry report referred to in this Red Herring Prospectus includes projections that by their very nature are estimations. Therefore, discussions of matters relating to India, its economy and the industries in which we currently operate and their growth prospects, in this Red Herring Prospectus, are subject to the caveat that the statistical and other data upon which such discussions are based may be incomplete and are speculative. For further details, see "*Industry Overview*" on page 95.

30. ***Following the listing of the Equity Shares in the Offer, we will continue to be controlled by our Promoters and Promoter Group.***

Our Promoters and Promoter Group, in aggregate, own 99.98% of our total issued and paid-up Share capital as on the date of this Red Herring Prospectus, and will continue to control our Company through their shareholding after the Offer. Their interests as controlling shareholders of our Company could be in conflict with the interests of our other shareholders. This concentration of ownership could limit your ability to influence corporate matters requiring shareholders' approval. Our Promoters and Promoter Group will have the ability to significantly influence matters requiring shareholders' approval, including the ability to appoint Directors on our Board and the right to approve significant actions at Board and at shareholders' meetings, including the issuance of Equity Shares and dividend payments, business plans, mergers and acquisitions, any consolidation or joint venture arrangements, any amendment to our Memorandum of Association and Articles of Association. In addition, if our Shareholders do not act together, such matters requiring shareholders' approval may be delayed or may not occur at all, which could adversely affect our business. We cannot assure you that our existing shareholders will not have conflicts of interest with other shareholders or with our Company. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business. We cannot assure you that our Promoters and Promoter Group will act to resolve any conflicts of interest in favour of our Company or the other Shareholders. To the extent that the interests of our Promoters and Promoter Group differ from your interests, you may be disadvantaged by any action that our Promoters and Promoter Group may seek to pursue.

31. ***We have certain contingent liabilities that have not been provided for in our financial statements, which, if they materialize, may adversely affect our results of operations, financial condition and cash flows.***

The following table sets forth certain information relating to our contingent liabilities, which have not been provided for, as of September 30, 2021:

(In ₹ million)

Particulars	As at September 30, 2021
Bank guarantees	9.61
Disputed income tax, sales tax, service tax and GST demand pending before commissioner	6.55
Total	**16.16**

For further information on such contingent liabilities as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets, see "*Restated Financial Statements*" on page 188.

If a significant portion of these liabilities materialize, it could have an adverse effect on our business, financial condition and results of operations.

32. ***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 to ensue adherence 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. Maintaining such internal controls requires human diligence and compliance and is therefore subject to lapses in judgment and failures that result from human error. Any lapses in judgment or failures that result from human error can affect the accuracy of our financial reporting, resulting in a loss of investor confidence and a decline in the price of our equity shares.

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. We participate in collaborations and relationships with third parties whose actions could potentially subject us to liability under these laws or other local anti-corruption laws. 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 pharmaceutical 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, results of operations and liquidity. 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.

33. Our management has discretion in how it may use the proceeds of the Offer. Any variation in the utilisation of our Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval.

Our use of the proceeds of the Offer is at the discretion of the management of our Company. As described in "*Objects of the Offer*" on page 74, we intend to use the Net Proceeds towards (i) funding capital expenditure requirements of our Company; (ii) repayment and/ or pre-payment, in full or part, of certain borrowings availed by our Company; and (iii) general corporate purposes. The planned use of the Net Proceeds is based on current conditions and is subject to changes in external circumstances, costs, other financial conditions or business strategies. The purposes for which the Net Proceeds are being raised pursuant to the Offer have not been appraised by any bank or financial institution. The estimate of costs is based on project reports, as well as based on internal management estimates, which are subject to change and may result in cost escalation. These estimates may be inaccurate, and we may require additional funds to implement the purposes of the Offer. Any change or cost escalation can significantly increase the cost of the purposes for which the funds are being raised pursuant to the Offer. Our schedule of implementation for the use of proceeds from the Offer may be affected by various risks, including time and cost overruns as well as factors beyond our control. Any delay in our schedule of implementation may cause us to incur additional costs. Such time and cost overruns may adversely impact our business, financial condition, results of operations and cash flows. Any variation in the planned use of the Net Proceeds would require Shareholders' approval and may involve considerable time or cost overrun and in such an eventuality it may adversely affect our operations or business.

The Offer includes a Fresh Issue and the Offer for Sale. The proceeds from the Offer for Sale will be paid to the Promoter and we will not receive any such proceeds. For further details, see "*Objects of the Offer*" and "*Capital Structure*" on pages 74 and 60, respectively.

34. Our proposed capacity expansion plans relating to our manufacturing facilities are subject to the risk of unanticipated delays in implementation and cost overruns.

We have made and intend to continue making investments to expand the capacity of our manufacturing facilities to aid our growth efforts. Our expansion plans remain subject to the potential problems and uncertainties that such 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, incremental preoperative 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. There can be no assurance that the proposed capacity additions and expansions will be completed as planned or on schedule, and if they are not completed in a timely manner, or at all, our budgeted costs may be insufficient 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 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.

35. ***Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.***

Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements and capital expenditure. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. Additionally, our ability to pay dividends may also be restricted by the terms of financing arrangements that we may enter into. We cannot assure you that we will be able to pay dividends in the future. For further details, see "*Dividend Policy*" on page 185.

36. ***If we inadvertently infringe on the patents or intellectual property rights of others, we may be subjected to legal action and our business and reputation may be adversely affected.***

We operate in an industry characterized by extensive patent litigation, including both litigation by innovator companies relating to purported infringement of innovative products and processes by generic pharmaceuticals and litigation by competitors or innovator companies to delay the entry of a product into the market. Patent litigation can result in significant damages being awarded and injunctions that could prevent the manufacture and sale of certain products or require us to pay significant royalties in order to manufacture or sell such products. While it is not possible to predict the outcome of patent litigation, we believe any adverse result of such litigation could include an injunction preventing us from selling our products or payment of significant damages or royalty, which would affect our ability to sell current or future products or prohibit us from enforcing our patent and proprietary rights against others. The occurrence of any of these events could subject us to legal action and adversely affect our business, reputation, cash flows and results of operations.

37. ***Our Promoter and certain of our Directors have interests in our Company in addition to their normal remuneration or benefits and reimbursement of expenses incurred. Further, our Promoter is related to certain entities from which the Company has acquired land in the last five years.***

Our Promoter and certain of our Directors have interests in our Company that are in addition to reimbursement of expenses and normal remuneration payable to them. Our Directors, Promoter and Key Managerial Personnel may be deemed to be interested to the extent of Equity Shares held by them, as well as to the extent of any dividends, bonuses or other distributions on such Equity Shares. Further, our Registered Office and Corporate Office premises are taken on leasehold basis pursuant to contractual arrangement with our Promoter. Our Promoter is also interested (directly and indirectly) in the Company to the extent of certain other properties acquired by the Company, including in his capacity as the sole proprietor of Swastik Industries. For further details of such interests, see "*Our Management*", "*Our Promoter and Promoter Group*" and "*Related Party Transactions*" on pages 158, 180 and 187, respectively.

38. ***Our Registered and Corporate Office premises are not owned by our Company.***

Our Registered Office and Corporate Office premises are not owned by our Company but are taken on leasehold basis pursuant to contractual arrangements with our Promoter. Our Company, pursuant to an agreement for sale date March 29, 2019, transferred the property on which our Registered and Corporate Office is situated, to our Promoter for a consideration of ₹ 18.40 million. The said property has been leased by the Promoter to our Company pursuant to a lease agreement dated May 12, 2021, which is valid until May 11, 2041. The lease rental is ₹ 0.18 million per month, with an escalation of 5% every three years. The cash consideration that was generated from the sale of the said property was utilised towards purchase of land, plant and equipment of Swastik Industries. We cannot assure that once the lease period is over, we will be able to renew the lease period at favourable terms or at all. Upon expiration or termination of the lease, in case we are unable to renew the lease period, we cannot assure that we will be able to find a similar office premises on leasehold basis in and around the same location at commercially favourable terms and in a timely manner. This may lead to disruption of our business operations.

Further, some of our lease agreements and leave and license agreements may not have been duly stamped as per applicable law or registered with the registering authority of the appropriate jurisdiction. An instrument not duly stamped, or insufficiently stamped, is not admitted as evidence in any Indian court or may even attract a penalty as prescribed under applicable law, which could adversely affect our business, results of operations and financial condition.

39. ***Our manufacturing facility is located on leased premises. If these leases are terminated or not renewed on terms acceptable to us, it could have a material adverse effect on our business, financial condition and results of operations.***

    We currently operate our manufacturing facilities, and have expansion plans, on land allotted by the Maharashtra Industrial Development Corporation ("**MIDC**"), either through direct long-term lease or sub-lease from the member(s) of the Promoter and Promoter Group. Typically, under the MIDC lease agreements, the lessee is subject to various compliance requirements, including prohibition to make any changes or alterations to the building or other erections on the premises without the prior approval of MIDC or effect any change to the use of plot, keeping the buildings constructed on the said land insured against loss or damage by fire in a sum equivalent to the cost of the buildings, and compliance with applicable pollution control norms. Further, typically prior consent from MIDC is required for any sub-lease of land or assignment of rights. For details of such lease arrangements, refer to the section titled "*Our Promoter and Promoter Group*" on page 180. Except for the lessor-lessee relationship, there is no conflict of interest with the lessors in relation to such leases. Further, there has not been in the past nor is there currently any existing dispute with any lessors in relation to such leases.

    Failure to comply with the conditions of use of such land could result in our inability to continue, renew or extend these arrangements. In the event we are unable to continue, renew or extend these arrangements on acceptable terms, or are compelled to vacate the premises for any reason, we may not be able to obtain alternate locations for our manufacturing activities, in a short span of time. Occurrence of any of the above events may have a material adverse effect on our business, results of operations and financial condition.

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

    Information relating to the installed manufacturing capacity of our facilities included in this Red Herring Prospectus are based on various assumptions and estimates of our management that have been taken into account by an independent chartered engineer in the calculation of the installed manufacturing capacity of our manufacturing facilities. Further, the installed capacity, capacity utilisation and other related information may not be computed on the basis of any standard methodology and therefore may not be comparable to capacity information that may be computed and presented by other API companies. Undue reliance should therefore not be placed on our historical installed capacity information for our existing facilities included in this Red Herring Prospectus.

41. ***In the past there have been certain secretarial non-compliances and corporate actions. Consequently, we may be subject to regulatory actions and penalties for any past noncompliance.***

    In the past, there have been certain secretarial non-compliances and corporate actions. such as delay in appointment of company secretary by the Company. Between the period of Fiscal 2016 to Fiscal 2019, the Company had not appointed a whole-time company secretary. Due to the delay in appointment, the audited financial statements for the Fiscals 2016, 2017, 2018 and 2019 were not signed by such whole-time company secretary. The Company appointed a whole-time company secretary with effect from August 26, 2019. Such non-compliance in the past may subject us to regulatory actions and/or penalties.

External risk factors

Risks relating to the Issue and investments in our Equity Shares

42. ***After the Issue, our Equity Shares may experience price and volume fluctuations or an active trading market for our Equity Shares may not develop.***

    There has been no public market for the Equity Shares prior to the Issue and an active trading market for the Equity Shares may not develop or be sustained after the Issue. Further, the price at which the Equity Shares are initially traded may not correspond to the prices at which the Equity Shares will trade in the market subsequent to the Issue.

    The price of the Equity Shares may fluctuate after the Issue as a result of several factors, including volatility in the Indian and global securities markets, the results of our operations, the performance of our competitors, developments in the Indian pharmaceutical API sector, changing perceptions in the market about investments in the Indian pharmaceutical API sector, adverse media reports on us or the Indian pharmaceutical API sector, changes in the estimates of our performance or recommendations by financial analysts, significant developments in India's economic liberalization and deregulation policies, and significant developments in India's fiscal regulations.

The trading price of our Equity Shares might also decline in reaction to events that affect the entire market and/or other companies in our industry even if these events do not directly affect us and/or are unrelated to our business, financial condition or operating results.

43. ***Any future issuance of our Equity Shares may dilute prospective investors' shareholding, and sales of our Equity Shares by our Promoters or other major shareholders may adversely affect the trading price of our Equity Shares.***

Upon completion of the Issue, our Promoters and Promoter Group will continue to control our Company through their shareholding in the Company . Any future equity issuances by us, including in a primary offering or pursuant to a preferential allotment or sale of Equity Shares by our Promoter or other major Shareholders (post lock-in period in the Issue), or any perception by investors that such issuances or sales might occur, may lead to the dilution of investor shareholding in our Company or affect the trading price of the Equity Shares and could affect our ability to raise capital through an offering of our securities.

44. ***Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.***

Under current Indian tax laws and regulations, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. A securities transaction tax ("STT") is levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain realized on the sale of equity shares held for more than 12 months, which are sold using any other platform other than on a recognized stock exchange and on which no STT has been paid, are subject to long-term capital gains tax in India. Until March 31, 2018, any gain realized on the sale of equity shares, listed on a stock exchange and held for more than 12 months was not subject to capital gains tax in India if STT was paid on the transaction. However, with the enactment of the Finance Act, 2018 the exemption previously granted in respect of payment of long-term capital gains tax has been withdrawn and such taxes are now payable by the investors with effect from April 1, 2018. The Finance Act, 2018 provides that existing investors are eligible for relief on such capital gains accrued until January 31, 2018 and any long-term capital gains made after January 31, 2018 shall be subject to taxation.

The Finance Act, 2019 amended the Indian Stamp Act, 1899 with effect from July 1, 2020 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. As such, there is no certainty on the impact that the Finance Act, 2019 may have on our Company's business and operations.

Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. In cases where the seller is a non-resident, capital gains arising from the sale of the equity shares will be partially or wholly exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident.

Historically, 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.

Further, we cannot predict whether any tax laws or other regulations impacting it will be enacted, or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have a material adverse effect on our business, financial condition, results of operations and cash flows.

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

Indian legal principles related to corporate procedures, directors' fiduciary duties 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 as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

46. ***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.***

Pursuant to the SEBI ICDR Regulations, 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. RIBs can revise or withdraw their Bids during the Bid/Issue Period. While our Company is required to complete Allotment pursuant to the Issue within such period as may be prescribed under applicable law, events affecting the Bidders' decision to invest in the Equity Shares, including 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 Issue or cause the trading price of the Equity Shares to decline on listing.

47. ***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 incorporated in India must offer holders of its equity shares pre-emptive rights to subscribe and pay for a proportionate number of 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 law of the jurisdiction that you 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, you will be unable to exercise such pre-emptive rights unless we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to you. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, you may suffer future dilution of your ownership position and your proportional interests in us would be reduced.

48. ***Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.***

Under foreign exchange regulations which are currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain restrictions), if they comply with the valuation and reporting requirements specified under applicable law. If a transfer of shares is not in compliance with such requirements and does not fall under any of the exceptions, then prior approval of the relevant regulatory authority is required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained with or without any particular terms or conditions.

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 FDI Policy has been recently modified 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 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 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.

For further information, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 342. Our ability to raise any foreign capital under the FDI route is therefore constrained by Indian law, which may adversely affect our business, financial condition, cash flows, results of operations and prospects.

49. The Issue Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Issue.

The Issue Price of the Equity Shares will be determined by our Company in consultation with the BRLMs through the Book Building Process and may not be indicative of prices that will prevail in the open market following the Issue. The market price of the Equity Shares may be influenced by many factors, which are beyond our control. As a result of these factors, there can be no assurance that the investors may not be able to resell their Equity Shares at or above the Issue 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.

Risks relating to India

50. Any deterioration in the general economic conditions in India and globally could adversely affect our business and results of operation.

Our results of operations and financial condition depend significantly on global macro-economic conditions and the health of the Indian economy.

We operate in and also derive a portion of our revenue from India and the performance and growth of our business is significantly dependent on the performance of the Indian economy. In the past, the Indian economy has been affected by global economic uncertainties, liquidity crisis, domestic policies, domestic and global political environment, volatility in interest rates, currency exchange rates, commodity and oil prices, volatility in inflation rates and various other factors.

Risk management initiatives undertaken by financial institutions in order to remedy the global economic slowdown could affect the availability of funds in the future or cause the withdrawal of our existing credit facilities. Further the Indian economy is undergoing many changes and it is difficult to predict the impact of certain fundamental economic changes on our business. 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. Any downturn in the macroeconomic environment in India could also adversely affect our business, results of operations, financial condition and the trading price of the Equity Shares.

The Indian economy is also influenced by economic and market conditions in other countries, particularly emerging market countries in Asia. 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 and results of operations and the market price of the Equity Shares.

51. Any adverse change in India's credit rating by an international rating agency could materially adversely affect our business and profitability.

India's sovereign rating is Baa2 with a "negative" outlook (Moody's), BBB-with a "stable" outlook (S&P) and BBB- with a "negative" outlook (Fitch). India's sovereign rating could be downgraded due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our Company's control. Any adverse change in India's credit ratings by international rating agencies may adversely impact the Indian economy and consequently our ability to raise additional financing in a timely manner or at all, as well as the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business and financial performance, ability to obtain financing for capital expenditures and the price of the Equity Shares.

52. ***Any volatility in exchange rates may lead to a decline in India's foreign exchange reserves and may affect liquidity and interest rates in the Indian economy, which could adversely impact us.***

Foreign inflows into India have remained extremely volatile responding to concerns about the domestic macroeconomic landscape and changes in the global risk environment. The widening current account deficit has been attributed largely to the surge in gold and oil imports.

The Indian rupee also faces challenges due to the volatile swings in capital flows. Further, there remains a possibility of intervention in the foreign exchange market to control volatility of the exchange rate. The need to intervene may result in a decline in India's foreign exchange reserves and subsequently reduce the amount of liquidity in the domestic financial system. This in turn could cause domestic interest rates to rise.

Further, increased volatility in foreign flows may also affect monetary policy decision making. For instance, a period of net capital outflows might force the RBI to keep monetary policy tighter than optimal to guard against any abnormal currency depreciation.

53. ***Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries would negatively affect the Indian market where our Equity Shares trade and lead to a loss of confidence.***

Terrorist attacks and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares are proposed to be listed and traded. In addition, any deterioration in relations between India and its neighbors might result in investor concern about stability in the region, which could materially adversely affect the price of our Equity Shares.

Civil unrest in India in the future as well as other adverse social, economic and political events in India could have an adverse impact on us. Such incidents also create a greater perception that investment in Indian companies involves a higher degree of risk, which could have an adverse impact on our business and the trading price of our Equity Shares.

54. ***It may not be possible for investors outside India to enforce any judgment obtained outside India against our Company or our management or any of our associates or affiliates in India, except by way of a suit in India.***

Our Company is incorporated under the laws of India and all our Directors and Key Managerial Personnel reside in India. Further, significant portion of our assets, and the assets of our Key Managerial Personnel and Directors, are located in India. As a result, it may be difficult to effect service of process outside India upon us and our Directors and Key Managerial Personnel or to enforce judgments obtained in courts outside India against us or our Key Managerial Personnel and Directors, including judgments predicated upon the civil liability provisions of the securities laws of jurisdictions outside India.

India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, which includes the United Kingdom, Singapore 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 ("**Civil Code**"). The Civil Code only permits the enforcement of monetary decrees, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India cannot be enforced by proceedings in execution 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, 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 fresh 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. Further, there are considerable delays in the disposal of suits by Indian courts. 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 public policy in India. 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 the judgment.

55. ***We are subject to regulatory, economic, social and political uncertainties and other factors beyond our control.***

We are incorporated in India and we conduct our corporate affairs and manufacturing activities in India. Our Equity Shares are proposed to be listed and traded on BSE and NSE. Consequently, our business, operations, financial performance and the market price of our Equity Shares will be affected by the following external risks, should any of them materialize:

- changes in exchange rates and controls;
- macroeconomic factors and central bank regulation, including in relation to interest rates movements which may in turn adversely impact our access to capital and increase our borrowing costs;
- decline in India's foreign exchange reserves which may affect liquidity in the Indian economy;
- political instability, resulting from a change in government or in economic and fiscal policies;
- civil unrest, acts of violence, regional conflicts or situations or war may adversely affect the financial markets;
- any scarcity of credit or other financing in India, resulting in an adverse effect on economic conditions in India and scarcity of financing for our expansions;
- downgrading of India's sovereign debt rating by rating agencies;
- changes in government policies, including taxation policies, social and civil unrest and other political, social and economic developments in or affecting India; or
- natural calamities and force majeure events.

The Government of India has exercised and continues to exercise significant influence over many aspects of the Indian economy. Indian governments have generally pursued policies of economic liberalization and financial sector reforms, including by relaxing restrictions on the private sector. Nevertheless, the role of the Indian central and state governments in the Indian economy as producers, consumers and regulators has remained significant and we cannot assure you that such liberalization policies will continue. A significant change in India's policy of economic liberalization and deregulation or any social or political uncertainties could adversely affect business and economic conditions in India generally and our business and prospects.

India has in the past experienced community disturbances, strikes, riots, terror attacks, epidemics and natural disasters. India has also experienced natural calamities such as earthquakes, tsunamis, floods and drought in the past few years. There can be no assurance that we will not be affected by natural or man-made disasters in India or elsewhere in the future. These acts and occurrences could have an adverse effect on the financial markets and the economy of India and of other countries, thereby resulting in a loss of business confidence and a suspension of our operations, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

56. ***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 or consummated because of the Indian takeover regulations.

57. ***Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and International Financial Reporting Standards ("IFRS"), which investors may be more familiar with and may consider material to their assessment of our financial condition.***

Our Restated Financial Statements are prepared in accordance with Ind AS. No attempt has been made to reconcile any of the information given in this document to any other principles or to base it on any other standards. Ind AS differs in certain significant respects from IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. If our financial statements were to be prepared in accordance with such other accounting principles, our results of operations, cash flows and financial position may be substantially different. Prospective investors should review the accounting policies applied in the preparation of our restated financial statements, and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar.

SECTION IV – INTRODUCTION

THE OFFER

The following table summarizes details of the Offer:

Offer of Equity Shares[(1)]	Up to [●] Equity Shares, aggregating up to ₹ 7,000 million
of which:	
(i) Fresh Issue[(1)]	Up to [●] Equity Shares, aggregating up to ₹ 2,000 million
(ii) Offer for Sale [(2)]	Up to [●] Equity Shares, aggregating up to ₹ 5,000 million
The Offer comprises of:	
A) QIB Portion [(3)(4)]	Not less than [●] Equity Shares, aggregating up to [●] million
of which:	
(i) Anchor Investor Portion	Up to [●] Equity Shares
(ii) Balance available for allocation to QIBs other than Anchor Investors (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares
of which:	
(a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	[●] Equity Shares
(b) Balance for all QIBs including Mutual Funds	[●] Equity Shares
B) Non-Institutional Portion	Not more than [●] Equity Shares, aggregating up to [●] million
C) Retail Portion [(5)]	Not more than [●] Equity Shares, aggregating up to [●] million
Pre and post Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as at the date of this Red Herring Prospectus)	73,183,530 Equity Shares
Equity Shares outstanding after the Offer	[●] Equity Shares
Use of Net Proceeds	See "*Objects of the Offer*" on page 74 for information on the use of proceeds arising from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.

Notes:

(1) *The Offer has been authorized by a resolution of our Board dated March 1, 2021 and the Fresh Issue has been authorized by a special resolution of our Shareholders dated March 23, 2021.*

(2) *The Equity Shares being offered by the Promoter Selling Shareholder are eligible for being offered for sale in terms of the SEBI ICDR Regulations. The Promoter Selling Shareholder has authorized the sale of his portion of the Offered Shares in the Offer for Sale. For details on the authorisation of the Promoter Selling Shareholder in relation to the Offered Shares, see "Other Regulatory and Statutory Disclosures" beginning on page 304.*

(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. The QIB Portion will accordingly be reduced for the Equity 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 Net QIB Portion. 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 (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see "Offer Procedure" beginning on page 323.*

(4) *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. 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, as applicable, at the discretion of our Company and the Promoter Selling Shareholder, in consultation with the BRLMs and the Designated Stock Exchange. In the event of under-subscription in the Offer, the Allotment for the valid Bids will be made, in the first instance, towards subscription for 90% of the Fresh Issue. 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.*

(5) *Allocation to all categories, except Anchor Investors, if any 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 323.*

For details, including in relation to grounds for rejection of Bids, refer to "*Offer Structure*" and "*Offer Procedure*" on page 320 and 323, respectively. For details of the terms of the Offer, see "*Terms of the Offer*" on page 314.

GENERAL INFORMATION

Our Company was incorporated as 'Supriya Lifescience Limited' pursuant to a certificate of incorporation dated March 26, 2008 issued by the Registrar of Companies, Maharashtra at Mumbai ("**RoC**"), upon the conversion of 'M/s Supriya Chemicals', a partnership firm, into a public limited company, in accordance with the provisions of Part IX of the Companies Act, 1956. Our Company commenced operations pursuant to a certificate for commencement of business dated April 1, 2008 issued by the RoC. For details in relation to changes in our registered office, see "*History and Certain Corporate Matters*" on page 154.

For details of our business, see "*Our Business*" on page 130.

Registered and Corporate Office of our Company

207/208, Udyog Bhavan,
Sonawala Road,
Goregaon (East),
Mumbai – 400 063
Tel: +91 22 40332727

Company Registration Number and Corporate Identity Number

The registration number and corporate identity number of our Company are as follows:

Registration number: 180452
Corporate identity number: U51900MH2008PLC180452

The Registrar of Companies

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

Registrar of Companies, Maharashtra at Mumbai
100, Everest,
Marine Drive,
Mumbai – 400 002

Board of Directors

The following table sets out the brief details of our Board as on the date of this Red Herring Prospectus:

Name and designation on the Board	DIN	Address
Satish Waman Wagh *Chairman and Managing Director*	01456982	Flat No. 4, Prabhas Plot No. 9, Hindu Friends Society Road, Jogeshwari (East), Mumbai, Maharashtra – 400060.
Smita Satish Wagh *Whole-time Director*	00833912	Flat No. 4, Prabhas Plot No. 9, Hindu Friends Society Road, Jogeshwari (East), Mumbai, Maharashtra – 400060.
Saloni Satish Wagh *Whole-time Director*	08491410	Flat No. 4, Prabhas Plot No. 9, Hindu Friends Society Road, Jogeshwari (East), Mumbai, Maharashtra – 400060.
Shivani Satish Wagh *Whole-time Director*	08491420	Flat No. 4, Prabhas Plot No. 9, Hindu Friends Society Road, Jogeshwari (East), Mumbai, Maharashtra – 400060.
Balasahab Gulabrao Sawant *Whole-time Director*	07743507	Anubandh, Plot No. 63, Ajit Nagar, Kolki, Tal Phaltan, Satara, Maharashtra, India - 415523
Kedar Shankar Karmarkar *Independent Director*	06499019	401, Gopal Krishna Niwas, Tejpal Scheme Road No. 5, Off Subhash Road, Vile Parle East, Mumbai, Maharashtra, India - 400057
Bhairav Manojbhai Chokshi *Independent Director*	03612527	Shushobhan 6, Prernadeep Bunglow, B/H IOC Petrol Pump, Bodakdev, Ahmedabad, Gujarat, India - 380054
Dileep Kumar Jain *Independent Director*	00380311	D-98, Vinoba Marg, Nirman Nagar, Near Punjabi Dhaba, Jaipur, Rajasthan, India – 302019
Dinesh Navnitlal Modi *Independent Director*	00004556	B/22, Sperry Star CHS, Eksar Road, Opp ICICI Bank, Borivali West, Borivali, Mumbai, Maharashtra, India – 400091
Neelam Yashpal Arora *Independent Director*	01603068	Arora Villa, Plot No. 06, Sector 3, Shree Nagar, Thane, Maharashtra, India - 400604

For further details of our Board of Directors, see "*Our Management – Board of Directors*" on page 158.

Company Secretary and Compliance Officer

Shweta Shivdhari Singh is the Company Secretary and Compliance Officer of our Company. Her contact details are as follows:

207/208, Udyog Bhavan,
Sonawala Road,
Goreagaon (East),
Mumbai – 400 063
Tel: +91 22 40332727
E-mail: cs@supriyalifescience.com

Registrar to the Offer

Link Intime India Private Limited
C-101, 247 Park, 1st Floor,
L.B.S. Marg, Vikhroli West
Mumbai 400 083
Maharashtra, India
Tel: +91 22 4918 6200
E-mail: supriyalife.ipo@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Shanti Gopalkrishnan
SEBI Registration No.: INR000004058

Book Running Lead Managers

ICICI Securities Limited
ICICI Venture House,
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra
Telephone: +91 22 6807 7100
Email: supriya.ipo@icicisecurities.com
Investor Grievance e-mail:
customercare@icicisecurities.com
Website: www.icicisecurities.com
Contact Person: Sameer Purohit / Akhil Mohod
SEBI Registration No.: INM000011179

Axis Capital Limited
1st floor, Axis House
C-2 Wadia International Centre
P.B. Marg, Worli
Mumbai 400 025
Maharashtra
Telephone: +91 22 4325 2183
Email: sll.ipo@axiscap.in
Investor Grievance e-mail: complaints@axiscap.in
Website: www.axiscapital.co.in
Contact Person: Simran Gadh
EBI Registration No.: INM000012029

Syndicate Members

The Book Running Lead Managers will be acting as Syndicate for the Offer

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

The responsibilities and coordination by the BRLMs for various activities in the Offer are as follows:

S. No.	Activity	Responsibility	Coordinator
1.	Capital structuring, due diligence of the Company including its operations/management/business plans/legal etc. Drafting and design of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, abridged prospectus and application form. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of Prospectus and RoC filing	BRLMs	I-Sec
2.	Drafting and approval of all statutory advertisement	BRLMs	I-Sec
3.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, etc. and filing of media compliance report	BRLMs	Axis
4.	Appointment of intermediaries - Registrar to the Offer, advertising agency, Banker(s) to the Offer, Sponsor Bank, printer and other intermediaries, including coordination of all agreements to be entered into with such intermediaries	BRLMs	I-Sec
5.	Preparation of road show presentation	BRLMs	Axis
6.	Preparation of frequently asked questions	BRLMs	I-Sec
7.	International institutional marketing of the Offer, which will cover, *inter alia*: • marketing strategy; • Finalizing the list and division of investors for one-to-one meetings; and • Finalizing road show and investor meeting schedule	BRLMs	Axis
8.	Domestic institutional marketing of the Offer, which will cover, *inter alia*: • marketing strategy; • Finalizing the list and division of investors for one-to-one meetings; and • Finalizing road show and investor meeting schedule	BRLMs	I-Sec
9.	Retail marketing of the Offer, which will cover, *inter alia*, • Finalising media, marketing and public relations strategy including list of frequently asked questions at retail road shows; • Finalising centres for holding conferences for brokers, etc.; • Follow-up on distribution of publicity and Offer material including application form, the Prospectus and deciding on the quantum of the Offer material; and • Finalising collection centres	BRLMs	Axis
10.	Non-institutional of the Offer, which will cover, *inter alia*, • Finalising media, marketing and public relations strategy including list of frequently asked questions at retail road shows; • Finalising centres for holding conferences for brokers, etc.; • Follow-up on distribution of publicity and Offer material including application form, the Prospectus and deciding on the quantum of the Offer material; and	BRLMs	I-Sec
11.	Coordination with Stock Exchanges for book building software, bidding terminals, mock trading, payment of 1% security deposit, anchor coordination, anchor CAN and intimation of anchor allocation	BRLMs	Axis
12.	Managing the book and finalization of pricing in consultation with the Company	BRLMs	I-Sec
13.	Post-Offer activities, which shall involve essential follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising Company about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds, payment of STT on behalf of the Selling Shareholders and coordination with various agencies connected with the post-Offer activity such as Registrar to the Offer, Bankers to the Offer, Sponsor Bank, SCSBs including responsibility for underwriting arrangements, as applicable. Coordinating with Stock Exchanges and SEBI for submission of all post-Offer reports including the initial and final post-Offer report to SEBI, release of 1% security deposit post closure of the Offer	BRLMs	Axis

Legal counsel to our Company and the Promoter Selling Shareholder

Khaitan & Co
One World Centre
10th and 13th Floors, Tower 1C
841, Senapati Bapat Marg
Mumbai – 400 013
Maharashtra
Tel: +91 22 6636 5000

Legal counsel to the Book Running Lead Managers

IndusLaw
2nd Floor
Block D, The MIRA
Mathura Road
New Delhi -110 065
Tel: +91 11 47821000

Statutory Auditors to our Company

Kakaria and Associates LLP, Chartered Accountants
802, Lotus Trade Centre,
D.N. Nagar Metro Station
Andheri (West), Mumbai – 400 053
E-mail: mumbai.kakaria@gmail.com
Tel: +91 9321144672
Firm registration number: 104558W/W100601
Peer review number: 012801

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

Banker(s) to our Company

Saraswat Co-operative Bank Ltd.
SME Vile Parle Branch,
1st floor, Bholanath Co-operative Housing Society Ltd.,
715, Subhash Road,
Vile Parle (East),
Mumbai – 400 057
Tel: +91 22 4234 9960
Email: harshal.waradkar@saraswatbank.com
Contact Person: Harshal V. Waradkar

ICICI Bank Limited
Shagun Mall,
Film City Road,
Goregaon (E),
Tel: +91 8879769517
Email: medha.saigal@icicibank.com
Contact Person: Medha Saigal

Banker(s) to the Offer

Escrow Collection Bank/ Public Offer Account Bank/ Refund Bank/ Sponsor Bank

ICICI Bank Limited
Capital Market Division, 1st Floor,
122, Mistry Bhavan, DinshawVachha Road,
Backbay Reclamation, Churchgate,
Mumbai – 400 020
Tel: +91 22 6681 8911/ 23/ 24
Fax: +91 22 2261 1138
E-mail: sagar.welekar@icicibank.com

Website: www.icicibank.com
Contact Person: Sagar Welekar
SEBI Registration No.: INBI00000004

Designated Intermediaries

Self-Certified Syndicate Banks

The list of SCSBs notified by SEBI for the ASBA process is available on the SEBI website 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.

A list of the Designated SCSB Branches with which an ASBA Bidder (other than an RIB using the UPI Mechanism), not Bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the ASBA Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34, 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 RIBs) 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.

Self-Certified Syndicate Banks eligible as Issuer Banks for UPI

The list of SCSBs through which Bids can be submitted by RIBs using the UPI Mechanism, including details such as the eligible Mobile Apps and UPI handle which can be used for such Bids, is available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40, which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

Details of nodal officers of SCSBs, identified for Bids made through the UPI Mechanism, are available at www.sebi.gov.in.

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 https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=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 https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

The list of the Registered Brokers eligible to accept ASBA Forms from Bidders (other than RIBs), including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE and the NSE at http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx? and https://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 from Bidders (other than RIBs) at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of Stock Exchanges at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms from Bidders (other than RIBs) at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of BSE at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and on the website of NSE at http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, as updated from time to time.

Credit Rating

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

Debenture Trustee

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

Appraising Entity

No appraising entity has been appointed in relation to the Offer.

Monitoring Agency

Our Company has appointed ICICI Bank Limited as the Monitoring Agency, in compliance with Regulation 41 of the SEBI ICDR Regulations, for monitoring the utilization of the Net Proceeds from the Fresh Issue. Their contact details are as follows:

ICICI Bank Limited
Capital Market Division, 1st Floor,
122, Mistry Bhavan, DinshawVachha Road,
Backbay Reclamation, Churchgate,
Mumbai – 400 020
Tel: +91 22 6681 8911/ 23/ 24
Fax: +91 22 2261 1138
E-mail: sagar.welekar@icicibank.com
Website: www.icicibank.com
Contact Person: Sagar Welekar

Grading of the Offer

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

Green Shoe Option

No green shoe option is contemplated under the 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 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. 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 Underwriting Agreement is dated [●]. 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 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 filled in before filing of the Prospectus with the RoC.)

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

The abovementioned underwriting commitment is indicative and will be finalized after determination of the Offer Price and Basis of Allotment and will be subject to the provisions of the SEBI ICDR Regulations.

In the opinion of our 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 the SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our Board, 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 commitments. Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them.

Subject to the applicable laws and pursuant to the terms of the Underwriting Agreement, the BRLMs will be responsible for bringing in the amount devolved in the event that the Syndicate Members do not fulfil their underwriting obligations.

Filing

A copy of the Draft Red Herring Prospectus was filed through the SEBI Intermediary Portal at https://sipotal.sebi.gov.in, in accordance with SEBI circular bearing reference SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 and 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*".

A copy of this Red Herring Prospectus has been filed electronically on SEBI's online portal and 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*".

Further, a copy of this Red Herring Prospectus, along with the material contracts and documents required to be filed, have been filed with the RoC in accordance with Section 32 of the Companies Act, 2013, and a copy of the Prospectus required to be filed under Section 26 of the Companies Act, 2013 will be filed with the RoC at its office, and through the electronic portal at http://www.mca.gov.in/mcafoportal/loginvalidateuser.do.

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 within the Price Band. The Price Band and minimum Bid Lot will be decided by our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, and if not disclosed in the Red Herring Prospectus, will be advertised in all editions of Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national daily newspaper and Mumbai edition of Navshakti, a Marathi newspaper, Marathi being the regional language of Maharashtra 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 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, see "*Offer Procedure*" on page 323.

All investors, other than Anchor Investors, shall only participate through the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs. Retail Individual Bidders shall participate through the ASBA process, either by (i) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (ii) using the UPI Mechanism. 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 permitted to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any state. Retail Individual Bidders 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 QIBs (other than Anchor Investors) and Non-Institutional Buyers will be on a proportionate basis while allocation to Anchor Investors will be on a discretionary basis. For illustration of the Book Building Process and further details, see "*Terms of the Offer*" and "*Offer Procedure*" beginning on pages 314 and 323, respectively.

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

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

For further details on the method and procedure for Bidding, see "*Offer Procedure*" beginning on page 323.

CAPITAL STRUCTURE

The Equity Share capital of our Company as on the date of this Red Herring Prospectus is set forth below:

(In ₹ except share data)

		Aggregate nominal value	Aggregate value at Offer Price*
A	**AUTHORIZED EQUITY SHARE CAPITAL(1)**		
	175,000,000 Equity Shares of face value of ₹ 2 each	350,000,000	-
B	**ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL BEFORE THE OFFER**		
	73,183,530 Equity Shares of face value ₹ 2 each	146,367,060	-
C	**PRESENT OFFER IN TERMS OF THIS RED HERRING PROSPECTUS**		
	Offer of up to [●] Equity Shares (2)(3)	[●]	[●]
	which includes:		
	Fresh Issue of up to [●] Equity Shares aggregating up to ₹ 2,000 million (2)	[●]	[●]
	Offer for Sale of up to [●] Equity Shares aggregating up to ₹ 5,000 million (3)	[●]	[●]
D	**ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL AFTER THE OFFER**		
	[●] Equity Shares of face value of ₹ 2 each*	[●]	[●]
E	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer		NIL
	After the Offer*		[●]

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

(1) *For details in relation to the changes in the authorised share capital of our Company, see "History and Certain Corporate Matters – Amendments to our Memorandum of Association" on page 155.*

(2) *The Offer has been authorized by a resolution of our Board dated March 1, 2021 and the Fresh Issue has been authorized by a special resolution of our Shareholders dated March 23, 2021.*

(3) *The Promoter Selling Shareholder has authorized the sale of its respective portion of the Offered Shares in the Offer for Sale. For details on the authorizations of the Promoter Selling Shareholder in relation to the Offered Shares, see "Other Regulatory and Statutory Disclosures" on page 304.*

Notes to the Capital Structure

1. **Equity share capital history of our Company**

(a) The following table sets forth the history of the Equity Share capital of our Company:

Date of allotment / sub-division	Reason/Nature of allotment	No. of equity shares allotted	Face value (₹)	Issue price per equity share (₹)	Form of consideration	Cumulative No. of equity shares
April 21, 2008	Initial subscription to the Memorandum of Association(1)	50,000	10	-	Non-Cash (conversion of partnership firm to a company)	50,000
December 7, 2009	Preferential allotment (2)	200,200	10	170	Cash	250,200
March 31, 2012	Bonus issue (3)	3,002,400	10	-	-	3,252,600
March 31, 2013	Bonus issue (4)	1,626,302	10	-	-	4,878,902
October 1, 2015	Bonus issue (5)	9,757,804	10	-	-	14,636,706
December 26, 2020	Sub-division of Equity Shares6					73,183,530

(1) *Initial subscription of 48,100 equity shares of face value ₹10 each by Satish Waman Wagh; 500 equity shares of face value ₹10 each by Asha Waman Wagh; 1100 equity shares of face value ₹10 each by Smita Satish Wagh; 25 equity shares of face value ₹ 10 each by Kavita Waman Desai; 225 equity shares of face value ₹10 each by Shankar S. Karmarkar; 25 equity shares of face value ₹10 each by Deepak Ganpat Chavan and 25 equity shares of face value ₹10 each by Dilip Vadilal Talsania. These allotments were made to the partners of the partnership firm, M/s Supriya Chemicals, pursuant to conversion of the firm into a company in accordance with Part IX of the Companies Act, 1956 and resolution of our Board dated April 21, 2008. Consequently, the erstwhile*

partners of M/s Supriya Chemicals became the initial subscribers of our MoA. For details, see "History and Certain Corporate Matters – Conversion from a partnership firm to a public limited company" on page 154.

(2) *Allotment of 2,00,000 equity shares of face value ₹10 each to Satish Waman Wagh; 100 equity shares of face value ₹10 each to Saloni Satish Wagh and 100 equity shares of face value ₹10 each to Shivani Satish Wagh. These allotments were made pursuant to a resolution of our Board dated December 7, 2009.*

(3) *Allotment of 29,77,200 equity shares of face value ₹10 each to Satish Waman Wagh; 6,000 equity shares of face value ₹10 each to Asha Waman Wagh; 13,200 equity shares of face value ₹10 each to Smita Satish Wagh; 300 equity shares of face value ₹10 each to Kavita Waman Desai; 2,700 equity shares of face value ₹10 each to Shankar Sitaram Karmarkar; 300 equity shares of face value ₹10 each to Deepak Ganpat Chavan; 300 equity shares of face value ₹10 each to Dilip Vadilal Talsania; 1,200 equity shares of face value ₹10 each to Saloni Satish Wagh and 1,200 equity shares of face value ₹10 each to Shivani Satish Wagh. These allotments were made pursuant to a resolution of our Board dated March 31, 2012.*

(4) *Allotment of 16,12,650 equity shares of face value ₹10 each to Satish Waman Wagh; 3,250 equity shares of face value ₹10 each to Asha Waman Wagh; 7,150 equity shares of face value ₹10 each to Smita Satish Wagh; 163 equity shares of face value ₹10 each to Kavita Waman Desai; 1,463 equity shares of face value ₹10 each to Shankar Sitaram Karmarkar; 163 equity shares of face value ₹10 each to Deepak Ganpat Chavan; 163 equity shares of face value ₹10 each to Dilip Vadilal Talsania; 650 equity shares of face value ₹10 each to Saloni Satish Wagh and 650 equity shares of face value ₹10 each to Shivani Satish Wagh. These allotments were made pursuant to a resolution of our Board dated March 31, 2013.*

(5) *Allotment of 96,84,676 equity shares of face value ₹10 each to Satish Waman Wagh; 19,500 equity shares of face value ₹10 each to Asha Waman Wagh; 42,900 equity shares of face value ₹10 each to Smita Satish Wagh; 976 equity shares of face value ₹10 each to Kavita Waman Desai; 976 equity shares of face value ₹10 each to Deepak Ganpat Chavan; 976 equity shares of face value ₹10 each to Dilip Vadilal Talsania; 3,900 equity shares of face value ₹10 each to Saloni Satish Wagh and 3,900 equity shares of face value ₹10 each to Shivani Satish Wagh. These allotments were made pursuant to a resolution of our Board dated October 1, 2015.*

(6) *Our Company has, pursuant to a resolution of our Board dated November 17, 2020 and a Shareholders' resolution dated December 26, 2020, sub-divided equity shares of face value of ₹ 10 each to Equity Shares of face value of ₹ 2 each. Accordingly, the number of issued and paid-up equity shares of our Company was sub-divided from 14,636,706 equity shares of ₹ 10 each to 73,183,530 Equity Shares of ₹ 2 each.*

(b) ***Equity Shares issued for consideration other than cash or by way of bonus issue or out of revaluation reserves***

Our Company has not issued any Equity Shares out of its revaluation reserves. Except as set forth below, our Company has not issued any Equity Shares for consideration other than cash or by way of bonus issue:

Date of allotment	Reason/Nature of allotment	Issue price per equity share (₹)	No. of equity shares allotted	Face value (₹)	Benefits accrued to our Company
April 21, 2008	Initial subscription to the Memorandum of Association(1)	Not applicable	50,000	10	The assets and liabilities of the erstwhile M/s Supriya Chemicals were vested in our Company
March 31, 2012	Bonus issue(2)	Not applicable	3,002,400	10	Not Applicable
March 31, 2013	Bonus issue(3)	Not applicable	1,626,302	10	Not Applicable
October 1, 2015	Bonus issue(4)	Not applicable	9,757,804	10	Not Applicable

(1) *Initial subscription of 48,100 equity shares by Satish Waman Wagh; 500 equity Shares by Asha Waman Wagh; 1100 equity shares by Smita Satish Wagh; 25 equity shares by Kavita Waman Desai; 225 equity shares by Shankar S. Karmarkar; 25 equity shares by Deepak Ganpat Chavan and 25 equity shares by Dilip Vadilal Talsania. These allotments were made to the partners of the partnership firm, M/s Supriya Chemicals, pursuant to conversion of the firm into a company in accordance with Part IX of the Companies Act, 1956 and resolution of our Board dated April 21, 2008. Consequently, the erstwhile partners of M/s Supriya Chemicals became the initial subscribers of our MoA. For details, see "History and Certain Corporate Matters – Conversion from a partnership firm to a public limited company" on page 154.*

(2) *Allotment of 29,77,200 equity shares of face value ₹10 each to Satish Waman Wagh; 6,000 equity shares of face value ₹10 each to Asha Waman Wagh; 13,200 equity shares of face value ₹10 each to Smita Satish Wagh; 300 equity shares of face value ₹10 each to Kavita Waman Desai; 2,700 equity shares of face value ₹10 each to Shankar Sitaram Karmarkar; 300 equity shares of face value ₹10 each to Deepak Ganpat Chavan; 300 equity shares of face value ₹10 each to Dilip Vadilal Talsania; 1,200 equity shares of face value ₹10 each to Saloni Satish Wagh and 1,200 equity shares of face value ₹10 each to Shivani Satish Wagh. These allotments were made pursuant to a resolution of our Board dated March 31, 2012.*

(3) *Allotment of 16,12,650 equity shares of face value ₹10 each to Satish Waman Wagh; 3,250 equity shares of face value ₹10 each to Asha Waman Wagh; 7,150 equity shares of face value ₹10 each to Smita Satish Wagh; 163 equity shares of face value ₹10 each to Kavita Waman Desai; 1,463 equity shares of face value ₹10 each to Shankar Sitaram Karmarkar; 163 equity shares of face value ₹10 each to Deepak Ganpat Chavan; 163 equity shares of face value ₹10 each to Dilip Vadilal Talsania; 650 equity*

shares of face value ₹10 each to Saloni Satish Wagh and 650 equity shares of face value ₹10 each to Shivani Satish Wagh. These allotments were made pursuant to a resolution of our Board dated March 31, 2013.

(4) *Allotment of 96,84,676 equity shares of face value ₹10 each to Satish Waman Wagh; 19,500 equity shares of face value ₹10 each to Asha Waman Wagh; 42,900 equity shares of face value ₹10 each to Smita Satish Wagh; 976 equity shares of face value ₹10 each to Kavita Waman Desai; 976 equity shares of face value ₹10 each to Deepak Ganpat Chavan; 976 equity shares of face value ₹10 each to Dilip Vadilal Talsania; 3,900 equity shares of face value ₹10 each to Saloni Satish Wagh and 3,900 equity shares of face value ₹10 each to Shivani Satish Wagh. These allotments were made pursuant to a resolution of our Board dated October 1, 2015.*

2. As on the date of the Red Herring Prospectus, our Company does not have outstanding preference shares.

3. **Issue of equity shares under any schemes of arrangement**

   Our Company has not allotted any equity shares pursuant to any scheme approved under Section 391 to 394 of the Companies Act, 1956 or Sections 230 to 234 of the Companies Act, 2013.

4. **Equity Shares issued in the preceding one year below the Offer Price**

   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. In the one year preceding the date of this Red Herring Prospectus, no new Equity Shares have been issued (including at a price which may be lower than the Offer Price).

5. **Shareholding Pattern of our Company**

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

Category (I)	Category of Shareholder (II)	Number of Shareholders (III)	Number of fully paid up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of Equity Shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX) – Number of voting rights				Number 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)
								Class eg: Equity Shares	Class eg: Others	Total	Total as a % of (A+B+ C)			Number (a)	As a % of total Equity Shares held (b)	Number (a)	As a % of total Equity Shares held (b)	
(A)	Promoter and Promoter Group	6	73,168,890	-	-	73,168,890	99.98	73,168,890	-	73,168,890	99.98	-	-	-	-	-	-	73,168,890
(B)	Public	2	14,640	-	-	14,640	0.02	14,640	-	14,640	0.02	-	-	-	-	-	-	14,640
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)(1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)(2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total (A)+(B)+(C)	8	73,183,530	-	-	73,183,530	100.00	73,183,530	-	73,183,530	100.00	-	-	-	-	-	-	73,183,530

6. ***Other details of shareholding of our Company***

(a) Set forth below is a list of Shareholders holding 1% or more of the paid-up share capital of our Company and the number of Equity Shares held by them as on the date of filing of this Red Herring Prospectus.

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the pre- Offer Equity Share capital (%)
1.	Satish Waman Wagh	72,642,380	99.26
	Total	72,642,380	99.26

(b) Set forth below is a list of Shareholders holding 1% or more of the paid-up share capital of our Company, and the number of Equity Shares held by them 10 days prior to the date of filing of this Red Herring Prospectus.

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the pre- Offer Equity Share capital (%)
1.	Satish Waman Wagh	72,642,380	99.26
	Total	72,642,380	99.26

(c) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company and the number of Equity Shares held by them one year prior to the date of filing of this Red Herring Prospectus:

Sr. No.	Name of the Shareholder	No. of equity shares	Percentage of the pre- Offer Equity Share capital (%)
1.	Satish Waman Wagh	1,45,27,014	99.25
	Total	1,45,27,014	99.25

Note: The table above does not account for the sub-division of equity shares which came into effect on December 26, 2020.

(d) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company and the number of Equity Shares held by them two years prior to the date of filing of this Red Herring Prospectus:

Sr. No.	Name of the Shareholder	No. of equity shares	Percentage of the pre- Offer Equity Share capital (%)
1.	Satish Waman Wagh	1,45,27,014	99.25
	Total	1,45,27,014	99.25

Note: The table above does not account for the sub-division of equity shares which came into effect on December 26, 2020.

7. Except for the allotment of Equity Shares pursuant to the Fresh Issue, 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, by way of split or consolidation of the denomination of Equity Shares, or by way of 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 Equity Shares, or on a rights basis, or by way of further public issue of Equity Shares, or otherwise. However, if our Company enters into acquisitions, joint ventures or other arrangements, our Company may, subject to necessary approvals, consider raising additional capital to fund such activity or use Equity Shares as currency for acquisitions or participation in such joint ventures.

8. Except for the allotment of Equity Shares pursuant to the Fresh Issue, there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of the Draft Red Herring Prospectus with SEBI 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

9. As on the date of this Red Herring Prospectus, our Company has a total of 8 Shareholders.

10. **Details of Shareholding of our Promoter and members of the Promoter Group in the Company**

(i) ***Equity Shareholding of the Promoter***

As on the date of this Red Herring Prospectus, our Promoter holds 72,642,380 Equity Shares, equivalent to 99.26% of the issued, subscribed and paid-up Equity Share capital of our Company, as set forth in the table below.

S. No.	Name of the 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
1.	Satish Waman Wagh	72,642,380	99.26	[●]	[●]
	Total	72,642,380	**99.26**	[●]	[●]

** Subject to finalisation of Basis of Allotment*

(ii) All Equity Shares held by our Promoter are in dematerialized form as on the date of this Red Herring Prospectus.

(iii) ***Build-up of the Promoter's shareholding in our Company***

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

Name of Promoter	Nature of transaction	Nature of consideration	Date of allotment/ transfer / transmission	No. of equity shares	Face value per equity share (₹)	Issue price/ transfer price per equity share (₹)	Percentage of the pre-Offer capital (%)^	Percentage of the post-Offer capital (%)
Satish Waman Wagh	Initial subscription to the Memorandum of Association	Non cash (Conversion of Partnership firm to a company)	April 21, 2008	48,100	10	-	0.33	[●]
	Preferential allotment	Cash	December 7, 2009	200,000	10	170	1.37	[●]
	Bonus issue	-	March 31, 2012	2,977,200	10	-	20.34	[●]
	Bonus issue	-	March 31, 2013	1,612,650	10	-	11.01	[●]
	Transfer from Shalini Karmarkar	Cash	September 1, 2014	4,388	10	10	0.03	[●]
	Bonus issue	-	October 1, 2015	9,684,676	10	-	66.17	[●]
	Our Company sub-divided each equity share of face value of ₹ 10 each to 5 Equity Shares of face value of ₹ 2 each with effect from December 26, 2020 and accordingly, 14,527,014 equity shares of face value of ₹ 10 each held by Satish Waman Wagh as on such date were sub-divided into 72,635,070 Equity Shares of face value of ₹ 2 each.							
	Transfer from Renuka Dilip Talsania	Cash	April 23, 2021	7,320	2	36	0.01	[●]
	Transfer to Supriya Pharmaceuticals	Cash	July 22, 2021	(10)	2	100	0.00	[●]
Total shareholding				**72,642,380**	**2**		**99.26**	**[●]**

^Adjusted for sub-division of equity shares, as appropriate.

(iv) ***Equity Shareholding of our Promoter Group***

As on the date of this Red Herring Prospectus, the members of our Promoter Group (other than our Promoter) collectively hold 526,510 Equity Shares, equivalent to 0.72% of the issued, subscribed and paid-up Equity Share capital of our Company, as set forth in the table below:

Sr. No.	Name of the Shareholder	Pre-Offer		Post-Offer*	
		No. of Equity Shares	% of the total Equity Share Capital	No. of Equity Shares	% of the total Equity Share Capital
Members of the Promoter Group (other than the Promoter)					
1.	Smita Satish Wagh	321,750	0.44	[●]	[●]
2.	Asha Waman Wagh	146,250	0.20	[●]	[●]
3.	Saloni Satish Wagh	29,250	0.04	[●]	[●]
4.	Shivani Satish Wagh	29,250	0.04	[●]	[●]
5.	Supriya Pharmaceuticals a partnership firm (represented by Satish Waman Wagh & Smita Satish Wagh, partners)	10	0.00	[●]	[●]
Total		**526,510**	**0.72**	[●]	[●]

(v) All the Equity Shares held by our Promoter were fully paid-up on the respective dates of allotment or acquisition, as applicable, of such Equity Shares.

(vi) None of the Equity Shares held by our Promoter are pledged.

(vii) Except as disclosed below, (a) none of the members of the Promoter Group, the Promoter, or the Directors and their relatives have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Red Herring Prospectus and (b) there are no Equity Shares acquired by our Promoter and Promoter Group in the three years preceding the date of this Red Herring Prospectus:

Name of Acquirer	Date of Acquisition / Transfer	Number of Equity Shares Acquired/ Transferred	Acquisition / (Transfer) price per Equity Share (₹)
Satish Waman Wagh(1)	December 26, 2020	58,108,056*	-
	April 23, 2021	7,320	36.00
	July 22, 2021	(10)	(100.00)
Supriya Pharmaceuticals(2)	July 22, 2021	10	100.00

(1) Promoter Selling Shareholder
(2) Promoter Group
** Our Company sub-divided each equity share of face value of ₹ 10 each to 5 Equity Shares of face value of ₹ 2 each with effect from December 26, 2020 and accordingly, 14,527,014 equity shares of face value of ₹ 10 each held by Satish Waman Wagh as on such date were sub-divided into 72,635,070 Equity Shares of face value of ₹ 2 each.*

(viii) There have been no financing arrangements whereby our 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 immediately preceding the date of the Draft Red Herring Prospectus and this Red Herring Prospectus**.**

11. **Details of lock-in of Equity Shares**

(i) ***Details of Promoter's contribution locked in for three years***

Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by the Promoter, except for the Equity Shares offered pursuant to the Offer for Sale, shall be locked in for a period of three years 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 one year from the date of Allotment.

Details of the Equity Shares to be locked-in for three years from the date of Allotment as Promoter's Contribution are set forth in the table below:

Name of the Promoter	Date of allotment of the Equity Shares	Nature of transaction	No. of Equity Shares*	Face Value (₹)	Issue/ acquisition price per Equity Share (₹)	No. of Equity Shares locked-in**	Percentage of the post-Offer paid-up capital (%)	Date up to which the Equity Shares are subject to lock-in
Satish Waman Wagh	[●]	[●]	[●]	2	[●]	[●]	[●]	[●]
Total						[●]	[●]	[●]

* *All the Equity Shares were fully paid-up on the respective dates of allotment or acquisition, as the case may be, of such Equity Shares.*

** *Subject to finalisation of Basis of Allotment.*

Our Promoter has given consent, pursuant to his letter dated December 1, 2021, 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 dispose, sell, transfer, charge, pledge or otherwise encumber, in any manner, the Promoter's Contribution from the date of filing the 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.

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:

(a) 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;

(b) 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;

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

(d) The Equity Shares forming part of the Promoter's Contribution are not subject to any pledge.

(ii) ***Details of Equity Shares locked-in for one year***

In addition to the 20% of the fully diluted post-Offer shareholding of our Company held by the Promoter and locked in for three years as specified above and 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 one year 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.

(iii) ***Lock-in of Equity Shares Allotted to Anchor Investors***

Any 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.

(iv) ***Other requirements in respect of lock-in***

(a) 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.

(b) Pursuant to Regulation 21 of the SEBI ICDR Regulations, Equity Shares held by our Promoter and locked-in, as mentioned above, may be pledged as collateral security for a loan with a scheduled commercial bank, a public financial institution, Systemically Important Non-Banking Financial Company or a deposit accepting housing finance company, subject to the following:

(i) With respect to the Equity Shares locked-in for one year from the date of Allotment, such pledge of the Equity Shares must be one of the terms of the sanction of the loan.

(ii) With respect to the Equity Shares locked-in as Minimum Promoter's Contribution for three years from the date of Allotment, the loan must have been granted to our Company 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, the relevant lock-in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer to the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.

(c) In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoter and locked-in, may be transferred to any member of our Promoter Group or a new promoter, subject to continuation of lock-in applicable with the transferee for the remaining period and compliance with provisions of the Takeover Regulations.

(d) Further, in terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by persons other than our Promoter prior to the Offer and locked-in for a period of one year, 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 with the transferee and compliance with the provisions of the Takeover Regulations.

12. Our Company, the Promoter Selling Shareholder, the Directors and the BRLMs have not entered into buyback arrangements and / or any other similar arrangements for the purchase of Equity Shares being offered through the Offer.

13. All Equity Shares issued or transferred 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 Red Herring Prospectus.

14. As on the date of this Red Herring Prospectus, the BRLMs and their respective 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 of our Company. The BRLMs and their affiliates may engage in the 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.

15. As on the date of this Red Herring Prospectus, our Company does not have any active employee stock option plan.

16. Except Satish Waman Wagh, Smita Satish Wagh, Saloni Satish Wagh and Shivani Satish Wagh, none of our Directors or Key Managerial Personnel hold any Equity Shares in our Company. For further details on shareholding of Directors and Key Managerial Personnel of our Company, see *"Our Management - Shareholding of Directors in our Company"* on page 166.

17. 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.

18. Except for the Promoter Selling Shareholder, who is offering Equity Shares in the Offer for Sale, none of our other members of Promoter Group will participate in the Offer.

19. The BRLMs and persons related to the BRLMs or Syndicate Members cannot apply in the Offer under the Anchor Investor Portion, except for Mutual Funds sponsored by entities which are associates of the BRLMs, or insurance companies promoted by entities which are associates of the BRLMs or a FPI (other than individuals, corporate bodies and family offices) sponsored by entities which are associates of the BRLMs.

20. There are no outstanding warrants, options or rights to convert debentures, loans or other convertible instruments into Equity Shares as on the date of this Red Herring Prospectus.

21. All transactions in Equity Shares by our Promoter and members of our Promoter Group between the date of filing of this Red Herring Prospectus and the date of closing of the Offer shall be reported to the Stock Exchanges within 24 hours of such transactions.

22. The Promoter and members of our Promoter Group will not receive any proceeds from the Offer, except to the extent of their participation as selling shareholder in the Offer for Sale.

23. At any given time, there shall be only one denomination of the Equity Shares of our Company, unless otherwise permitted by law.

SECTION V – PARTICULARS OF THE OFFER

SUMMARY FINANCIAL INFORMATION

The following tables provide the summary of financial information of our Company derived from the Restated Financial Statements as at and for the six month period ended September 30, 2021 and Financial Years ended March 31, 2021, March 31, 2020 and March 31, 2019.

The Restated Financial Statements referred to above are presented under "Financial Information" beginning on page 186*. The summary of financial information presented below should be read in conjunction with the Restated Financial Statements, the notes thereto and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page* 263*.*

(*The remainder of this page is intentionally left blank*)

Summary Statement of Assets and Liabilities

(₹ in million)

Particulars	September 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
ASSETS				
Non-current assets				
(i) Property, plant and equipment	1,450.87	956.56	929.53	805.19
(ii) Right to Use Asset	12.86	14.72	18.41	21.77
(iii)Capital Work in progress	341.90	787.88	402.14	353.52
(iv) Intangible Assets	30.63	30.22	31.99	19.87
(v) Financial Assets				
-Investments	0.53	0.53	0.53	0.53
-Loans and Advances	4.37	4.34	1.78	0.38
(vi) Other Non- Current Assets	-	-	-	-
Total Non-current assets	**1,841.16**	**1,794.25**	**1,384.37**	**1,201.27**
Current assets				
(i) Inventories	884.60	724.80	494.58	307.32
(ii) Financial Assets			-	-
-Trade receivables	843.92	737.46	524.86	599.51
-Cash and cash equivalents	23.76	310.72	15.43	17.32
-Bank balances other than above	762.65	124.27	-	-
-Other financial Assets	216.64	487.95	731.62	106.66
-Loans and Advances	12.78	12.29	10.83	123.79
(iii) Other current assets	455.52	266.51	202.61	174.65
Total Current Assets	**3,199.86**	**2,664.00**	**1,979.93**	**1,329.25**
TOTAL ASSETS	**5,041.02**	**4,458.24**	**3,364.30**	**2,530.52**
EQUITY AND LIABILITIES				
EQUITY				
(i) Equity share capital	146.37	146.37	146.37	146.37
(ii) Other equity	3,202.26	2,543.05	1,345.56	791.54
Total Equity	3,348.63	2,689.41	1,491.93	937.91
LIABILITIES				
Non-current liabilities				
(i) Financial Liabilities				
-Borrowings	-	-	23.93	81.36
-Lease Liabilities	19.19	20.65	23.10	25.30
-Other financial liabilities	-	194.86	186.05	33.11
(ii) Provisions	22.01	13.01	10.31	6.89
(iii) Deferred tax Liabilities	124.06	80.11	75.10	96.88
Total Non-Current Liabilities	**165.25**	**308.64**	**318.49**	**243.54**
Current liabilities				
(i) Financial liabilities				
-Borrowings	709.91	674.10	766.83	772.05
-Trade payables	561.04	510.22	493.92	441.28
-Other financial liabilities	-	27.19	31.34	44.97
(iii) Provisions	6.35	14.71	14.86	12.45
(ii) Other current liabilities	68.48	82.11	225.36	37.44
(iv) Current Tax Liabilities (Net)	181.36	151.85	21.56	40.88
Total Current Liabilities	**1,527.13**	**1,460.19**	**1,553.88**	**1,349.07**
TOTAL EQUITY AND LIABILITIES	**5,041.02**	**4,458.24**	**3,364.30**	**2,530.52**

Summary Statement of Profit and Loss

(₹ in million)

Particulars	For the six months ended September 30, 2021	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Income				
Revenue from operations	2,248.00	3,853.66	3,116.44	2,778.40
Other income	52.61	108.56	110.69	80.22
Total Income	**2,300.61**	**3,962.21**	**3,227.13**	**2,858.62**
Expenses				
Cost of raw materials, components and stores consumed	883.61	1,405.71	1,523.84	1,460.72
(Increase)/ decrease in inventories	(51.80)	(124.45)	(138.95)	8.04
Employee benefits expense	177.80	327.61	255.91	189.71
Other expenses	304.33	571.83	491.82	472.54
Total Expenses	**1,313.94**	**2,180.70**	**2,132.62**	**2,131.01**
Earnings before Interest, Tax, Depreciation and Amortization	986.66	1,781.51	1,094.52	727.61
Depreciation and amortization expense	49.40	66.78	63.76	54.35
Finance costs	20.32	40.80	68.49	102.22
Profit before tax	**916.95**	**1,673.93**	**962.27**	**571.04**
Tax expense				
Current tax	213.29	430.22	250.73	170.00
Deferred tax	44.07	5.43	(22.49)	6.79
Total tax expense	**257.36**	**435.65**	**228.24**	**176.79**
Profit for the year	**659.59**	**1,238.28**	**734.03**	**394.24**
Other comprehensive income				
(A) Items that will not to be reclassified to profit or loss in subsequent periods:				
(a) (i) Re-measurement gains/ (losses) on defined benefit plans (Refer Note 33)	(0.50)	(1.66)	(2.84)	(2.32)
(ii) Income tax relating to above	0.13	0.42	0.71	0.58
(b) (i) Net fair value gain/(loss) on investments in equity through OCI				
(B) Items that will be reclassified to profit or loss in subsequent periods:				
(a) (i) Exchange differences on translation of foreign operations				
Other comprehensive income ('OCI')	**(0.37)**	**(1.24)**	**(2.12)**	**(1.74)**
Total comprehensive income for the year (comprising profit and OCI for the year)	**659.22**	**1,237.05**	**731.91**	**392.51**
Earnings per equity share (Face value per share INR 2 each)				
Basic (₹)	9.01	16.92	10.03	5.39
Diluted (₹)	9.01	16.92	10.03	5.39

Summary Statement of Cash Flow

(₹ in million)

Particulars	For the six month ended September 30, 2021	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
A CASH FLOW FROM OPERATING ACTIVITIES				
Profit before tax	**916.95**	**1,673.93**	**962.27**	**571.04**
Adjustments for				
Depreciation and Amortization	49.40	66.78	63.76	54.35
Interest Income	(28.61)	(49.79)	(26.58)	(6.24)
FV Gain on Mutual Funds (Debt)	-	-	-	(0.02)
Finance Cost	20.18	40.57	68.23	99.29
Employee Benefit Expenses	-	-	1.48	1.55
Profit on Sale of fixed Assets	-	-	-	(22.22)
Rent Expense	(2.46)	(4.50)	(4.50)	(2.10)
Operating profit before working capital changes	**955.46**	**1,726.99**	**1,064.66**	**695.64**
Adjustments for movement in working capital				
Adjustments for (increase)/ decrease in operating assets				
Trade Receivables	(106.46)	(212.60)	74.65	(65.51)
Inventories	(159.80)	(230.22)	(187.26)	9.67
Other Current Assets	(189.00)	(63.91)	(15.28)	64.10
Loans and Advances	(0.49)	(1.45)	98.87	(116.35)
Other Financial Assets	(0.03)	(2.56)		
	(455.78)	**(510.74)**	**(29.01)**	**(108.10)**
Adjustments for increase/ (decrease) in operating liabilities				
Trade payables	50.95	16.52	52.64	23.76
Short term provision	0.13	0.89	1.52	1.00
Other Financial Liabilities	(194.86)	8.81	152.95	33.11
Other Current liabilities	(13.63)	(143.25)	187.92	(17.75)
	(157.42)	**(117.02)**	**395.03**	**40.11**
Income tax paid / (net of refund)	(183.77)	(299.94)	(270.05)	(140.94)
Net Cash generated from Operating Activities	**158.49**	**799.30**	**1,160.62**	**486.72**
B CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets	(546.63)	(482.41)	(245.25)	(69.45)
Purchase/ Sale of Investments	-	-	-	0.68
Sale of fixed Assets	450.35	8.30		117.09
Net Cash generated from Investing Activities	**(96.28)**	**(474.10)**	**(245.25)**	**48.32**
C CASH FLOW FROM FINANCING ACTIVITIES				
Increase/(Decrease) in Long term borrowings	-	(23.93)	(57.43)	(271.94)
Increase/(Decrease) in Short term borrowing	8.61	(96.88)	(18.85)	(133.41)
Finance Cost	(19.32)	(38.74)	(61.29)	(98.04)
Dividend Expenses	-	(39.56)	(176.46)	-
Interest Income	28.61	49.79	21.73	6.24
Net Cash generated from Financing Activities	**17.90**	**(149.31)**	**(292.30)**	**(497.15)**
Net Increase/(Decrease) in Cash and Cash equivalents	80.12	175.88	623.07	37.88
Cash and Cash Equivalents at the end of previous period	922.93	747.05	123.98	86.09
Cash and Cash Equivalents as at the end of the reporting period	**1,003.05**	**922.93**	**747.05**	**123.98**

OBJECTS OF THE OFFER

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

The Offer for Sale

The proceeds of the Offer for Sale amounting to [●] shall be received by Satish Waman Wagh (Promoter Selling Shareholder). Our Company will not receive any proceeds from the Offer for Sale. For further details of the Offer for Sale, see "*The Offer*" beginning on page 50.

The Fresh Issue

Our Company proposes to utilise the Net Proceeds towards funding of the following objects:

1. Funding capital expenditure requirements of our Company;

2. Repayment and/ or pre-payment, in full or part, of certain borrowings availed by our Company and

3. General corporate purposes.

The main objects and objects incidental and ancillary to the main objects set out in the Memorandum of Association enable us (i) to undertake our existing business activities; and (ii) to undertake the activities proposed to be funded from the Net Proceeds. Further, our Company expects to receive the benefits of listing of the Equity Shares, including to enhance our visibility and our brand image among our existing and potential customers.

Net Proceeds

The details of the proceeds from the Fresh Issue are summarised in the following table:

Particulars	Estimated amount (₹ in million)
Gross Proceeds of the Fresh Issue(1)	2,000.00
(Less) Offer related expenses in relation to the Fresh Issue	[●]
Net Proceeds	[●]

(1) *To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC*

Utilisation of Net Proceeds

The Net Proceeds are proposed to be utilised in accordance with the details provided in the following table:

Particulars	Amount (₹ in million)
Funding capital expenditure requirements of our Company	923.00
Repayment and/or pre-payment, in full or part, of certain borrowings availed by our Company	600.00
General corporate purposes(1)	**[●]**
Total	**[●]**

(1)*To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Net Proceeds from the Fresh Issue*

Proposed Schedule of Implementation and Deployment of Net Proceeds

The following table sets forth the details of the schedule of the expected deployment of the Net Proceeds:

(₹ in million)

Particulars	Amount to be funded from the Net Proceeds	Estimated deployment		
		Fiscal 2022	Fiscal 2023	Fiscal 2024
Funding capital expenditure requirements of our Company*	923.00	436.13	436.13	50.74
Repayment and/or pre-payment, in full or part, of certain borrowings availed by our Company	600.00	600.00	-	-
General corporate purposes(1)	[●]	[●]	[●]	[●]
Total	[●]	[●]	[●]	[●]

The entire estimated cost is proposed to be met from the Net Proceeds. The sourcing of equipment, completing civil, electrical work etc will be within the timelines specified in the proposed schedule of implementation, disclosed above.
(1) *To be finalized upon determination of the Offer Price.*

Means of Finance

The fund requirements for all objects are proposed to be entirely funded from the Net Proceeds. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards 75% of the stated means of finance.

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan, internal management estimates, current and valid quotations from suppliers, and other commercial and technical factors and have not been appraised by any bank or financial institution or any other independent agency. 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. In the event that estimated utilization out of the Net Proceeds in a Fiscal Year is not completely met, the same shall be utilized in the next Fiscal Year.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. For further details, see "*Risk Factors - Our management has discretion in how it may use the proceeds of the Offer. Any variation in the utilisation of our Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval"* on page 41.

In case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by our internal accruals and/ or debt, as required. If the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used for general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Net Proceeds from the Fresh Issue in accordance with the SEBI ICDR Regulations.

Details of the Objects of the Offer

I. Funding capital expenditure requirements of the Company

We aim to expand our existing manufacturing facilities at Main plant at Lote, located in the Ratnagiri district in the state of Maharashtra and continue investing in existing manufacturing technologies to build new capabilities to support the production of our portfolio of Active Pharmaceutical Ingredients. As part of such investment, we will incur expenditure towards site development, civil and electrical works and will require various equipment such as (i) Reactors, Centrifuges, Dryers, Storage Tanks, Solvent recovery line (ii) electrical panel and fitting equipment; (iii) utilities equipment; and (iv) Effluent treatment plant upgrade.

Our Board vide its resolution dated December 2, 2021 approved an amount of ₹ 923.00 million for funding the proposed capital expenditure from the Net Proceeds. Our Company has received quotations from various suppliers for the civil work, equipment and is yet to place any orders or enter into definitive agreements for purchase of such equipment. Our Company intends to utilise ₹ 923.00 million from the Net Proceeds for the civil works and to purchase certain of such equipment. If the construction of civil work and purchase of the equipment is not completed from the Net Proceeds, then the remaining costs shall be met from our internal accruals. No second-hand or used equipment are proposed to be purchased out of the Net Proceeds.

The total estimated cost of expanding our existing manufacturing facilities, is as follows:

Sr. No.	Particulars	Total cost (in ₹ million)	Amount to be funded from the Net Proceeds (in ₹ million)
1.	Main plant at Lote, located in the Ratnagiri district in the state of Maharashtra.	923.00	923.00
	Total	923.00	923.00

A. Main plant at Lote located in the Ratnagiri district in the state of Maharashtra.

Equipment and Machinery

1. Boiler Equipment

(₹ million, except the units to be purchased)

Sr No	Description as per quote	No of units to be purchased	Rate	Amount at Base Rate	Amount Including GST @ 18%	Quotation reference	Date of Quotation	Validity of quotation
1.	6TPH steam boiler	1	21.64	21.64	25.54	Q-62094R02 of Thermax limited	October 14 , 2021	April 30, 2022
	Total				25.54*			

**Certain equipment quotations are subject to additional costs including freight, installation and commissioning costs, transportation costs, packaging and forwarding costs, insurance, customs, duties and other government levies, as applicable, which will be paid from our internal accruals. GST has been included, as per the prevailing rates.*

2. Effluent Treatment Plant Equipment

(₹ million, except the units to be purchased)

Sr no	Description as per quote	No of units to be purchased	Rate	Amount at Base Rate	Amount Including GST @ 18%	Quotation reference	Date of Quotation	Validity of quotation
1	Equipments for 4 effect effluent evaporation plant with water cooling	1	48.26	48.26	56.95	UJQ21013 of Unitop aquaware limited	October 9, 2021	April 30, 2022
	Total cost				**56.95** *			

**Certain equipment quotations are subject to additional costs including freight, installation and commissioning costs, transportation costs, packaging and forwarding costs, insurance, customs, duties and other government levies, as applicable, which will be paid from our internal accruals. GST has been included, as per the prevailing rates.*

3. E-Block equipment

(₹ million, except the units to be purchased)

Sr No	Description as per quote	No of units to be purchased	Rate	Amount at Base Rate	Amount Including GST @ 18%	Quotation reference	Date of Quotation	Validity of quotation
1	Zero hold-up horizontal plate closed pressurre filter 18" x 15 plates (deep type) with Jacket	1	2.52	2.52	2.97	SFPL/QTN/ ZHF/003/20-21 of Sawant filtechprivat e limited	April 1, 2021	April, 2022
2	3 HP multi mill direct drive with motor GMP model	1	0.33	0.33	0.39	ENG/R1-784-A/21 of Ace industries India private limited	October 18, 2021	April 30, 2022
3	Vibro shifter 30" (GMP Model)	1	0.27	0.27	0.32	ENG/R1-784-B/21 of Ace industries India private limited	October 18, 2021	April 30, 2022
4	Octagonal blender 300 Ltrs gross capacity (GMP Model)	1	0.65	0.65	0.77	ENG/784-D/21 of Ace industries India private limited	October 18, 2021	April 30, 2022
5	SS reactor with condenser receiver	2	3.25	6.50	7.67	VENT/SLL - 018/21-22 of	October 20, 2021	April 30, 2022

Sr No	Description as per quote	No of units to be purchased	Rate	Amount at Base Rate	Amount Including GST @ 18%	Quotation reference	Date of Quotation	Validity of quotation
	8000 ltr, agitator to take slurry load					Vishwas enterprises		
6	SS reactor with condenser receiver 15000 ltr, limpet coil	2	5.09	10.18	12.01	VENT/SLL - 018/21-22 of Vishwas enterprises	October 20, 2021	April 30, 2022
7	SS reactor with condenser receiver 8000 ltr, limpet coil	1	3.24	3.24	3.82	VENT/SLL - 018/21-22 of Vishwas enterprises	October 20, 2021	April 30, 2022
8	SS reactor with condenser receiver 13000 ltr, limpet coil	1	4.87	4.87	5.75	VENT/SLL - 018/21-22 of Vishwas enterprises	October 20, 2021	April 30, 2022
9	SS reactor 8000 ltr, anchor with foam cutter	1	2.46	2.46	2.90	VENT/SLL - 018/21-22 of Vishwas enterprises	October 20, 2021	April 30, 2022
10	SS reactor 10000 ltr, limpet coil	5	2.53	12.65	14.93	VENT/SLL - 018/21-22 of Vishwas enterprises	October 20, 2021	April 30, 2022
11	SS reactor with condenser receiver 200 ltr	5	0.68	3.40	4.01	VENT/SLL - 018/21-22 of Vishwas enterprises	October 20, 2021	April 30, 2022
12	Separator with limpet coil 5500 ltr, cylindrical,top dish,bottom conical	3	1.17	3.51	4.14	VENT/SLL - 018/21-22 of Vishwas enterprises	October 20, 2021	April 30, 2022
13	Thermosyphon system, 4000 ltr, tank with reboiler, condenser and receivers	2	1.83	3.66	4.32	VENT/SLL - 018/21-22 of Vishwas enterprises	October 20, 2021	April 30, 2022
14	HVD 1600 ltr, with limpet coil	3	1.28	3.84	4.53	VENT/SLL - 018/21-22 of Vishwas enterprises	October 20, 2021	April 30, 2022
15	Reactor 2500 ltr, limpet coil	1	0.86	0.86	1.01	VENT/SLL - 018/21-22 of Vishwas enterprises	October 20, 2021	April 30, 2022
16	Reactor 5000 ltr, limpet coil	1	1.42	1.42	1.68	VENT/SLL - 018/21-22 of Vishwas enterprises	October 20, 2021	April 30, 2022
17	Reactor with condenser and receiver 5000 ltr, limpet coil	3	1.89	4.67	4.46	VENT/SLL - 018/21-22 of Vishwas enterprises	October 20, 2021	April 30, 2022
18	Reactor with condenser and receiver 8000 ltr, limpet coil	2	3.24	6.48	7.65	VENT/SLL - 018/21-22 of Vishwas enterprises	October 20, 2021	April 30, 2022
19	HVD with condenser receiver 500 ltr, limpet coil	1	1.16	1.16	1.37	VENT/SLL - 018/21-22 of Vishwas enterprises	October 20, 2021	April 30, 2022

Sr No	Description as per quote	No of units to be purchased	Rate	Amount at Base Rate	Amount Including GST @ 18%	Quotation reference	Date of Quotation	Validity of quotation
20	SS dosing tanks 6000 ltr	4	0.75	3.00	3.54	VENT/SLL - 017/21-22 of Vishwas enterprises	October 13, 2021	April 30, 2022
21	SS tank 5000 ltr	3	0.59	1.77	2.09	VENT/SLL - 017/21-22 of Vishwas enterprises	October 13, 2021	April 30, 2022
22	SS tank 3000 ltr	3	0.46	1.38	1.63	VENT/SLL - 017/21-22 of Vishwas enterprises	October 13, 2021	April 30, 2022
23	SS dosing tank 3000 ltr	2	0.46	0.92	1.09	VENT/SLL - 017/21-22 of Vishwas enterprises	October 13, 2021	April 30, 2022
24	SS dosing tank 2000 ltr	3	0.38	1.14	1.35	VENT/SLL - 017/21-22 ofVishwas enterprises	October 13, 2021	April 30, 2022
25	SS dosing tank 750 ltr	1	0.26	0.26	0.31	VENT/SLL - 017/21-22 of Vishwas enterprises	October 13, 2021	April 30, 2022
26	SS dosing tank 100 ltr	1	0.06	0.06	0.07	VENT/SLL - 017/21-22 of Vishwas enterprises	October 13, 2021	April 30, 2022
27	SS dosing tank 200 ltr	1	0.12	0.12	0.14	VENT/SLL - 017/21-22 of Vishwas enterprises	October 13, 2021	April 30, 2022
28	SS dosing tank 1200 ltr	2	0.30	0.60	0.71	VENT/SLL - 017/21-22 of Vishwas enterprises	October 13, 2021	April 30, 2022
29	SS dosing tank 3500 ltr	2	0.49	0.98	1.16	VENT/SLL - 017/21-22 of Vishwas enterprises	October 13, 2021	April 30, 2022
30	SS receiver 1500 ltr	2	0.31	0.62	0.73	VENT/SLL - 017/21-22 of Vishwas enterprises	October 13, 2021	April 30, 2022
31	SS receiver 1500 ltr	4	0.31	1.24	1.46	VENT/SLL - 017/21-22 of Vishwas enterprises	October 13, 2021	April 30, 2022
32	SS Receiver 1200 ltr	2	0.30	0.60	0.71	VENT/SLL - 017/21-22 of Vishwas enterprises	October 13, 2021	April 30, 2022

Sr No	Description as per quote	No of units to be purchased	Rate	Amount at Base Rate	Amount Including GST @ 18%	Quotation reference	Date of Quotation	Validity of quotation
33	SS dosing tank 3500 ltr	1	0.49	0.49	0.58	VENT/SLL - 017/21-22 of Vishwas enterprises	October 13, 2021	April 30, 2022
34	SS receiver 10000 ltr	2	1.18	2.36	2.78	VENT/SLL - 017/21-22 of Vishwas tnterprises	October 13, 2021	April 30, 2022
35	SS receiver 2000 ltr	4	0.38	1.52	1.79	VENT/SLL - 017/21-22 of Vishwas rnterprises	October 13, 2021	April 30, 2022
36	SS receiver 3000 ltr	1	0.46	0.46	0.54	VENT/SLL - 017/21-22 of Vishwas enterprises	October 13, 2021	April 30, 2022
37	SS Receiver 20000 ltr	1	1.80	1.80	2.12	VENT/SLL - 017/21-22 of Vishwas enterprises	October 13, 2021	April 30, 2022
38	M.S.GL 8000 lt. AE GLR	3	2.62	7.85	9.26	SM/M/Q/21-22/210562 of HLE glascoat Limited	October 18, 2021	March 31, 2022
39	M.S.GL 4000 lt. CE GLR	2	1.40	2.79	3.29	SM/M/Q/21-22/210562 of HLE glascoat Limited	October 18, 2021	March 31, 2022
40	M.S.GL 6300 lt. AE GLR	2	2.09	4.17	4.92	SM/M/Q/21-22/210562 of HLE glascoat Limited	October 18, 2021	March 31, 2022
41	M.S.GL 5000 lt. CE Unj. receiver	2	1.02	2.03	2.40	SM/M/Q/21-22/210562 of HLE glascoat Limited	October 18, 2021	March 31, 2022
42	M.S.GL 6300 lt. AE GLR	1	2.09	2.09	2.47	SM/M/Q/21-22/210562 of HLE glascoat Limited	October 18, 2021	March 31, 2022
43	M.S.GL 2000 lt. CE Unj. receiver	2	0.55	1.10	1.30	SM/M/Q/21-22/210562 of HLE glascoat Limited	October 18, 2021	March 31, 2022
44	M.S.GL 8000 lt. AE GLR	3	2.62	7.85	9.26	SM/M/Q/21-22/210562 of HLE glascoat Limited	October 18, 2021	March 31, 2022
45	M.S.GL 3000 lt. AE GLR	2	1.26	2.52	2.97	SM/M/Q/21-22/210562	October 18, 2021	March 31, 2022

Sr No	Description as per quote	No of units to be purchased	Rate	Amount at Base Rate	Amount Including GST @ 18%	Quotation reference	Date of Quotation	Validity of quotation
						of HLE glascoat Limited		
46	M.S.GL 3000 lt. CE Unj. receiver	1	0.72	0.72	0.85	SM/M/Q/21-22/210562 of HLE glascoat Limited	October 18, 2021	March 31, 2022
47	M.S.GL 1600 lt. CE GLR	1	0.88	0.88	1.04	SM/M/Q/21-22/210562 of HLE glascoat Limited	October 18, 2021	March 31, 2022
48	5000 liters agitated filter dryer model HLFD-5 (4.9m²) in detachable bottom heated shaft and blades GMP construction (contact parts SS316, non-contact parts SS304)	1	6.70	6.70	7.91	HLE/K/14299/2021-22/19.10.2021 of H.L equipment	October 19, 2021	April 30, 2022
49	3000 liters agitated filter dryer model HLFD-3x (3.1m²) in detachable bottom heated shaft and blades GMP construction (contact parts SS316, non-contact parts SS304)	1	5.10	5.10	6.02	HLE/K/14298/2021-22/19.10.2021 of H.L equipment	October 19, 2021	April 30, 2022
50	Centrifugal pump 5M3/Hr, 25 Mt head	1	0.15	0.15	0.18	IMA/SLSL/OCT/M-QN1155 of Industrial marketing associates	October 18, 2021	April 17, 2022
51	Centrifugal pump 5M3/Hr, 25 Mt Head	1	0.15	0.15	0.18	IMA/SLSL/OCT/M-QN1155 of Industrial marketing associates	October 18, 2021	April 17, 2022
52	Centrifugal pump 5M3/Hr, 25 Mt Head	1	0.10	0.10	0.12	IMA/SLSL/OCT/M-QN1155 of Industrial marketing associates	October 18, 2021	April 17, 2022
53	Centrifugal pump 5M3/Hr, 25 Mt Head	3	0.15	0.44	0.52	IMA/SLSL/OCT/M-QN1155 of Industrial marketing associates	October 18, 2021	April 17, 2022
54	Centrifugal pump 5M3/Hr, 25 Mt Head	6	0.10	0.62	0.73	IMA/SLSL/OCT/M-QN1155 of	October 18, 2021	April 17, 2022

Sr No	Description as per quote	No of units to be purchased	Rate	Amount at Base Rate	Amount Including GST @ 18%	Quotation reference	Date of Quotation	Validity of quotation
						Industrial marketing associates		
55	Centrifugal pump 5M3/Hr, 25 Mt Head	2	0.10	0.21	0.25	IMA/SLSL/ OCT/M-QN1155 of Industrial marketing associates	October 18, 2021	April 17, 2022
56	Centrifugal pump, MSPTFE- 5 m3/hr,	2	0.15	0.29	0.34	IMA/SLSL/ OCT/M-QN1155 of Industrial marketing associates	October 18, 2021	April 17, 2022
57	Centrifugal pump, MSPTFE- 5 m3/hr, 25 mt head	1	0.15	0.15	0.18	IMA/SLSL/ OCT/M-QN1155 of Industrial marketing associates	October 18, 2021	April 17, 2022
58	1,580 liters agitated filter dryer model HLFD-2	1	5.10	5.10	6.02	HLE/K/14295/2021-22 of HL equipment	October 19, 2021	April 30, 2022
59	Agitated filter dryer model HLFD 4x with detachable bottom,heated shaft and blades GMP construction 4000 ltr	1	8.80	8.80	10.38	HLE/K/14296/2021-22 of HL equipment	October 19, 2021	April 30, 2022
60	Agitated filter dryer model HLFD-6 with detachable bottom heated shaft & blades GMP construction 6000 ltr	1	9.20	9.20	10.86	HLE/K/14297/2021-22 of HL equipment	October 19, 2021	April 30, 2022
61	M.S.GL 16000 lt. CE GLR	1	3.61	3.61	4.26	SM/M/Q/21-22/210562 of HLE glasscoat limited	October 18, 2021	March 31, 2022
62	GI ERW Pipe, MS ERW Pipe, SS316 ERW Pipe, MS channel and MS angle of various size	1	15.55	15.55	18.35	RME/6554/2021 of Real metal enterprises	November 2, 2021	April 30, 2022
63	GI long bend C class, GI glande scrwed, MS 90" long bend C class, MS ORF Flange, SS 316 butweld elbow ERW SCH-10 of various size	1	52.49	52.49	61.94	044 of Vipul Trader	November 4, 2021	April 30, 2022
64	Various ball valves	1	18.56	18.56	21.90	GVPL/PUN/ NOV/SP-076 of	November 2, 2021	April 30, 2022

Sr No	Description as per quote	No of units to be purchased	Rate	Amount at Base Rate	Amount Including GST @ 18%	Quotation reference	Date of Quotation	Validity of quotation
						Gemini valves and pumps private limited		
65	Various ball valves	1	18.97	18.97	22.38	076 of Saikripa engineering works	November 8, 2021	April 30, 2022
66	4 KL SS AGNFD with dust collector, condenser, receiver and ejector	1	9.40	9.40	11.09	SG/SUPRIYA/21-22/99 of Shree ganesh process equipments private limited	November 12, 2021	April 30, 2022
67	2 KL MSGL AGNFD with dust collector, condenser, receiver and ejector	1	9.60	9.60	11.33	SM/M/Q/21-22/210633 of HLE glascoat Llimited	November 12, 2021	April 30, 2022
68	1 KL SS AGNFD with dust collector, condenser, receiver & ejector	1	7.06	7.06	8.33	SG/SUPRIYA/21-22/99 of Shree process equipments private limited	November 12, 2021	April 30, 2022
	Total cost				351.00*			

**Certain equipment quotations are subject to additional costs including freight, installation and commissioning costs, transportation costs, packaging and forwarding costs, insurance, customs, duties and other government levies, as applicable, which will be paid from our internal accruals. GST has been included, as per the prevailing rates.*

4. Solvent Recovery Line

(₹ million, except the units to be purchased)

Sr No	Description as per Quote	No of units to be purchased	Rate	Amount at Base Rate	Amount Including GST @ 18%	Quotation reference	Date of Quotation	Validity of quotation
1.	Design, engineering, manufacturing, supply erection and commissioning supervision of solvent recovery unit	1	55.2	55.2	65.14	Proposal No TPSL-2122-176-RO of Topse process solutions private limited, Pune	November 11, 2021	April 30, 2022
	Total Cost				65.14*			

**Certain equipment quotations are subject to additional costs including freight, installation and commissioning costs, transportation costs, packaging and forwarding costs, insurance, customs, duties and other government levies, as applicable, which will be paid from our internal accruals. GST has been included, as per the prevailing rates.*

5. Storage Tanks

(₹ million, except the units to be purchased)

Sr No	Description as per Quote	No of units to be purchased	Rate	Amount at Base Rate	Amount Including GST @ 18%	Quotation reference	Date of Quotation	Validity of quotation
1	30 kl SS 304 shell 8mm thk Dish 10mm, stifner and ladder MS ,	1	2.65	2.65	3.13	VENT/SLL-024/21-22 of Vishwas Eenterprises	November 12, 2021	April 30 , 2022
2	20 kl SS 304 shell 8mm thk Dish 10mm, stifner and ladder MS	1	2.29	2.29	2.70	VENT/SLL-024/21-22 of Vishwas enterprises	November 12, 2021	April 30 , 2022
3	30 kl SS 304 shell 8mm thk Dish 10mm, stifner and ladder MS	2	2.65	5.3	6.25	VENT/SLL-024/21-22 of Vishwas enterprises	November 12, 2021	April 30 , 2022
	Total Cost				12.08*			

**Certain equipment quotations are subject to additional costs including freight, installation and commissioning costs, transportation costs, packaging and forwarding costs, insurance, customs, duties and other government levies, as applicable, which will be paid from our internal accruals. GST has been included, as per the prevailing rates.*

Civil Work

Sr. No.	Civil Work	Base Cost	Amount including GST@ 18%
1.	Boiler		
	Civil Cost	1.00	1.18
	Total		1.18
2.	ETP Expansion		
i	Areation Tanks, MCC room, Laboratory, Treated water tank,	38.00	44.84
ii	Civil provision for MEE building.	1.50	1.77
iii	Collection tanks and Staircase.	12.50	14.75
iv	Miscellaneous tanks, platform and Staircase.	8.10	9.56
v	Grade slab for supporting FRP equipment's and pathways	0.80	0.94
	Total		71.86
3.	Amenity Block		
i	Civil cost of building	26.00	30.68
ii	Cost of interior of proposed cafeteria , training room and engineering office in the building .	16.00	18.88
iii	Appurtenent area development around building , levelling , paving and ramp	1.00	1.18
	Total		50.74
4.	Site Development		
i	Retaining wall on East side (Nalla side)	3.50	4.13
ii	Retaining wall on South side (Common Road + ETP side)	8.50	10.03
iii	Compound wall on South side + East side.	6.50	7.67
iv	Plot storm water drainage scheme	4.00	4.72
v	Plot levelling and terracing.	5.00	5.90
vi	25KL RCC Tank in Bromine yard with Acid tile laying.	0.50	0.59
	Total		33.04
5.	E block		
	Civil Work	170.00	200.60
	Total		200.60
6.	Plot A-21		
i	Precast Panel Fencing	2.00	2.36
ii	Boiler House and briquette store	17.00	20.06
iii	Solvent Shed	4.00	4.72
iv	Drum / Scrap / Garbage store	5.50	6.49

Sr. No.	Civil Work	Base Cost	Amount including GST@ 18%
v	Road work	5.00	5.90
vi	Leveling & site development	6.00	7.08
vii	Storm water drain	2.00	2.36
viii	Retaining wall around boiler area	5.00	5.90
	Total		54.87
	Grand Total - Civil Cost		412.29^

^ *Total estimated cost as per the certificate dated December 2, 2021, issued by Sahani Associates, Consulting Engineer The aforesaid cost is valid till April 1, 2022.*

These expansions are primarily towards upgrade of our existing blocks which will result in increased tonnage capacity, for creating a block for manufacturing key starting materials as a step towards backward integration for our products, for improving the infrastructure facilities such as laboratory, administrative building, warehouse, effluent treatment plant to cope with the increased production capacity.

A. *Production Equipment:*

Production equipment are used for production API intermediate and API. Such equipment include Reactors, Centrifuges, Dryers, Storage Tanks, powder processing equipment, filling and mixing vessels and solvent recovery line, etc.

B. *Electrical panels and fitting Equipment:*

Electrical panels and fitting equipment are used in intermediate API and API production facility. Such equipment include electrical cables, panels, light fittings, uninterruptible power supply (UPS) and process pipe lines etc.

C. *Utilities equipment:*

Utilities equipment are required for air and water connection to the production lines, which are used for generating pure steam, purified water and required gases. Such equipment includes block and central utility equipment, water cooled centrifugal chiller, chilled water lines, air dryer and receiver, pipe lines and fittings, water for injection generation plant, water for injection water storage and distribution system, nitrogen gas and vacuum system, brine chiller etc.

II. Repayment and/or pre-payment of certain borrowings, in full or part, availed by our Company

Our Company has entered into various financial arrangements from time to time, with banks, financial institutions and other entities. The loan facilities entered into by our Company include borrowing in the form of, inter alia, term loans and working capital facilities. For further details, see "*Financial Indebtedness*" on page 296. As at October 31, 2021 our total outstanding borrowings amounted to ₹ 809.44 million. Our Company proposes to utilise an estimated amount of ₹ 600.00 million from the Net Proceeds towards full or partial repayment or pre-payment of the borrowings, listed below, availed by our Company. Our Company may avail further loans after the date of this Red Herring Prospectus.

Given the nature of these borrowings and the terms of repayment or prepayment, the aggregate outstanding amounts under these borrowings may vary from time to time and our Company may, in accordance with the relevant repayment schedule, repay or refinance some of their existing borrowings prior to Allotment. Accordingly, our Company may utilise the Net Proceeds for part prepayment of any such refinanced facilities or repayment of any additional facilities obtained by our Company. However, the aggregate amount to be utilised from the Net Proceeds towards prepayment or repayment of borrowings (including refinanced or additional facilities availed, if any), in part or full, would not exceed ₹ 600.00 million. We believe that such repayment/ pre-payment will help reduce our outstanding indebtedness, debt servicing costs and enable utilisation of our accruals for further investment in our business growth and expansion. Additionally, we believe that the leverage capacity of our Company will improve our ability to raise further resources in the future to fund our potential business development opportunities and plans to grow and expand our business.

For the list of the borrowings availed by our Company, which are proposed to be fully or partially repaid or pre-paid from the Net Proceeds, please refer to the table below.

(₹ in million)

Sr. No.	Name of the Lender	Nature of the borrowing	Sanctioned amount	Amount outstanding as at October 31, 2021	Rate of interest	Repayment Date / Schedule	Pre-payment penalty	Purpose for which the loan was sanctioned*
1	Saraswat Cooperative Bank	Packing credit		367.60	LIBOR + 2.25%	There is no repayment date since the facility is renewed every year	There is no pre-payment penalty since the payment towards part of the facility utilized	For working capital for exports before shipment
2	Saraswat Cooperative Bank	Post shipment credit in foreign currency	710 + 90	115.17	LIBOR + 2,25%	There is no repayment date since the facility is renewed every year	There is no pre-payment penalty since the payment towards part of the facility utilized	For working capital for exports post shipment
3	Saraswat Cooperative Bank	Cash credit		128.86	8.25%	There is no repayment date since the facility is renewed every year	There is no pre-payment penalty since the payment towards part of the facility utilized	For working capital for domestic sales

Note: The date of annual renewal of all working capital facilities is October 26, 2021. Since the above facilities are working capital facilities, the principal amount is the same as the outstanding amount and no interest is outstanding

**Our Statutory Auditors by way of their certificate dated December 2, 2021 have confirmed that the utilisation of the borrowings above is as per the sanction letters/loan agreements issued by the respective banks.*

Our Company may consider the following factors for identifying the loans that will be repaid out of the Net Proceeds:

1. Costs, expenses and charges relating to the facility including interest rates involved;
2. Presence of onerous terms and conditions under the facility;
3. Ease of operation of the facility;
4. Terms and conditions of consents and waivers;
5. Provisions of any law, rules, regulations governing such borrowings;
6. Terms of pre-payment to lenders, if any; and
7. Other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan.

III. 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 Net Proceeds, in compliance with the SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilise Net Proceeds include strategic initiatives and meeting exigencies, meeting expenses incurred by our Company and strengthening of our manufacturing and R&D capabilities, as may be applicable.

In addition to the above, our Company may utilise the Net Proceeds towards other expenditure considered expedient and as approved periodically by our Board or a duly constituted committee thereof, subject to compliance with necessary provisions of the Companies Act. The quantum of utilisation 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, from time to time. Our Company's management shall have flexibility in utilising surplus amounts, if any.

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 counsels, fees payable to the Auditors, brokerage and selling commission, underwriting commission, commission payable to Registered Brokers, RTAs, CDPs, SCSBs' fees, Sponsor Bank's fees, 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, which will be solely borne by our Company, all costs, charges, fees and expenses that are associated with and incurred in connection with the Offer including, *inter-alia*, filing fees, book building fees and other charges, fees and expenses of the SEBI, the Stock Exchanges, the Registrar of Companies and any other Governmental Authority, advertising, printing, road show expenses, fees and expenses of the legal counsel to the Company and the legal counsel to the BRLMs as to Indian law and the international legal counsel to the BRLMs, fees and expenses of the statutory auditors, registrar fees and broker fees (including fees for procuring of applications), bank charges, fees and expenses of the BRLMs, syndicate members, Self-Certified Syndicate Banks, other Designated Intermediaries and any other consultant, advisor or third party in connection with the Offer shall be borne by the Company and Satish Waman Wagh (Promoter Selling Shareholder) in proportion to the number of Equity Shares issued and Allotted by the Company pursuant to the Fresh Issue and/or transferred by Satish Waman Wagh (Promoter Selling Shareholder) pursuant to the Offer for Sale. All the expenses relating to the Offer shall be paid by the Company in the first instance. Upon commencement of listing and trading of the Equity Shares on the Stock Exchanges pursuant to the Offer, Satish Waman Wagh (Promoter Selling Shareholder) shall, severally and not jointly, reimburse the Company for any expenses in relation to the Offer paid by the Company on behalf of Satish Waman Wagh (Promoter Selling Shareholder) directly from the Public Offer Account. However, in the event that the Offer is withdrawn by our Company or not completed for any reason whatsoever, all the Offer related expenses will be borne in a proportionate manner between our Company and Satish Waman Wagh (Promoter Selling Shareholder).

The estimated Offer related expenses are as under:

Activity	Estimated expenses(1) (in ₹ million)	As a % of the total estimated Offer expenses(1)	As a % of the total Offer size(1)
BRLMs fees and commissions (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Selling commission/processing fee for SCSBs, Sponsor Bank and fee payable to the Sponsor Bank for Bids made by RIBs(2)(3)(4)	[●]	[●]	[●]
Brokerage and selling commission and bidding charges for members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs(5)	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Fees payable to the other advisors to the Offer	[●]	[●]	[●]
Others			
- Listing fees, SEBI filing fees, upload fees, BSE & NSE processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
- Printing and stationery	[●]	[●]	[●]
- Advertising and marketing expenses	[●]	[●]	[●]
- Fee payable to legal counsels	[●]	[●]	[●]
- Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

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

Notes:

For SCSBs

<u>Selling commission payable to the SCSBs</u> *on the portion for Retail Individual Bidders and Non- Institutional Bidders which are directly procured and uploaded by them would be as follows:*

Portion for Retail Individual Bidders	*0.35% of the Amount Allotted* (plus applicable taxes)*
Portion for Non- Institutional Bidders	*0.20% of the Amount Allotted* (plus applicable taxes)*

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

No additional uploading/ processing charges shall be payable to the SCSBs on the applications directly procured by them.

The 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.

***Processing fees payable to the SCSBs** of ₹ 10/- per valid application (plus applicable taxes) for processing the Bid cum Application of Retail Individual Bidders and Non-Institutional Bidders procured from the Syndicate /Sub-Syndicate Members/Registered Brokers /RTAs /CDPs and submitted to SCSBs for blocking. SCSBs will be entitled to a processing fee of ₹ 10 (plus applicable taxes), per valid ASBA Form.*

For Syndicate (including their Sub-syndicate members), RTAs and CDPs

Brokerages, selling commission and processing/uploading charges on the portion for Retail Individual Investors (using the UPI mechanism) and Non-Institutional Bidders which are procured by members of Syndicate (including their Sub-Syndicate Members), RTAs and CDPs or for using 3-in1 type accounts- linked online trading, demat & bank account provided by some of the brokers which are members of Syndicate (including their Sub-Syndicate Members) would be as follows:

Portion for Retail Individual Bidders	*0.35% of the Amount Allotted* (plus applicable taxes)*
Portion for Non-Institutional Bidders	*0.20% of the Amount Allotted* (plus applicable taxes)*

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

The Selling Commission payable to the Syndicate / Sub-Syndicate Members will be determined on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate / Sub-Syndicate Member.

The payment of Selling Commission payable to the sub-brokers / agents of Sub-Syndicate Members are to be handled directly by the respective Sub-Syndicate Member.

The Selling Commission payable to the RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE or NSE.

***Uploading Charges/ Processing Charges of ₹.30/-** valid application (plus applicable taxes) are applicable only in case of bid uploaded by the members of the Syndicate, RTAs and CDPs:*

- *for applications made by Retail Individual Investors using the UPI Mechanism*

***Uploading Charges/ Processing Charges of ₹.10/-** valid application (plus applicable taxes) are applicable only in case of bid uploaded by the members of the Syndicate, RTAs and CDPs:*

- *for applications made by Retail Individual Bidders using 3-in-1 type accounts*
- *for Non-Institutional Bidders using Syndicate ASBA mechanism / using 3- in -1 type accounts,*

The Bidding/uploading charges payable to the Syndicate / Sub-Syndicate Members, RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE or NSE.

For Registered Brokers

Selling commission payable to the registered brokers on the portion for Retail Individual Bidders & Non-Institutional Bidders which are directly procured by the Registered Brokers and submitted to SCSB for processing would be as follows:

Portion for Retail Individual & Non-Institutional Bidders	*₹ 10/- per valid application* (plus applicable taxes)*

**Based on valid applications.*

For Sponsor Bank

Processing fees for applications made by Retail Individual Bidders using the UPI mechanism will be

Sponsor Bank	*₹3/- per valid Bid cum Application Form* (Inclusive of all taxes).*

** For each valid application.*

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.

The processing fees for applications made by Retail Individual 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.

Interim use of Net Proceeds

Pending utilisation of the Net Proceeds for the purposes described above, our Company will 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, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Bridge Financing Facilities

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

Monitoring of Utilisation of Funds

Our Company has appointed ICICI Bank Limited as the monitoring agency in accordance with Regulation 41 of the SEBI ICDR Regulations. Our Board and the monitoring agency will monitor the utilisation of the Net Proceeds, and submit the report required under Regulation 41(2) of the SEBI ICDR Regulations.

Our Company will disclose the utilisation of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilised. Our Company will indicate investments, if any, of unutilised Net Proceeds in the balance sheet of our Company for the relevant fiscals subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 32(3) of the Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this 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 unutilised. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with Regulation 32(1) of the Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the proceeds of the Fresh Issue from the objects of the Fresh Issue as stated above; and (ii) details of category wise variations in the actual utilisation of the proceeds of the Fresh Issue from the objects of the Fresh Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director's report, after placing the same before the Audit Committee.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act and applicable rules, our Company shall not vary the objects of the Offer without our Company being authorised to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("**Postal Ballot Notice**") shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Marathi, being the local language of the jurisdiction where the Registered and Corporate Office is situated in accordance with the Companies Act and applicable rules. Our Promoter will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, in accordance with our AoA, and the SEBI ICDR Regulations.

Other Confirmations

Except to the extent of the proceeds received pursuant to the Offer for Sale by Satish Waman Wagh (Promoter Selling Shareholder), none of our Promoter, Directors, KMPs or Promoter Group will receive any portion of the Offer Proceeds and there are no existing or anticipated arrangements or transactions in relation to utilization of the Net Proceeds with our Promoter, Directors, KMPs or Promoter Group.

BASIS FOR THE OFFER PRICE

The Price Band, Floor Price and Offer Price will be determined by our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares is ₹ 2 and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band. Some of the financial information for Fiscals 2019, 2020, 2021 and the six months period ended September 30, 2021, included herein is derived from our Restated Financial Statements. Investors should also refer to "*Our Business*", "*Risk Factors*", "*Restated Financial Statements*", "*Management's Discussion and Analysis of Financial Position and Results of Operations*" and "*Financial Information*" on pages 130, 26, 188, 263 and 296, respectively, to have an informed view before making an investment decision.

Qualitative factors

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

- Significant scale with leadership position across key & niche products;
- Backward integrated business model;
- Advanced manufacturing and research and development capabilities;
- Consistent financial performance due to de-risked business model;
- Experienced senior management team and qualified operational personnel.

For further details, see "*Our Business – Our Strengths*" on page 131.

Quantitative factors

Some of the information presented below relating to our Company is based on the Restated Financial Statements. For details, see "*Financial Information*" beginning on page 186.

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

I. Basic and diluted earnings per share ("EPS")

Period ended	Basic EPS (in ₹)(1)	Diluted EPS (in ₹)(2)	Weight
March 31, 2021(3)	16.92	16.92	3
March 31, 2020(3)	10.03	10.03	2
March 31, 2019(3)	5.39	5.39	1
Weighted Average	**12.70**	**12.70**	
September 30, 2021(3)(4)	9.01	9.01	

(1) *Basic EPS (₹) = Net Profit as restated attributable to the owners of our Company divided by the weighted average number of equity shares outstanding during the year.*

(2) *Diluted EPS (₹) = Net profit as restated attributable to the owners of our Company divided by the weighted average number of diluted Equity Shares outstanding during the year.*

(3) *The Basic and Diluted EPS for Fiscals 2019, 2020 and 2021 and six months ended September 30, 2021 are computed based on amounts derived from Restated Financial Statements.*

(4) *Basic and diluted EPS for the six months period ended September 30, 2021 are not annualised.*

Notes:

1. *Basic and diluted earnings per Equity Share are computed in accordance with Indian Accounting Standard 33 'Earnings per Share', notified accounting standard by the Companies (Indian Accounting Standards) Rules of 2015 (as amended).*
2. *Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the period adjusted by the number of Equity Shares issued during the period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period.*
3. *The above statement should be read with significant accounting policies and notes on Restated Financial Statements as appearing in the Restated Financial Statements.*

II. Price/Earning ("P/E") ratio in relation to Price Band of ₹ [●] to ₹ [●] per Equity Share:

Particulars	P/E at the Floor Price (number of times)	P/E at the Cap Price (number of times)
Based on basic EPS for Fiscal 2021	[●]	[●]
Based on diluted EPS for Fiscal 2021	[●]	[●]

Industry Peer Group P/E ratio

Based on the peer group information (excluding our Company) given below in this section, the highest P/E ratio is 65.29, the lowest P/E ratio is (13.24) and the average P/E ratio is 23.03.

Particulars	P/E Ratio	Name of the company	Face value of equity shares (₹)
Highest	65.29	Divis Laboratories Limited	2
Lowest	(13.24)	Wanbury Limited	10
Industry Composite	23.03		

The highest and lowest industry P/E shown above is based on the peer set provided below under "Comparison with listed industry peers". The industry average has been calculated as the arithmetic average P/E of the peer set provided below. For further details, see "- Comparison with listed industry peers" hereunder.
P/E Ratio has been computed based on the closing market price of equity shares on BSE on November 30, 2021, divided by the Basic EPS.

III. Return on Net Worth ("RoNW")

Derived from Restated Financial Statements:

Period ended	RoNW (%)(1)	Weight
March 31, 2021(2)	46.04	3
March 31, 2020(2)	49.20	2
March 31, 2019(2)	42.03	1
Weighted Average	**46.43**	
September 30, 2021(2)(3)	19.70	

(1) *Return on net worth (%) = Restated profit for the period / year as divided by total equity as at the end of the period / year. Net Worth means the aggregate value of the paid-up share capital of our Company and all reserves created out of profits and securities premium account, as per the restated statement of assets and liabilities of our Company in the Restated Financial Statements.*
(2) *The RoNW for Fiscals 2019, 2020 and 2021 and six month period ended September 30, 2021 included herein are computed based on amounts derived from Restated Financial Statements.*
(3) *RoNW for the six months period ended September 30, 2021 is not annualised.*

IV. Net asset value per Equity Share (face value of ₹ 2 each)

Fiscal year ended/ Period ended	NAV per Equity Share (₹)(1)
As on September 31, 2021(2)	45.76
As on March 31, 2021(2)	36.75
After the completion of the Offer:	
(i) At Floor Price	[●]
(ii) At Cap Price	[●]
Offer Price(3)	[●]

(1) *Net asset value per equity share is calculated by dividing total equity by number of equity shares outstanding at the end of the period / year.*
(2) *Net asset value per Equity Share is computed based on amounts derived from Restated Financial Statements*
(3) *Offer Price per Equity Share will be determined on conclusion of the Book Building Process*

V. Comparison with listed industry peers

The following peer group has been determined on the basis of companies listed on Indian stock exchanges, whose business profile is comparable to our businesses:

Name of the company	Face Value per Equity Share (₹)	Revenue for FY 2021 (₹ in million)	EPS (₹) for FY 2021		NAV as on March 31, 2021 (₹ per share) [4]	P/E[2]	P/B[5]	RoNW as on March 31, 2021 (%)[3]
			Basic	Diluted[1]				
Supriya Lifescience Limited	2.00	3,962.21	16.92	16.92	36.75	NA	NA	46.04%
Peer Group								
Solara Active Pharma Sciences Limited	10	16,457	69.00	64.52	443.3	18.4	2.9	13.90%
Neuland Laboratories Limited	10	9,530	62.85	62.85	613.0	27.8	2.9	10.25%
Aarti Drugs Limited	10	21,593	30.09	30.09	98.0	16.8	5.2	30.70%
Wanbury Limited	10	3,949	(5.04)	(5.04)	(62.5)	(13.2)	(1.1)	8.07%
Divis Laboratories Limited	2	70,320	74.75	74.75	350.1	65.3	13.9	21.35%

Source: All the financial information for listed industry peers mentioned above is on a consolidated basis and is sourced from the annual report of the companies for the year ended March 31, 2021. Financial information for Supriya Lifescience Limited is based on the Restated Financial Statements for the year ended March 31, 2021.

Notes:

(1) P/E Ratio has been computed based on the closing market price of equity shares on BSE on November 30, 2021, divided by the Basic EPS.

(2) RoNW is computed as net profit after tax (including profit attributable to non-controlling interest) divided by closing net worth.

(3) Net worth has been computed as sum of paid-up share capital and other equity.

(4) NAV is computed as the closing net worth divided by the closing outstanding number of equity shares.

(5) P/B ratio has been computed based on the closing market price of equity shares on BSE on November 30, 2021, divided by the NAV.

The Offer Price of ₹ [●] has been determined by our Company in consultation with the BRLMs, on the basis of market demand from investors for Equity Shares, as determined 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 Discussion and Analysis of Financial Position and Results of Operations*" and "*Financial Information*" on pages 23, 130, 263 and 186, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "*Risk Factors*" and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

To,

The Board of Directors
Supriya Lifescience Limited
207/208, Udyog Bhavan
Sonawala Road, Goregaon (East)
Mumbai 400 063
Maharashtra, India

ICICI Securities Limited
ICICI Venture House,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai – 400 025

Axis Capital Limited
1st Floor, Axis House,
C-2 Wadia International Centre, P.B. Marg,
Worli, Mumbai - 400 025

(ICICI Securities Limited, Axis Capital Limited, collectively, with any other book running lead managers that may be appointed in connection with the Offer, the **"Lead Managers**")

Dear Sirs,

Re: Proposed initial public offering of equity shares of face value of ₹.2 each (the "Equity Shares") of Supriya Lifescience Limited (the "Company" and such offering, the "Offer")

We report that the enclosed statement in the **Annexure I**, states the possible special tax benefits under direct and indirect tax laws presently in force in India, available to the Company and its shareholders. Several of these benefits are dependent on the Company and its shareholders, as the case may be, fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company and its shareholders to derive the special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company and its shareholders faces in the future, the Company and its shareholders may or may not choose to fulfill. The Company does not have any subsidiaries, as defined under the Companies Act, 2013.

The benefits discussed in the enclosed **Annexure I** are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for 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 Offer. Neither are we suggesting nor advising the investor to invest in the Offer based on this statement.

We do not express any opinion or provide any assurance as to whether:

(i) the Company and its shareholders will continue to obtain these benefits in future; or
(ii) the conditions prescribed for availing the benefits have been/would be met with; or
(iii) the revenue authorities will concur with the views expressed herein.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

We hereby give consent to include this statement of special tax benefits in the red herring prospectus, prospectus and in any other material used in connection with the Offer (together, the "**Offer Documents**").

This certificate is issued for the sole purpose of the Offer, and can be used, in full or part, for inclusion in the Offer Documents, and for the submission of this certificate as may be necessary, to any regulatory / statutory/ judicial authority, stock exchanges, any other authority as may be required and/or for the records to be maintained by the Book Running Lead Managers in connection with the Offer and in accordance with applicable law, and for the purpose of any defense the Book Running Lead Managers may wish to advance in any claim or proceeding in connection with the contents of the Offer Documents.

This certificate may be relied on by the Book Running Lead Managers, their affiliates and legal counsel in relation to the Offer.

We undertake to update you in writing of any changes in the above mentioned position until the date the Equity Shares issued pursuant to the Offer commence trading on the stock exchanges. In the absence of any communication from us till the Equity Shares commence trading on the stock exchanges; you may assume that there is no change in respect of the matters covered in this certificate.

Yours faithfully,
For and on behalf of KAKARIA AND ASSOCIATES LLP
FRN: 104558W/W100601

Authorized signatory
Name: Ujwal Kakaria
Designation: Partner
Membership Number: 035416
UDIN: 21035416AAAAEW7842

Place: Mumbai.
Date: 1.12.2021

Encl: As above

CC:

Domestic Legal Counsel to the BRLMs

Indus Law
2nd Floor, Block D, The MIRA
Mathura Road, Ishwar Nagar
New Delhi - 110 065
India

Domestic Legal Counsel to the Company

Khaitan & Co
One World Center
10th & 13th Floors, Tower 1C
841 Senapati Bapat Marg
Mumbai 400 013
India

ANNEXURE I

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE LAWS IN INDIA ‑INCOME-TAX ACT, 1961

Outlined below are the possible special tax benefits available to Supriya Lifescience Limited (the "Company") and its Shareholders under the Income-tax Act, 1961 (the "Act") as amended by the Finance Act, 2020 applicable for the Financial Year 2020-21 relevant to the Assessment Year 2021-22, presently in force in India.

I. Special tax benefits available to the Company

1. As per the provisions of Section 35(2AB) of the Act, the company has availed the benefit on Revenue Expenditure incurred on Scientific Research. The Company has maintained separate accounts for the research and development centre approved by Department of Scientific and Industrial Research under sub-section (2AB) of section 35 of the Act.

2. The expenditure certified is also in consonance with Department of Scientific and Industrial Research guidelines.

3. As per section 115BAA of the Act, the Company has an option to pay income tax in respect of its total income at a concessional tax rate of 25.168% (including applicable surcharge and cess) subject to satisfaction of certain conditions with effect from Financial Year 2019-20 (i.e. Assessment Year 2020-21). The Company has adopted the said tax rate with effect from Financial Year 2019-20 (i.e. Assessment Year 2020-21). Such option once exercised shall apply to subsequent assessment years. In such a case, the Company may not be allowed to claim any of the following deductions/exemptions:

   (i) Deduction under the provisions of section 10AA (deduction for units in Special Economic Zone.

   (ii) Deduction under clause (iia) of sub-section (1) of section 32 (Additional depreciation)

   (iii) Deduction under section 32AD or section 33AB or section 33ABA (Investment allowance in backward areas, Investment deposit account, site restoration fund)

   (iv) Deduction under sub-clause (ii) or sub-clause (iia) or sub-clause (iii) of sub-section (1) or sub-section (2AA) or sub-section (2AB) of section 35 (Expenditure on scientific research)

   (v) Deduction under section 35AD or section 35CCC (Deduction for specified business, agricultural extension project)

   (vi) Deduction under section 35CCD (Expenditure on skill development)

   (vii) Deduction under any provisions of Chapter VI-A other than the provisions of section 80JJAA or Section 80M

   (viii) No set off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred from clause i) to vii) above.

   (ix) No set off of any loss or allowance for unabsorbed depreciation deemed so under section 72A, if such loss or depreciation is attributable to any of the deductions referred from clause i) to vii) above.

Further, it was clarified by CBDT vide Circular No. 29/ 2019 dated 2 October 2019 that if the Company opts for concessional income tax rate under section 115BAA, the provisions of section 115JB regarding Minimum Alternate Tax (MAT) are not applicable. Further, such Company will not be entitled to claim tax credit relating to MAT.

II. Special tax benefits available to the Shareholders of the Company

There are no special tax benefits available to the Shareholders of the Company for investing in the shares of the Company.

SECTION VI - ABOUT OUR COMPANY

INDUSTRY OVERVIEW

Unless noted otherwise, the information in this section is obtained or extracted from 'Market assessment of the Pharmaceutical API segment – May 2021 as updated by addendums dated July 23, 2021, July 29, 2021 and November 3, 2021' prepared and issued by CRISIL Limited (the "CRISIL Report") (which was commissioned and paid for by us, exclusively for the purpose of this Offer). We officially engaged CRISIL Research, a division of CRISIL Limited, in connection with the preparation of the CRISIL Report on March 1, 2021. For more information, see "Risk Factors – We have commissioned an industry report from CRISIL for an agreed fee and third party database which has been used for industry related data in this Red Herring Prospectus." on page 39. The data may have been reclassified by us for the purposes of presentation. Also see, "Certain Conventions, Use Of Financial Information And Market Data And Currency Of Presentation– Industry and Market Data" on page 15. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable. 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. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient 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. Unless noted otherwise, the information in this section is obtained or extracted from CRISIL.

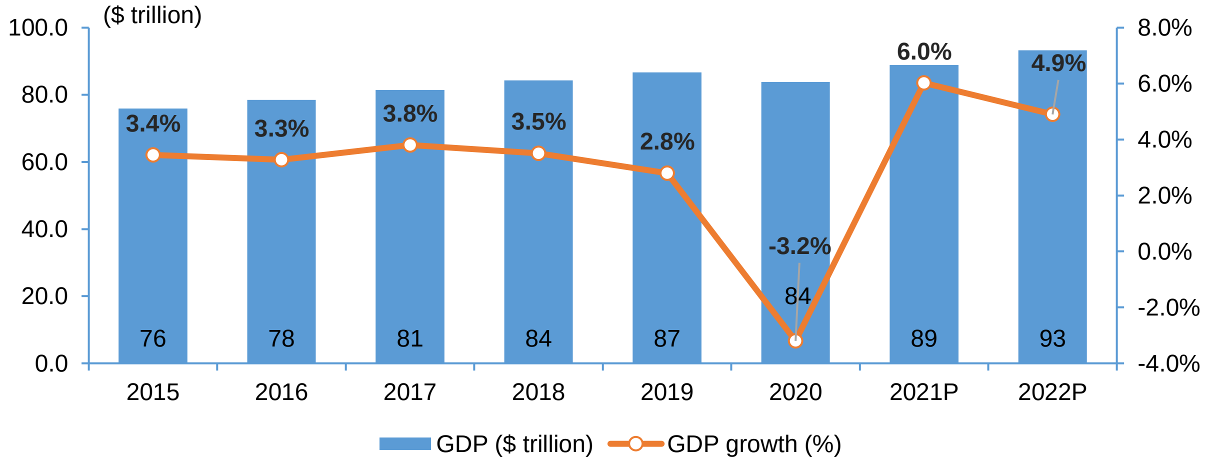
Global macro-economic overview

Global GDP review and outlook

Global gross domestic product (GDP) declined sharply in 2020 owing to the Covid-19 pandemic, but expected to rebound strongly by the end of 2021 on account of policy support and vaccination drive. In 2020, the IMF estimates global real GDP to de-grow 3.2% owing to the Covid-19 pandemic, which has disrupted businesses across the world. In response, almost all major countries announced stimulus packages, which has resulted in a recovery in the second half of 2020. By the end of 2021, global GDP is expected to rebound strongly and grow 6.0% on-year.

Global prospects remain highly uncertain one year into the pandemic. Amid exceptional uncertainty, the global economy is projected to grow 6.0 percent in 2021 and 4.9 percent in 2022. The outlook depends not just on the virus spread and vaccination drive to contain it—but it also hinges on how effectively economic policies deployed under high uncertainty can limit lasting damage from this unprecedented crisis.

Trend and outlook for global GDP (CY2015-2022P)



P: Projection
Source: IMF economic database, World Bank national accounts data and OECD national accounts data, CRISIL Research

India is expected to regain the top spot as the world's fastest growing economy in 2021

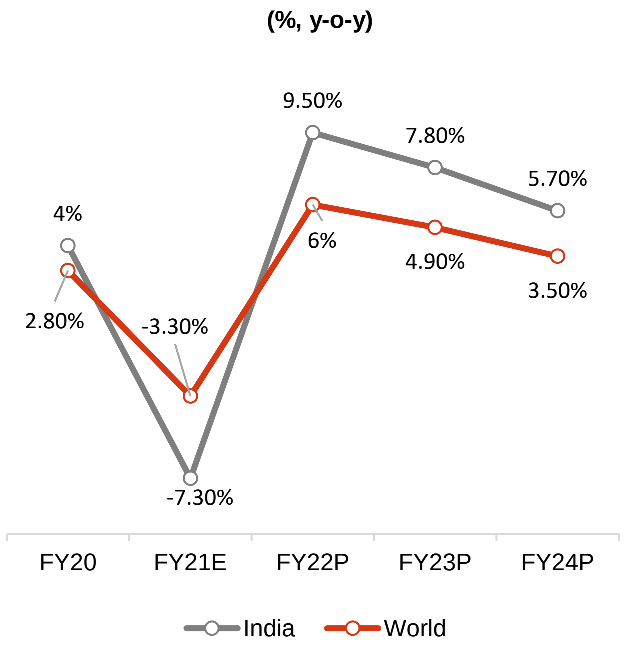
India was one of the fastest growing economies in 2018 and 2019. In 2020, GDP of all countries – including that of developed ones such as the US and the UK but except China's – is expected to de-grow primarily due to the negative economic impact of the pandemic. India's GDP is expected to decline by -7.3% in 2020. Further, GDP growth of all major economies is expected to rebound in 2021 as economic activities resume and also due to the low base of 2020. Among the major economies, India, with a growth rate of ~9.5%, is expected to be the fastest growing in 2021 followed by China with 8.1%.

Real GDP growth by geographies

	2017	2018	2019	2020	2021P	2022P
Advanced Economies	2.5	2.2	1.6	–4.6	5.6	4.4
United States	2.3	3.0	2.2	–3.5	7.0	4.9
Euro Area	2.6	1.8	1.3	–6.5	4.6	4.3
Japan	2.2	0.3	0.3	–4.7	2.8	3.0
United Kingdom	1.2	1.3	1.4	–9.8	7.0	4.8
Emerging Market and Developing Economies	4.8	4.5	3.6	–2.1	6.3	5.2
China	6.9	6.7	5.8	2.3	8.1	5.7
India	6.8	6.5	4.0	–7.3	9.5	7.8%
ASEAN	5.3	5.3	4.9	–3.4	4.3	6.3
Middle East and Central Asia	2.6	2.1	1.4	–2.6	4.0	3.7
World	3.8	3.5	2.8	–3.2	6.0	4.9

Note: P: Projected IMF July 2021 outlook.
% - Numbers for India for year 2022 are as per CRISIL research forecast. IMF forecast are CY21:9.5%, and CY22:8.5%.
Emerging Asia comprises the ASEAN-5 (Indonesia, Malaysia, Philippines, Thailand, Vietnam) economies, China, and India.
Source: IMF economic database, World Bank national accounts data and OECD national accounts data, CRISIL Research

In next three fiscals, India's growth to be greater than the global GDP



GDP growth to rebound to 9.5% in this fiscal on the back of a very weak base and the rising-global-tide effect.

CRISIL sees India's GDP growth rebounding to 9.5% this fiscal, due to a very weak base, flattening of the Covid curve, rollout of vaccinations, investment-focused government spending, and benefit from the 'rising global tide lifts all boats' effect. Yet, the economy is expected to reach pre-pandemic levels only by the second quarter (Q2) of this fiscal. Services will take longer to recover than manufacturing.

Over fiscals 2023-25, growth is seen averaging at 6.0-6.5% annually. In this scenario, strong growth in GDP is unlikely in the next three fiscals. CRISIL Research estimates the economy will see a permanent loss of ~12% real GDP due to this. Real GDP will catch up to the fiscal 2020 level only by fiscal 2022. Beyond fiscal 2022, India is seen growing faster than the world.

Note: Forecasts for World are for calendar year; FY20=2019; P: Projected; updated as of July 2021; India numbers from for FY20 and FY21 are based on MOSPI latest GDP estimates and FY22 onwards are CRISIL Research estimates while World GDP growth rates are from IMF world economic outlook update as of April 2021
Source: S&P Global Ratings, CRISIL

Review of global per capita GDP

India's per capita GDP growing at ~3x global per capita GDP growth rate

Global GDP per capita clocked a compound annual growth rate (CAGR) of 1.9% between calendar year (CY) 2013 and 2020, as per the World Bank data. Meanwhile, India's corresponding figure clocked a CAGR of ~5.7%, ~3 times faster than the global number.

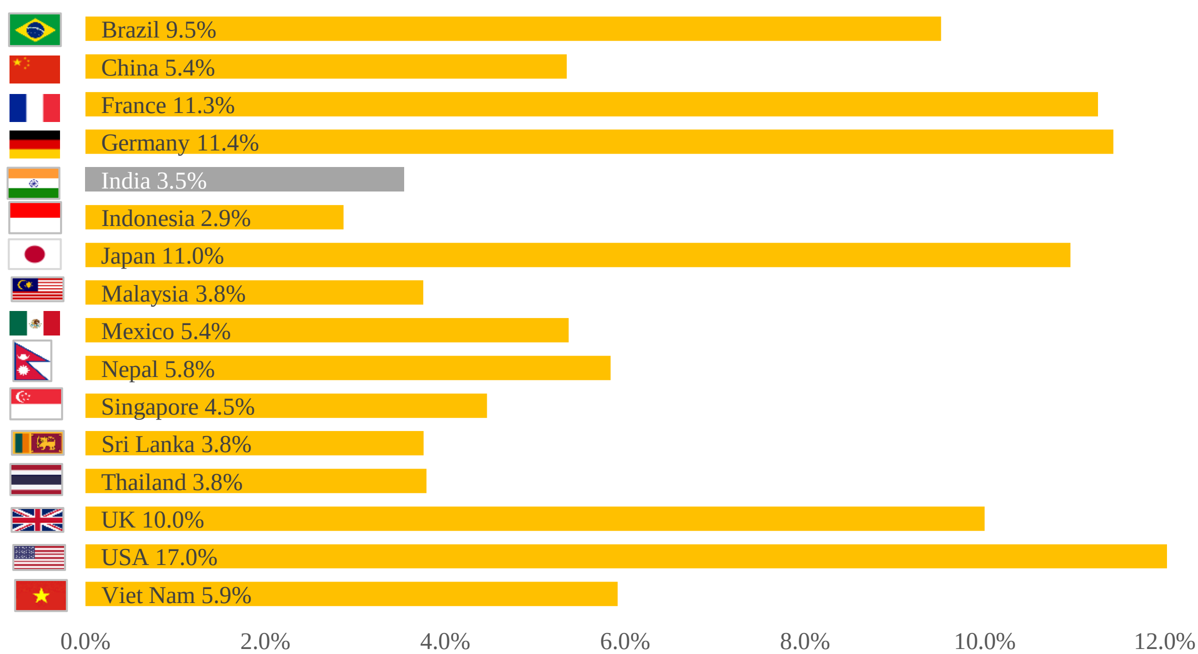
Global and Indian per capita GDP growth at constant 2015 USD (2013-2020)	2013	2014	2015	2016	2017	2018	2019	2020	CAGR CY13-CY20
Per capita GDP – Global (constant 2015 US$)	9,836	10,025	10,223	10,389	10,619	10,843	11,004	10,520	1.9%
On-year growth (%)	1.7%	1.9%	2.0%	1.6%	2.2%	2.1%	1.5%	-4.4%	
Per capita GDP – India (constant 2015 US$)	1,416	1,503	1,606	1,719	1,817	1,915	1,973	1,798	5.7%
On-year growth (%)	5.1%	6.2%	6.8%	7.1%	5.7%	5.4%	3.0%	-8.9%	

Source: World Bank, CRISIL Research

Healthcare expenditure

Global healthcare spending has been rising faster in keeping with the economic growth. As economy grows, public and private spending on health grows, too. Also, increase in sedentary work is giving rise to chronic diseases, which is also pushing up healthcare spending. Fast growing economies with low spending on health are seeing it increasing dramatically as they move up the income ladder.

India lags peers in healthcare expenditure: Total healthcare expenditure as % of GDP (2018)



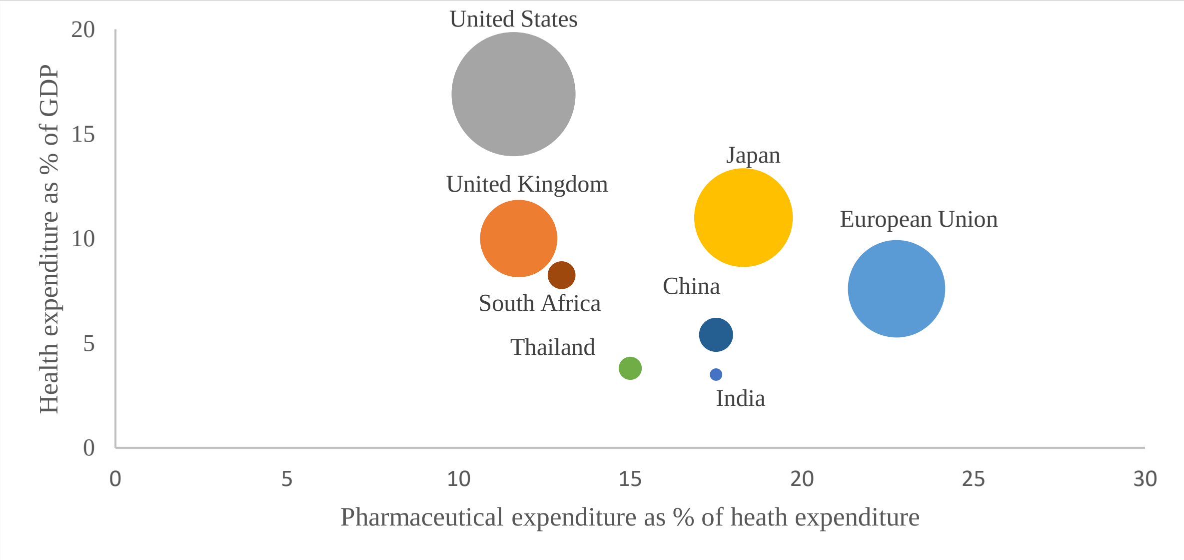
Source: Global Health Expenditure Database, World Health Organization; CRISIL Research

According to the Global Health Expenditure Database compiled by the World Health Organization (WHO), in 2018 India's expenditure on healthcare was 3.5% of GDP. As of 2018, India's healthcare spending as a percentage of GDP trails behind not just developed countries, such as the US and UK, but also developing countries such as Brazil, Nepal, Vietnam, Singapore, Sri Lanka, Malaysia and Thailand.

Global average pharmaceutical expenditure spend is around $ 800 per capita, India spends USD 10-15 per capita

India spends very low on its healthcare expenditure and almost 65% is out-of-pocket expenditure by public. Government of India plans to increase its healthcare spending to 2.5-3.0% by 2025 (Covid pandemic has increased the healthcare spending and GOI estimated to spend 2.5-3.0% of GDP in 2022).

Pharmaceutical spending of key countries



Note: Size of the bubble indicates pharmaceutical spending per capita in USD for the year 2019
Source: Global Health Expenditure Database- World Health Organisation, World Bank database, CRISIL Research

Trend of healthcare in PFCE

Particulars (at constant prices)	FY12	FY17	FY18	FY19	FY20	CAGR FY12-FY20
Total PFCE (₹ billion)	49,104	69,002	73,307	78,844	83,217	6.8%
Health PFCE	1,813	3,085	3,218	3,472	3,800	9.7%

Source: MoSPI, CRISIL Research

Within the consumption basket, health expenses rose at 9.7% CAGR between fiscals 2012 and 2020, compared with overall PFCE, which increased annually by 6.8%. As income levels improve and, consequently, discretionary spending increases, CRISIL Research expects the healthcare industry to gain.

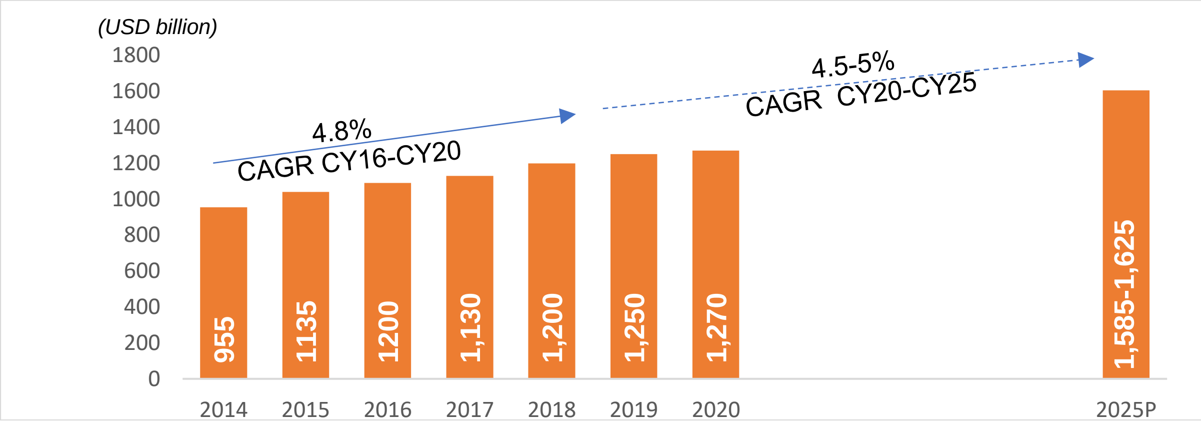
As the Indian economy advances and household disposable income rises, the share of discretionary spending is expected to increase and drive growth in overall consumption expenditure. This is expected to augur well for healthcare which rely primarily on discretionary and basic spending for their growth.

Overview of Global Pharmaceutical industry

Global pharmaceutical market to grow at steady ~5% CAGR from 2020 to 2025

Global pharmaceutical market has grown by around 4.8% CAGR from ~USD 955 billion in CY14 to ~USD 1,270 billion in CY20. It is expected to sustain this growth over the next five years to reach USD 1,585-1,625 billion in CY25.

Global pharmaceutical market by value



(1) P: Projected

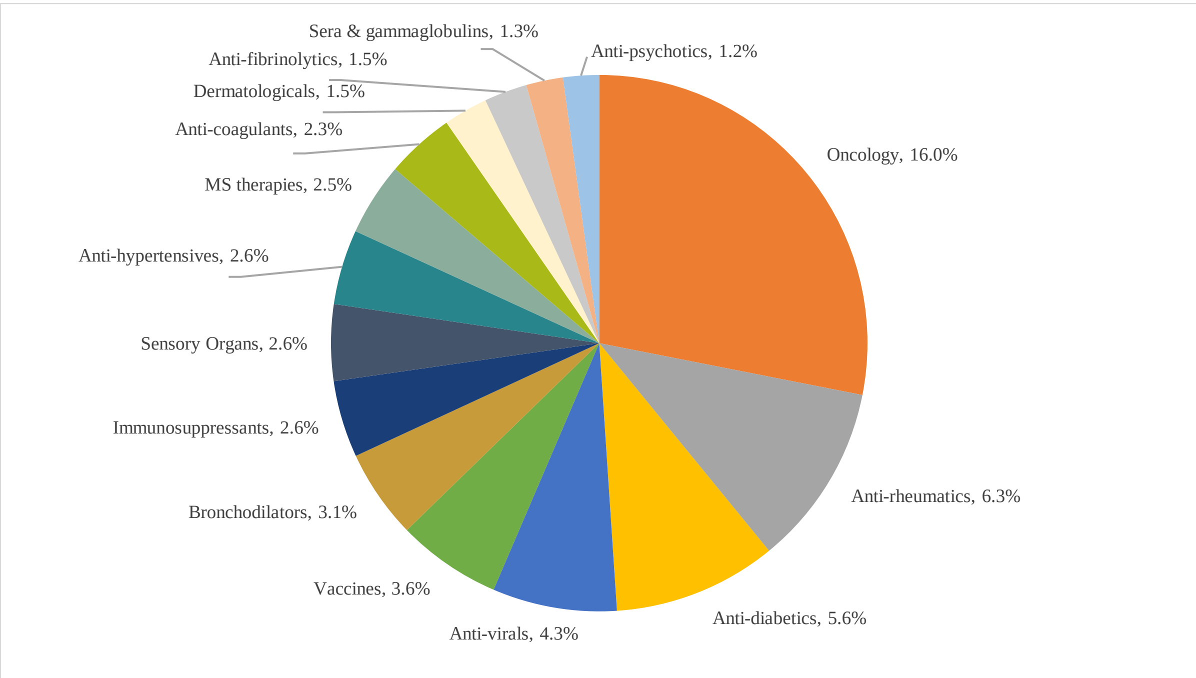
Source: Mordor Intelligence, Pharma Company reports, CRISIL Research

New product launches, widespread population aging and sedentary lifestyles leading to increased chronic disease prevalence, technological advances, new methods for drug discovery, and an increase in pharmaceutical drug usage have been some of the key growth drivers for the industry. Globally, the pharmaceutical companies are offering drugs for customized individual treatment for better treatment against different diseases, and precision medicine which aims to provide medical care according to the patient's individual characteristics, needs, preferences, and genetic makeup.

- **Oncology drugs contributes to larger share of the pharma market**

  Oncology is the largest therapy area in pharmaceutical market by value with close to 16% share in pharmaceutical sales in 2019. It is one of the more expensive areas to develop new therapeutic drugs. Around 40% of R&D spend in pharma sector goes into oncology segment. The growth of oncology sales can be partly attributed to the growth of the immune-oncology sub-segment.

Therapy-wise share in global pharmaceutical market (value) (2019)



Note: Overall pharmaceutical market was sized at USD 1,250 billion in 2019

Source: Industry reports, CRISIL Research

Significant R&D spends to continue to boost pharmaceutical growth across major markets like US and Europe

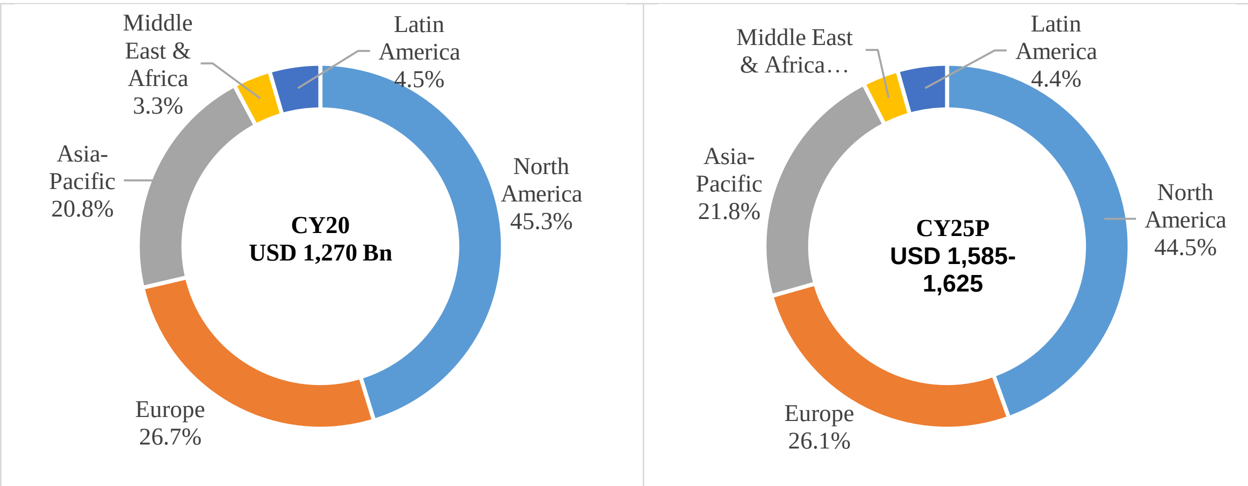
Increasing R&D expenditure by global players is expected to lead to development of innovative medicines in the treatment of various diseases. Globally, the number of clinical trials has been increasing with the increasing prevalence of chronic diseases, and the growing demand for clinical trials in developing countries is also fuelling the market's growth. The global market is also driven by a rising number of biologics. The need for orphan drugs and the demand for advanced technologies, globalization of clinical trials, and technological evolution to conduct clinical trials are further projected to drive the pharmaceutical market growth.

North America to continue to dominate the global pharmaceutical market; however, Asia-Pacific region to remain the fastest in terms of growth

Global pharmaceutical market has grown over the years owing to manifold increase in the value terms mainly in the markets of North America, Europe and Asia Pacific. North America is the largest pharmaceutical market in the world with the value of ~USD 575-585 billion as of CY20 followed by Europe and Asia-Pacific which stood at ~USD 335-340 billion and ~USD 265-270 billion, respectively, during the corresponding year.

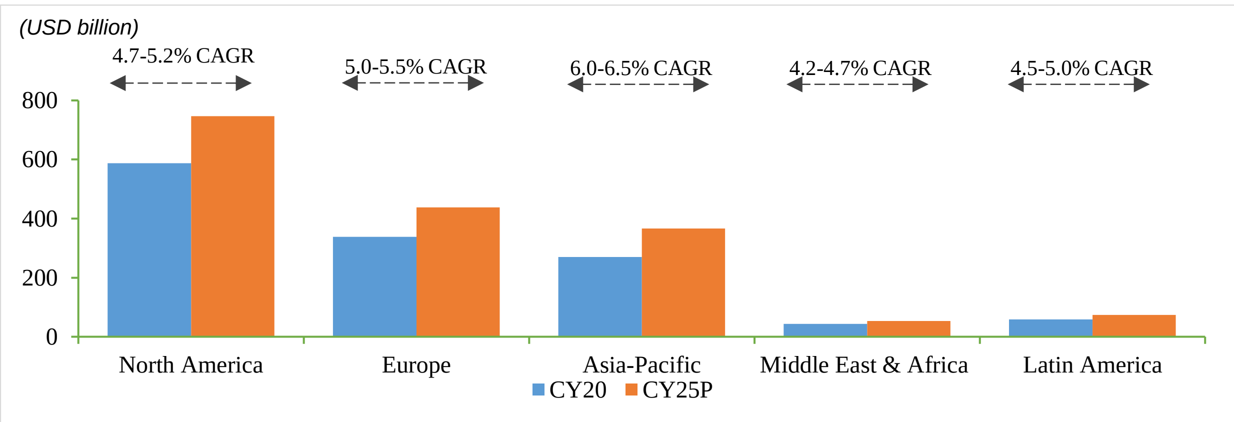
Emerging markets represent an exceptional opportunity for the pharmaceutical industry on account on expected rise in healthcare spending from current low levels and increase in per capita income to support this rise in expenditure. Emerging markets comprise of Brazil, India, China, South Africa, Asean-5. Emerging Asia comprises the ASEAN-5 (Indonesia, Malaysia, Philippines, Thailand, Vietnam) economies, China, and India. Emerging markets are expected to grow faster than the overall global pharmaceutical market.

Region-wise segmentation of global pharmaceutical market



P: Projected
Source: Mordor Intelligence, CRISIL Research

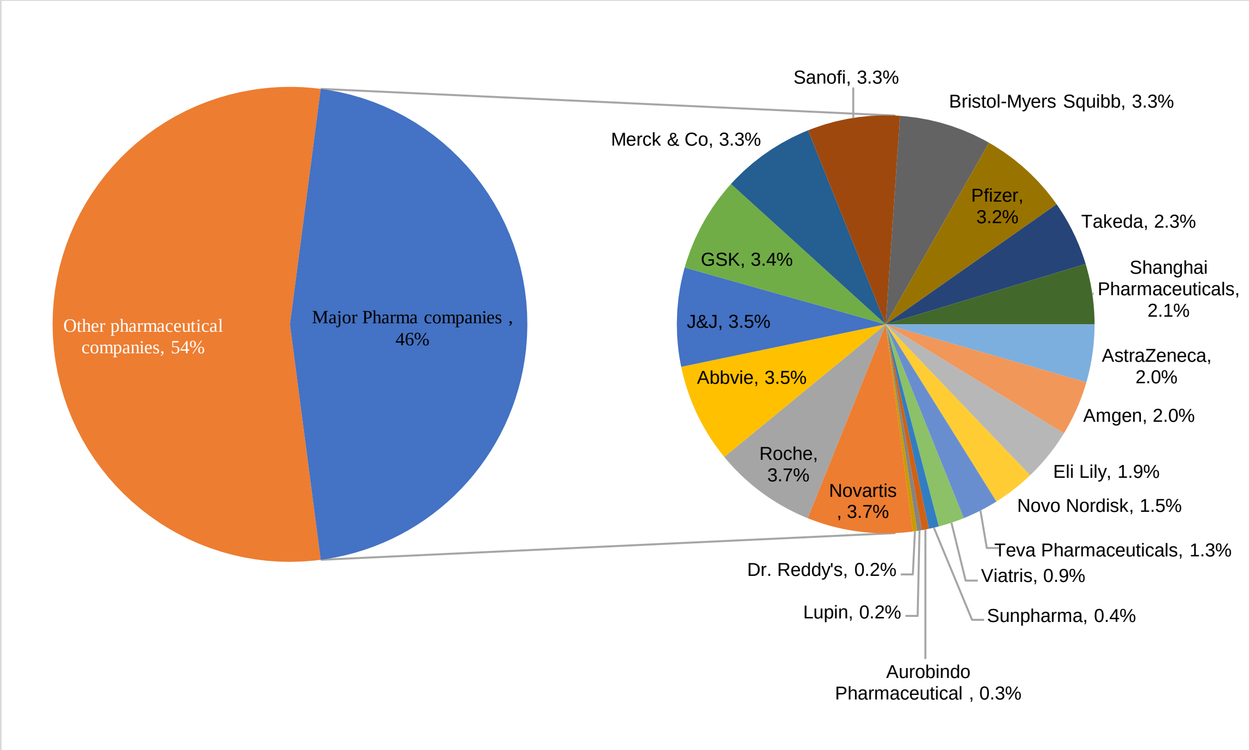
Region-wise global pharmaceuticals market outlook (USD billion)



Note: Global pharmaceutical market - CY20: USD 1,270 Bn and CY25P: USD 1,580-1,625
P: Projected
Source: Mordor Intelligence, CRISIL Research

- **Top MNC companies contribute to almost 45-50% share in global pharmaceutical market**

  The top 10 players maintained a global market share of about 33-35% in 2020.Novartis leads the global pharmaceutical companies with highest pharmaceutical revenue (USD 48Bn in 2020).

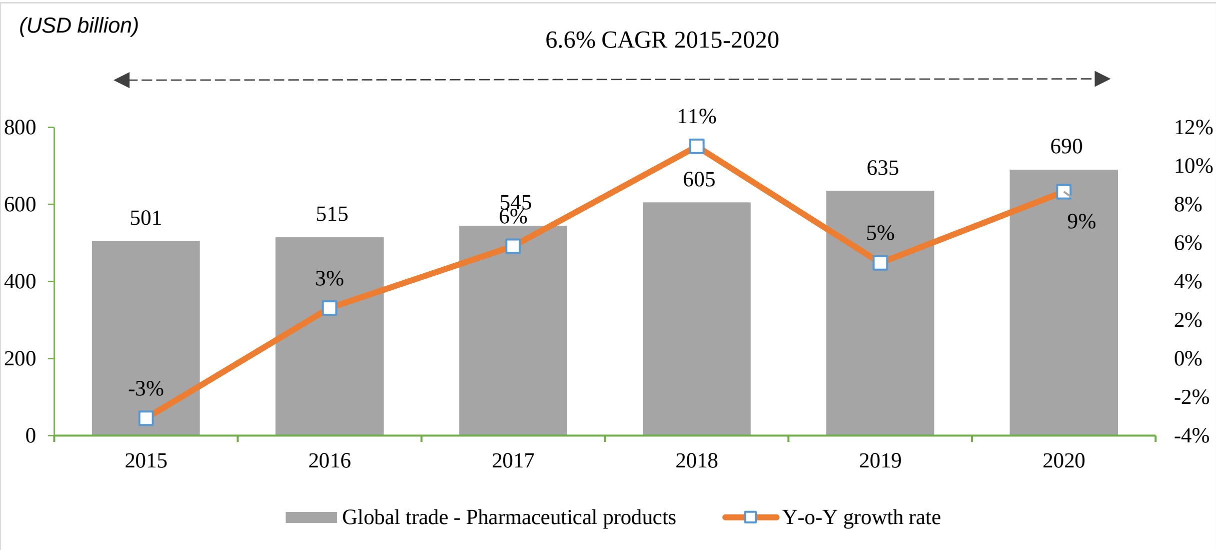


Note: Global pharmaceutical market - CY20 estimated at USD 1,270 Bn
Source: Company reports, CRISIL Research

Trade contributes to nearly 50-55% of Pharmaceutical global sales

Global pharmaceutical industry has around 50-55% of its sales derived from trade transactions. Global trade (import and export) saw an increase of 6.6% CAGR from USD 501 billion in 2016 to USD 690 billion in 2020.

Global pharmaceutical trade



Source: UN Comtrade, International Trade Centre – Trade map, CRISIL Research

USA, Germany, Belgium, China, Switzerland, United Kingdom, Japan are some of the key importing countries in pharmaceutical industry. India is not a major importing nation and contributes to less than 1% of total pharmaceutical imports. USA is one of the key importers of pharmaceutical products and contributed to 20.1% of global imports in 2020. USA saw increase in imports in 2020 on account of pandemic driven demand for pharmaceutical products. India (as an exporter) contributes to 6% of USA imports over the last five years from 2016 to 2020.

Imports contribute to only 25% of consumption in United States, but given the large size of the consumption market in US, US is the largest importer of pharmaceutical products in the world.

European region is among the major exporting regions. Within European pharmaceutical industry Switzerland, Germany, Italy, France, United Kingdom, Denmark and Belgium are key pharmaceutical production markets. India contributed to 2.7% of the pharmaceutical exports in 2020.

	2016	2017	2018	2019	2020	CAGR 2016-2020
Global Import (USD bn)	531.0	564.9	622.4	655.7	693.4	6.9%
y-o-y growth in global imports (%)	3.7%	6.4%	10.2%	5.3%	5.8%	-
Global Export (USD bn)	499.9	528.6	587.1	617.5	688.6	8.3%
y-o-y growth in global exports (%)		5.7%	11.1%	5.2%	11.5%	-

Share of top countries in pharmaceutical product imports

Share of countries	2016	2017	2018	2019	2020	CAGR 2016-2020
United States of America	17.4%	17.1%	18.6%	19.6%	20.1%	10.8%
Germany	9.1%	9.4%	9.2%	8.9%	9.5%	8.0%
Belgium	6.6%	6.2%	6.5%	6.9%	7.4%	10.2%
China	3.9%	4.5%	4.5%	5.1%	0.4%	-39.0%
Switzerland	4.6%	5.1%	4.8%	4.8%	5.6%	12.2%
United Kingdom	6.2%	5.9%	4.9%	4.3%	3.7%	-5.7%
Japan	4.6%	4.0%	4.1%	4.2%	4.1%	4.0%
Italy	4.0%	4.2%	4.3%	4.2%	4.1%	7.4%
France	4.2%	4.1%	4.1%	3.8%	4.1%	6.6%
Netherlands	2.9%	2.7%	2.7%	2.8%	5.1%	22.8%
Spain	2.6%	2.5%	2.5%	2.4%	2.5%	5.9%
Russian Federation	1.7%	1.9%	1.7%	2.1%	1.6%	5.0%
Canada	2.1%	2.1%	2.0%	2.1%	2.1%	5.9%
Australia	1.5%	1.4%	1.3%	1.3%	1.3%	2.9%
Austria	1.1%	1.1%	1.2%	1.2%	1.1%	8.6%
India	0.3%	0.3%	0.3%	0.4%	0.4%	9.8%
Share of top 15 countries in global imports (excludes India)	72.5%	72.1%	72.4%	73.7%	72.8%	

Source: UN Comtrade, International Trade Centre – Trade map, CRISIL Research

USA is key customer for India, but India contributes to only 6% of USA pharmaceutical imports

India exports	18.3	USA imports	139.5
USA share in India's exports	38%	India's share USA imports	6%

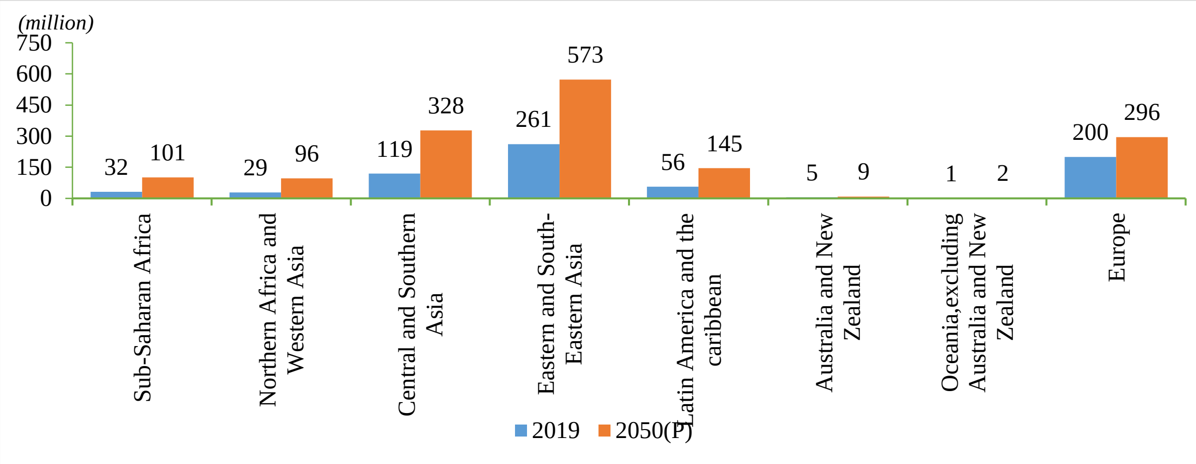
Source: UN Comtrade, International Trade Centre – Trade map, CRISIL Research

Key growth drivers for global pharmaceutical industry

Rise in ageing population

According to the data from 'World Population Prospects: The 2019 Revision' published by the United Nations, the number of older people, aged 65 years or above, is expected to more than double by 2050, globally, rising from 703 million in 2019 to 1.5 billion in 2050. Globally, the population group aged 65 years or over is registering faster growth rates than all younger age groups. Healthcare needs of the aging group which mainly consists of chronic diseases is expected to drive growth for the Global pharmaceutical industry.

Figure 1: Number of persons aged 65 years or over by geographic region, 2019 and 2050



P: Projected
Source: UN population ageing 2019, CRISIL Research

Incidence of chronic diseases

Incidence and prevalence of chronic diseases are increasing rapidly all around the world. Rising incidences of diseases, such as cancer, cardiovascular diseases, obesity, and diabetes, are primarily observed and have a significant impact on the economy of the country, which is likely to drive the demand for pharmaceuticals. According to the Organization for Economic Co-operation and Development's (OECD's) Health at a Glance, the 2019 report, almost one third of people aged 15 years and over reported living with two or more chronic conditions. Cardiovascular diseases are found to be most prevalent across the world, and are the leading causes of death.

Better access to medicine in emerging markets

The gap in average medicine usage between developed markets and emerging markets is closing, owing to reasons like increased per capita income, improvement in healthcare infrastructure, and increase in insurance coverage.

Strong development of generics market

Developed economies spend a major portion of their gross domestic product (GDP) on healthcare. However, austerity measures adopted in Europe will continue to drive demand for generic drugs and pricing realisations may not be as favorable as in the past.

Healthcare reforms in the US are driving higher insurance coverage and greater usage of generic medicines. Driven by greater dependence on generic medicines and enactment of Patient Protection and Affordable Care Act, growth in the market is expected to continue.

The decline in uninsured population in the US will continue to drive demand for generic drugs and aiding the growth of Indian manufacturers.

Regulations in key markets

	USA	Europe	India	Japan	China
Regulatory authority	Food and Drugs Authority (FDA)	European Medicines Agency (EMA)	DCGI	Pharmaceutical Medical Device Agency (PMDA)	National Medical products administration (NMPA)
TSE/BSE study data	Not required	Required	Required	Required	Required
Authorities involved in review/granting generic drug	1. Centre for drug evaluation and	1. European medical agency. 2. Committee for Human	1. Central Drugs Standard Control	1.Pharmaceutical Medical Device Agency 2. Office of	1. China Drug Administration 2. The National Institute for Control of Pharmaceutical

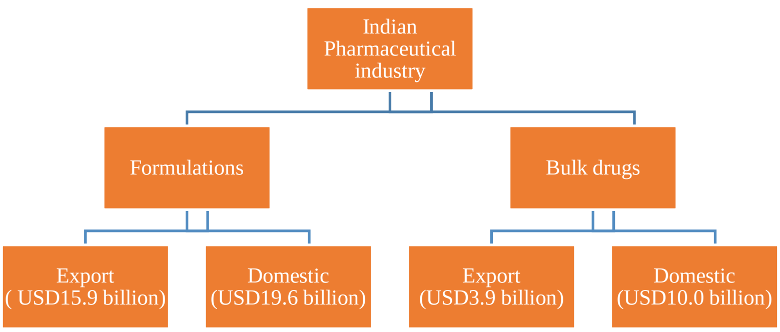
	USA	Europe	India	Japan	China
approval	research 2. Office of generic drugs.	Medicinal Products 3. European union	Organization 2. Drugs Controller General India	generics 3. Ministry of Health Labour and Welfare	and Biological Products 3. Provincial Institutes for the Control of Pharmaceutical Products
APPLICATION TYPE – generics	a. For new drug- NDA b. For generic drug – ANDA c. For biological application – BLA	Marketing authorisation Application.	Marketing authorisation Application.	New generic drug Application	New generic drug Application.
Registration process	One registration process	Multiple registration process 1.Centralised procedure 2.Decentralised procedure 3.Mutual recognition procedure 4.National procedure	One registration process	One registration process	One Registration Process 2 types: Standard review procedure Special review procedure
Approval timeline	18 months	12 months	2 - 18 months	12 months	12-18 Months
Fees	$ 2.8 million – NDA application with clinical data $ 1.4 million – NDA application without clinical data	National fee (including hybrid applications): £103,059 Decentralised procedure where UK is CMS:£99,507	₹. 50,000	For every review meeting separate fees.	Generic drugs made in China: 318,000 Renminbi(46,349.61USD) Generic drugs made outside China: 502,000 Renminbi(73,177.85 USD)

Assessment of Indian bulk drug industry

Overview of Indian bulk drug industry

The Indian pharmaceutical industry can be broadly classified into formulations and bulk drugs. Formulations, can be further divided into domestic and export formulations. Bulk drugs can also be similarly categorised.

Classification of Indian pharmaceutical industry

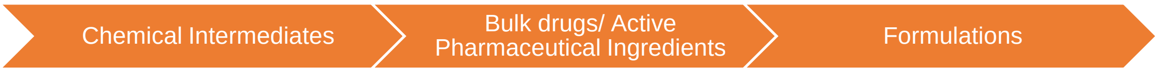


Note: Values for exports and domestic mentioned are as of fiscal 2020.
Source: CRISIL Research

Majority of bulk drugs produced in India are used for captive consumption

About USD 3.9 billion worth of bulk drugs were exported in fiscal 2020. A major part is sold in the domestic market and also used for captive consumption with many large formulation players performing backward integration.

Pharmaceutical value chain



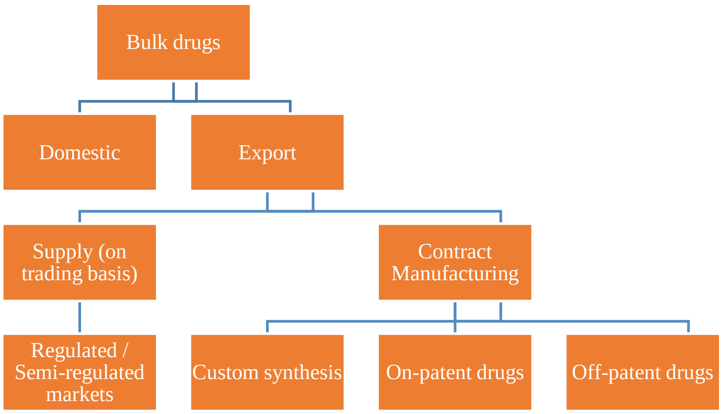
Source: CRISIL Research

- **Revenue model of bulk drug players**

  Bulk drugs are exported either under a contract manufacturing service between Indian manufacturers and global innovator companies or are merely supplied on a trading basis. The latter method is followed when exporting to semi-regulated markets or while supplying bulk drugs for manufacture of off-patent drugs in regulated markets. Typically, regulated markets offer higher profits than semi-regulated markets.

  Exports to regulated markets also occur in the nature of contract manufacturing for on-patent and off-patent drugs. Besides, bulk drugs are also supplied (in smaller quantities) during drug development to innovator companies. Players operating in this segment earn higher margins as compared to other exporters. The margins vary according to the player's area of expertise; for example, custom synthesis carries very high margins compared to supply for manufacture of off-patent drugs.

Revenue model adopted by bulk drug players



Source: CRISIL Research

Types of operations of API players

Custom synthesis

Custom synthesis is production of drug compounds as per client (global innovator) specifications for development of niche drugs and for research needs. It entails production and synthesis of intermediates and supply of bulk drugs on a customised basis to innovator companies for usage in drug discovery processes.

- **Exports to semi-regulated markets**

  Indian bulk drug players have traditionally maintained a strong foothold in semi-regulated markets such as Latin America, Commonwealth of Independent States (CIS), Asia and Africa. Although a current good manufacturing practice (cGMP)-compliant facility is a basic export requirement, other regulations are less stringent in these markets than they are in regulated markets. Semi-regulated markets, therefore, attract small bulk drug manufacturers who cannot tap regulated markets. However, low entry barriers have also intensified competition in these markets, pressurizing player margins, which are almost at par with what they earn in the domestic market (5-10%).

Review and Outlook of Indian bulk drug industry

The bulk drug industry in India is ranked third-largest globally in terms of volume, behind China and Italy. About 35 per cent of bulk drugs produced in India are exported and the remaining bulk drugs are sold in the domestic market, including captive consumption by several large formulation players. India is the largest provider of generics drugs globally contributing to 20% in global supply by volume of generics drugs. India ranks lower in terms of value of pharmaceutical at 14th position as compared to 3rd position in volume terms.

India enjoys cost advantage over regulated markets

Bulk drug manufacturing costs are significantly lower in India than in the regulated markets of the United States (US) and Europe, as illustrated in the chart below. China is a major exporter of bulk drug intermediates globally as it enjoys competitive advantage due to government support, coupled with low power and labour costs. On the other hand, India is a preferred destination for the procurement of active pharmaceutical ingredients (APIs), especially in regulated markets, compared with China. This is on account of its advanced process chemistry skills, which aid the manufacture of bulk drugs and complex intermediaries.

Overview of cost of manufacturing

Country	Units
US	100
Europe	85-90
India	
In US FDA approved plants	45-50
In others	35-40
China	35-40

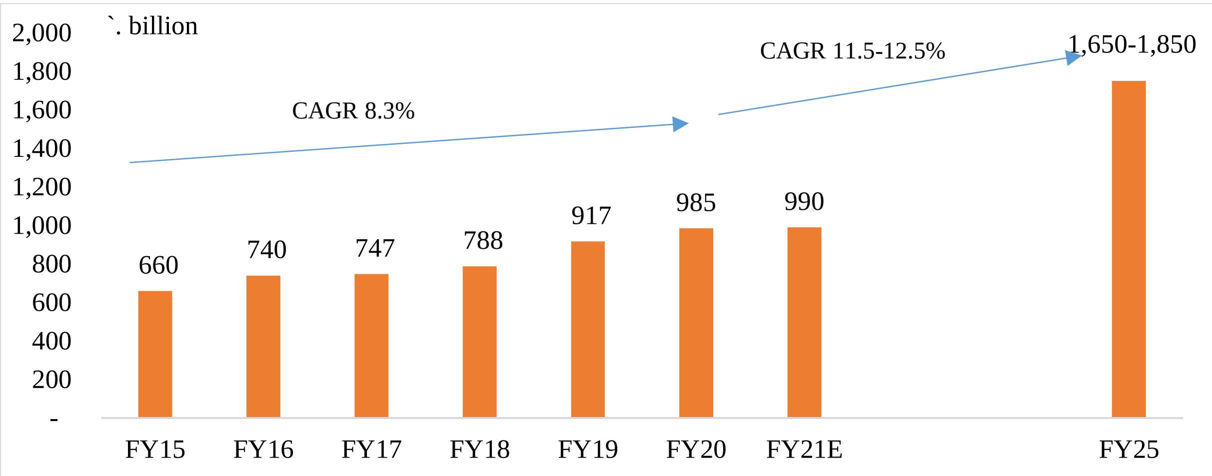
Note: Cost indexed to US
Source: Industry, CRISIL Research

Bulk drugs industry highly fragmented

There are over 2,700 API manufacturers in India. The bulk drugs industry in India is highly fragmented with major presence of small unorganised players. Unorganised players constitute almost half of the bulk drugs industry. While there are a large number of standalone bulk drug manufacturers, most formulators are backward integrated and also produce bulk drugs. The larger players operate in the domestic as well as export markets, focusing more on the latter. Some the key players in the API segment include Divis Laboratory, Wanbury, Hetero Drugs, Cadila Pharmaceuticals, Hikal, Supriya Lifescience, Solara Active Pharma, Neuland Labs, Aarti Drugs, Megafine Pharma, not in any specific order.

- **Bulk drugs industry in India grew at 8.3% CAGR between fiscal 2015 and 2020**

  Overview of Bulk drugs domestic industry (incl. exports)



P: Projected
Source: DGCIS, CRISIL Research

Overview of growth in Indian Pharmaceutical industry (in rupee terms)

Industry segment	Past growth FY15-FY20	Forecasted growth FY20-FY25P	Growth factors
Domestic formulation industry	8.5%-9.5%	10.5%-11.5%	Increased healthcare expenditure and penetration of health infrastructure
Formulation and biologics exports	10.5%	14.0-15.0%	Increased penetration of generics in global pharmaceuticals
Domestic bulk drugs industry	8.3%	11.5%-12.5%	Growth in formulation drugs manufacturing, Bulk drug parks, PLI scheme - Govt impetus
Bulk drugs exports	5.6%	9.5-10.5%	Shift from China market – Alternative to supply from China

P: Projected, Source: CRISIL Research

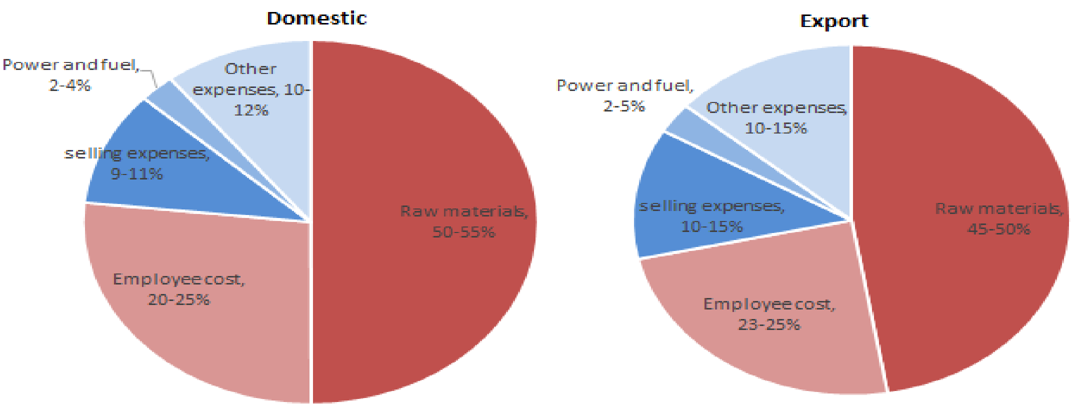
COVID-19 impact on pharmaceutical sector has been minimal

The COVID-19 impact on the pharma sector has been less pronounced than observed in the other sectors, as pharmaceuticals were included under the essential services category and were exempt from the restrictions under the nationwide lock-down. But COVID-19 pandemic put a brake on production and the supply chain of major pharmaceutical companies and on export of certain critical API and drugs. The pandemic highlighted the global reliance on China for APIs for various drugs. 44 Chinese companies were deemed non-operational during the pandemic due to lockdown restrictions placed by the government of China. This impacted exports of key material from China. This has led to various nations rolling out programs for indigenous API production and nations across the EU have reassessed their healthcare models for fighting against pandemic and ensuring a constant inflow of API production. Leading pharmaceutical companies are changing their business models and offering solutions based on key performance indicators as required by country.

- **Active pharmaceutical ingredients (APIs) forms the major cost for formulation players**

  Active pharmaceutical ingredients (APIs) form the major cost for formulation players. The raw material cost also includes the cost for inert materials i.e the materials used to stabilise the impact of APIs and preserve them for a longer period of time. However, the inert material cost does not form more than 10% of the overall raw materials

Direct cost break-up for pharmaceutical players



Source: Industry, CRISIL Research

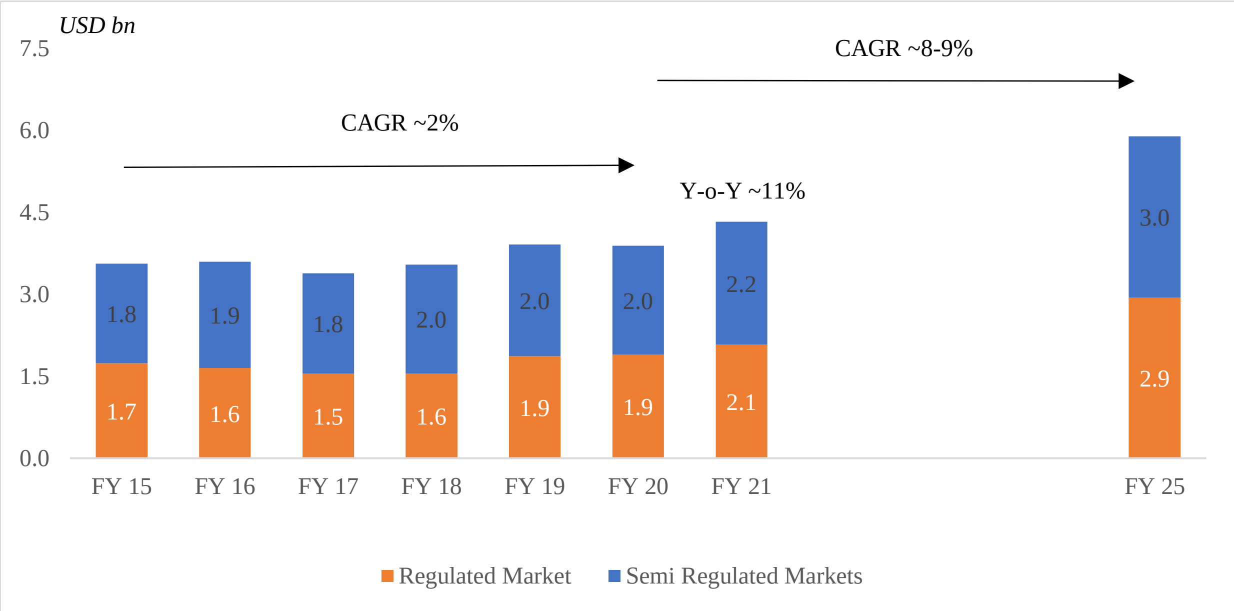
- **Bulk drug exports**

- **Indian Bulk drug exports to grow at 8-9% CAGR from FY20-25 owing to government schemes and various other factors (growth in USD terms)**

The government's new scheme to promote Indian bulk drug industry, which includes providing incentives for manufacturing is also likely to aid growth in the long term.

Demand is expected to pick up regulated markets, as customers source from India as part of de-risking value chain from China. Growth will be supported by increasing focus of Indian players in the specialty products segment, where competition is comparatively low.

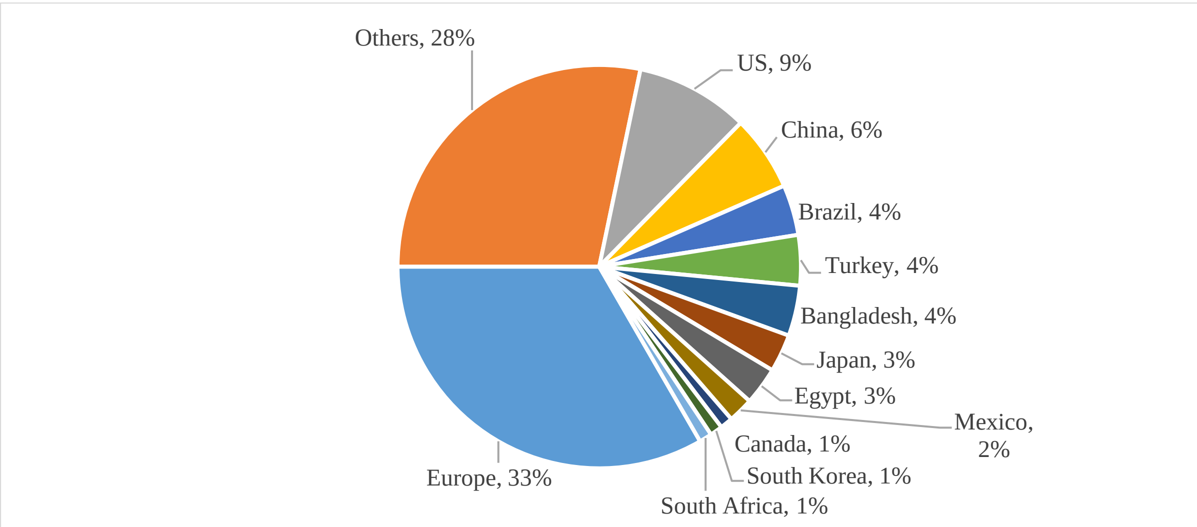
Bulk drugs export outlook (US $ Bn)



P:Projected
Source: DGCIS, CRISIL Research

The geographic mix for bulk drug exports varies substantially compared with formulations. The US accounted for ~9% of the bulk drug exports in fiscal 2020, compared with a ~39% share in formulation exports. This is mainly because of China's large share in global bulk drug and intermediates trade compared with India. Further, Japan, which constitutes negligible share in formulation exports, accounts for ~3% share in bulk drug exports.

Share of countries in bulk drug exports (FY20) (USD 3.9 Bn)

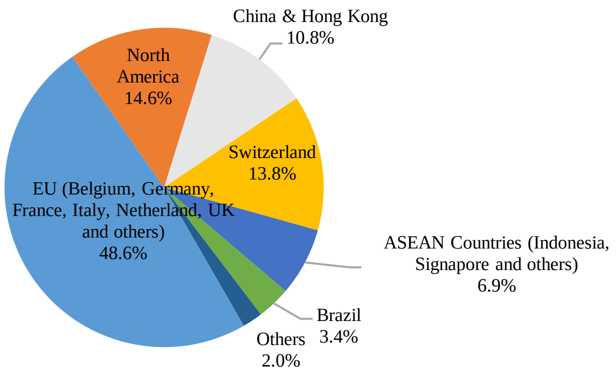


Source: DGCIS, CRISIL Research

In India and globally as well, API imports are concentrated to specific geographies than formulation imports

Countries are more dependent on select few countries for API imports such as China and India – that is API imports is more concentrated, whereas formulation imports are diversified across various countries as per exports database. In India API imports are more concentrated from single market such as China (with 65-70% share) than formulation imports with EU region contributing the highest, with countries share as Belgium – 12.9% , Germany – 8.2% , France – 6.1%, Italy – 4.7%, Netherland – 4.3%, UK – 3.7% in fiscal 2020 formulation imports by India.

Share of countries in formulation imports (FY20)



Source: DGCIS, CRISIL Research

Review of key demand drivers for Indian bulk drug industry

Supply chain and quality disruptions in China to aid in medium term

Following the coronavirus pandemic breakout, China was unable to supply bulk drugs/API to its customers. Consequently, prices of these drugs have also increased now. Even though, supply from China has resumed, with quality issues in recent times and declining global image, India might gain a competitive edge in the sector.

Regulatory boost for domestic industry

The Union Cabinet, on March 21, 2020, approved the below schemes for the development of the Indian bulk drug sector.

Name of the scheme	Details
Production-Linked Incentive	• Tenure: FY21 to FY30 • Financial outlay: ₹. 69.4 billion • Scheme applicable for greenfield projects • Financial incentive to be provided for 41 identified key products which cover all 53 identified API's • The networth of applicant (including that of group companies) as on date of application >=30% of total proposed investment • Maximum number of selected applicants: 136 • The incentive under scheme shall be applicable only on sales of eligible product to domestic manufacturers
Creation of bulk drug parks	• Tenure: FY21 to FY25 • Financial outlay: ₹. 30 billion • Three bulk drug parks will be supported under the scheme • Maximum grand-in-aid for one bulk drug park will be limited to ₹. 10 billion • Minimum 50% of land area for bulk drug manufacturing units • 3 states to be selected through challenge method

Source: PIB, CRISIL Research

India stands to benefit from China plus one strategy of global pharmaceutical players

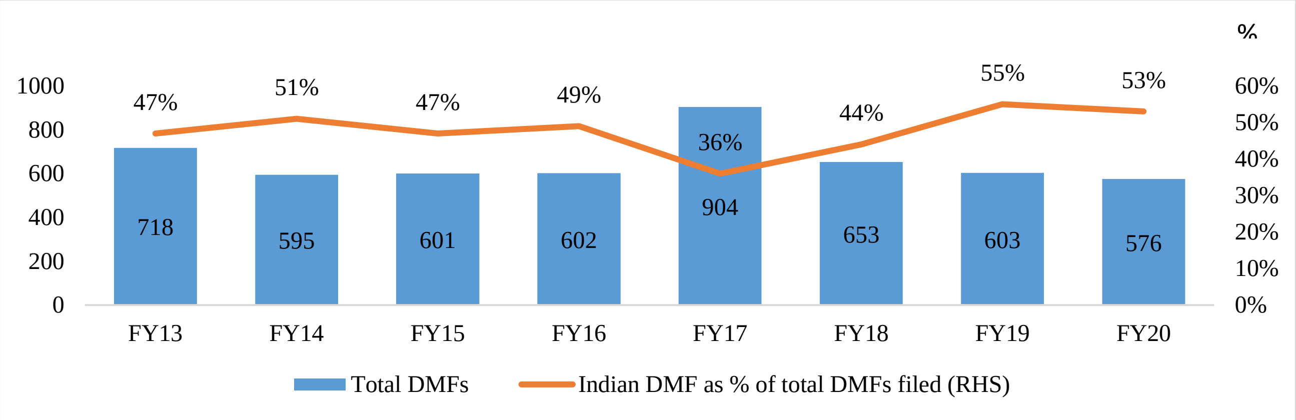
The first blow to the global pharma industry came in 2017 when the supply chain was disrupted due to China's environmental crackdown. As part of the Blue sky policy, thousands of industrial parks and chemical companies were closed either temporarily or permanently. This resulted in the steep price hike and shortage of raw materials and APIs for the global pharma industry.

The Covid-19 pandemic has resulted in anti-China sentiment and awakened renewed interest for diversification from procuring from China and looking at additional supplier apart from China with the China +1 strategy. This will help to enhance supply chain resilience by diversifying sourcing/manufacturing activities into other countries. India stands a chance to be the biggest beneficiary of this China+1 strategy of global pharma giants. The domestic API manufacturers have already witnessed increased enquiries from the worldwide innovator. The global innovators are now looking to develop India as the second source and shift from China to India.

- **India has highest number of US FDA-approved facilities outside the US, leads US DMF submissions**

  India has consistently maintained its leadership in drug master file (DMF) submissions. This proves the capability of Indian players to meet required export quality standards for regulated markets.

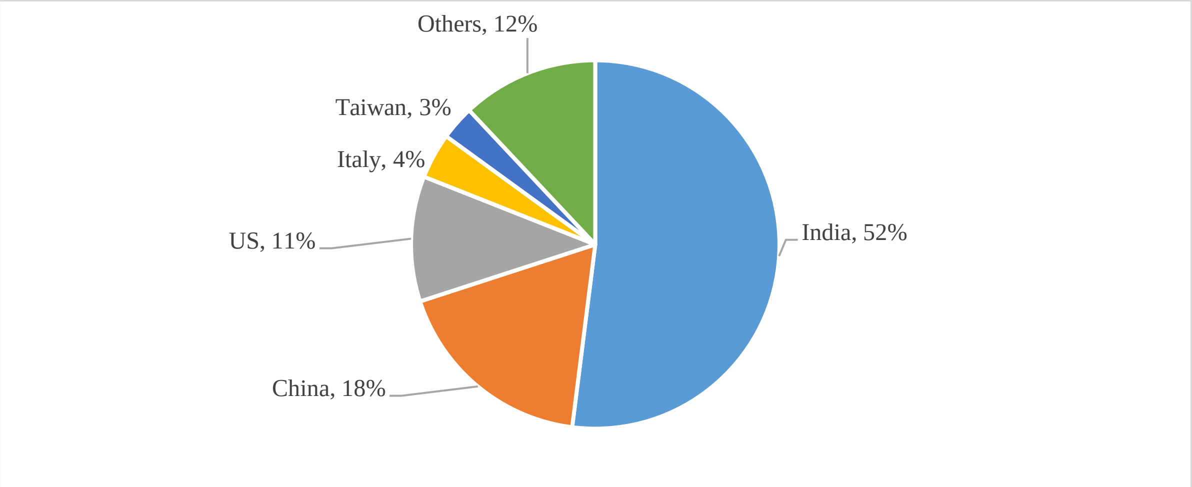
DMFs (global vs. India)



Source: USFDA, CRISIL Research

India is considerably ahead of its competitors in terms of the total number of DMFs.

Country-wise DMFs (2019)



Note: Active, Type II DMFs considered
Source: USFDA, CRISIL Research

- **Focus on niche and specialty products to aid growth**

  A focus on specialty products and niche molecules would aid the growth of bulk drug players. Players have a healthy pipeline of complex generics and limited competition products, which are difficult to manufacture but command a higher premium. The pricing pressure is also expected to normalise in regulated markets in the coming years.

- **Outsourcing of bulk drugs from MNCs to continue**

  In view of high operating expenses, CRISIL Research believes MNCs will look at bulk drug outsourcing to control cost and improve profitability.

India is emerging as the key player in CDMO segment

India is becoming a preferred destination for outsourcing the pharmaceutical activities across pharma value chain. Global pharmaceutical players are continuously witnessing cost pressures and looking for ways to shorten time to market. Thus the industry is looking for established CDMO partners, particularly in Asian markets such as India and China. China will not be the most preferred partner for CDMO outsourcing on account of regulatory headwinds in China, incidences such as Covid-19 pandemic, closure of certain API and chemical industries on account of environment pollution, and political confrontations with the developed economies of the world. On the other hand, Indian CDMO companies over the last decade have demonstrated their capabilities on the global platform and are best positioned to benefit from increased R&D outsourcing in the pharmaceutical industry.

Review of key regulations in Indian bulk drug industry

As healthcare is of prime importance, the pharmaceutical industry is subject to various laws and regulations, both in the domestic and international markets. Over the past few years, these regulations have been made more stringent to ensure greater efficiency, safe consumption of drugs and prevent sales of spurious products.

Being the raw materials for various drug formulations, bulk drugs are evaluated with respect to their chemical and physical properties, process patent status and availability. In addition, bulk drug manufacturing facilities are audited for their compliance with current Good Manufacturing Practices (cGMP).

- **Current Good Manufacturing Practices**

  The cGMP are norms that describe the methods, equipment, facilities and controls etc required for the production of pharmaceutical products, mainly formulations. However, with the implementation of Schedule M in India w.e.f January 1, 2005, even bulk drug manufacturers have to comply with the cGMP norms. Further, since many manufacturers export to markets such as USA, they must comply with the importing country's CGMP norms as well.

  Some of the common requirements of cGMP are:

  - Properly designed and maintained equipment and facilities
  - Approved standard operating procedures
  - An independent quality assurance unit
  - Well-trained personnel and management
  - Adherence to and proper documentation of process and product controls
  - Lab controls and other controls necessary to provide drug quality assurance

- **Drug master files**

  Since a significant share of the bulk drugs manufactured in India are exported to regulated markets such as the US and Europe, the exporting companies must comply with the regulations of those regions. A drug master file (DMF) is a document provided to the respective regulatory agency by a bulk drug manufacturer, containing detailed confidential information about the facilities, processes, or articles used for manufacturing such as for processing, packaging, storing the bulk drug and the cGMP status of the bulk drug. In Europe, this document is known as European Drug Master File (EDMF) or an Active Substance Master File (ASMF) and in the US it is termed a Drug Master File (DMF). Over the years, Indian players have been filling several DMFs with the US FDA. Consequently, from 2014-2019, India accounted for ~37% of the total DMF fillings made in the US.

New pricing policy departs from fixing bulk drug prices

In the past, prices on bulk drugs and their formulations was regulated based on cost of manufacturing and a suitable return to the manufacturer. However, under the National Pharmaceutical Pricing Policy 2012, there has been a departure from this practice and currently pricing control is being extended only to the final formulations, which are deemed essential medicines for healthcare delivery.

- **Drug Price Control Order (DPCO)**

  In India, the Drug Price Control Order (DPCO) (a regulation enforced by the central government), fixes the ceiling prices of some APIs, also called scheduled bulk drugs. The National Pharmaceutical Pricing Authority (NPPA) collects data and reviews the pricing structure of different APIs and provides recommendations to the Union Ministry of Chemicals and Fertilisers. However as per the National Pharmaceutical Pricing Policy 2012 (NPPP), price controls have been extended only over the final formulation and not over the bulk drugs used for the manufacturing of the formulation. The pricing formula and list of medicines along with their dosage strengths to be included as part of the NPPP 2012 has been notified in the new drug price control order 2013 (DPCO 2013).

  The DPCO 2013 empowers the NPPA to regulate prices of 348 essential drugs listed in the National List of Essential Medicines (NLEM). However, in 2015, there were amendments made to the NLEM as 106 medicines were added and 70 medicines were deleted. The new list (NLEM 2015) contains a total of 869 medicines to be regulated as of March 2019.

The new policy fixes the pricing mechanism for formulations as under:

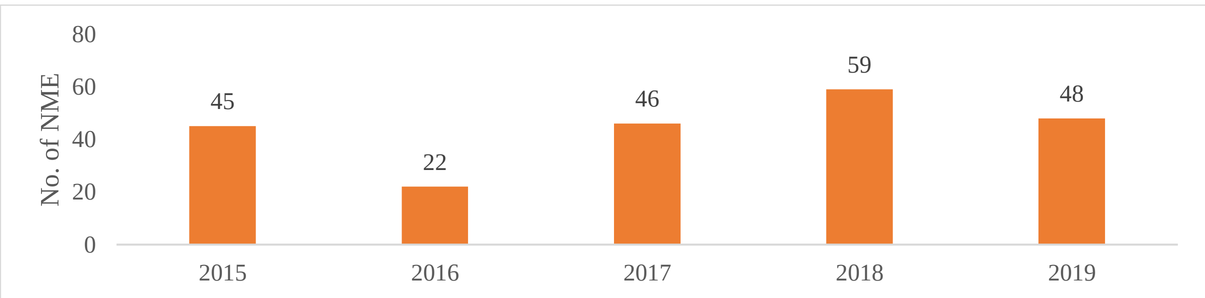
- The NLEM fixes prices of drugs based on: Sum of prices of all the brands of medicines having more than or equal to 1% of the market share of the total market turnover of that medicine divided by total number of manufactures producing such brands of the medicine.

- Later, the prices will be increased annually based on the increase/decrease in the Wholesale Price Index. This is applicable to both domestic as well as imported drugs.

Focus on Research & Development

New molecules entity approved by FDA have increased considerably from 2017 onwards, highlighting the increased investments in R&D. Global R&D expenditure have increased from 18.8% in 2012 to 20.8% in 2020.

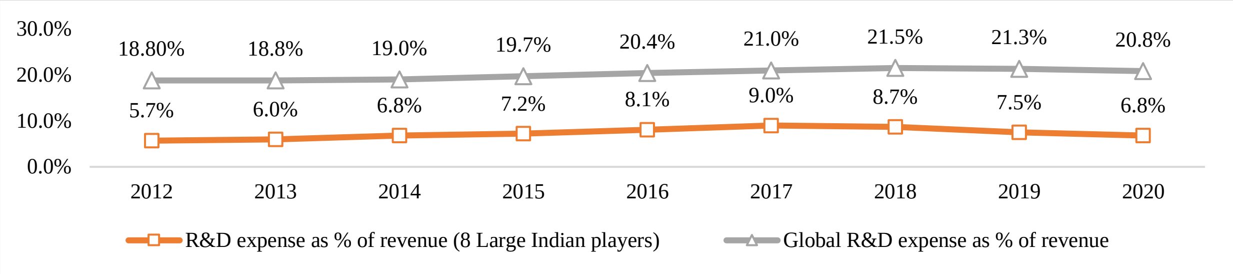
New molecule entity approved by FDA



Investment in R&D by pharma industry as a whole in India has been low, only around 0.6% of turnover. The Indian pharmaceutical industry average R&D expenditure is around 2% of turnover contributed by around 150 companies.

India's R&D expenditure have increased on an average over the last 4-5 years to around 7-8% of total revenues as compared to 6-7% of revenues a decade ago. This has helped India pharmaceutical industry to increase its technical and technological expertise and cater to complex pharmaceutical drugs and API demand. This has helped to boost growth in domestics manufacturing and export capabilities. Exports from India for formulations and biologics have registered as growth of 10.5% between 2015 and 2020.

R&D as % of operating income for 8 large MNC players in India vs global large pharma players



Note: R&D numbers are set of eight large players
Source: Company filings, CRISIL Research

- **Backward integration for key intermediates in API's**

  India is one of the world's leading suppliers of drugs - mostly generic formulations - but depends on imports for its requirement of APIs and KSMs, particularly from China, which accounted for more than 60% of requirements in some therapy areas. India's reliance on pharmaceutical ingredient imports has risen over the past few decades due to the higher cost of domestic production, with the gap in cost reaching to almost 20%-30%, particularly for energy-intensive fermentation-based ingredients used in anti-infectives. Import dependence is more than 90% for some life-saving drugs, including penicillin and ciprofloxacin.

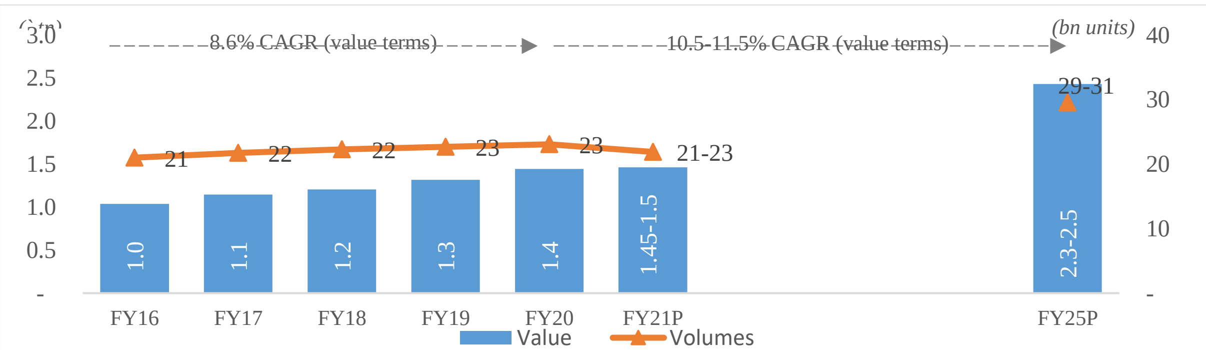
  In an attempt to gain greater control over bulk drug supplies, large domestic pharmaceutical companies are increasing backward integration in key API and intermediates segments. Considering the growth in formulations in international and domestic market, Indian companies are taking steps to strengthen their API and intermediates manufacturing.

Assessment of Indian Formulations market

Domestic formulations market to grow at ~11% CAGR over the next five years

Indian domestic formulations market (consumption) grew at a healthy rate at 8.6% CAGR over the last five years from fiscal 2016 to fiscal 2020. Domestic Formulations segment is expected to grow at ~11% CAGR over the next five years from fiscal 2021 to fiscal 2025 driven by strong demand in generic segment. The domestic formulations demand is expected to reach ₹ 2.3-2.5 trillion by fiscal 2025.

Trend and Outlook on domestic formulations demand (in value and volume terms)



Source: AIOCD AWACS, CRISIL Research

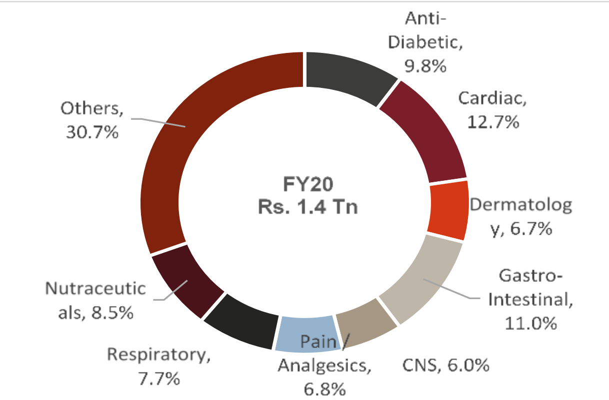
Growth in chronic segment to continue to boost growth in medium term

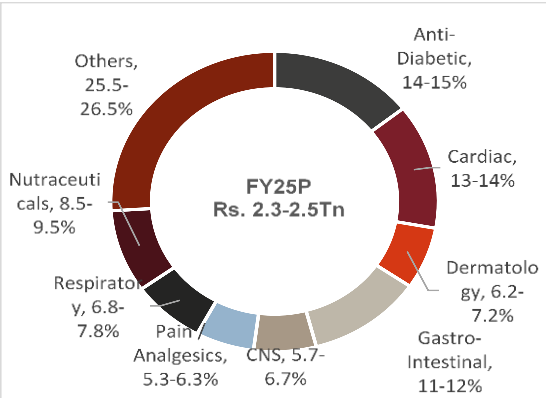
New product launches in the chronic segment is likely to aid growth in the sector in medium term.

Within the key therapeutic category, certain key therapeutic areas, such as, anti-diabetic, Gastro-Intestinal cardiovascular and nutraceuticals, have grown at a CAGR of approximately 14.3%, 7.6%, 10.3% and 7.8%, respectively, during fiscal 2016 and fiscal 2020. Majority of the therapies for the diseases in these high growth and key areas in the chronic therapeutic areas require 'multi-drug therapy', i.e. the specific use of two or more drugs for single or multiple chronic conditions in an individual. Multi-drug therapy has gain importance over the past few years in the healthcare sector.

As of fiscal 2020, Anti-diabetic and cardiac were the largest therapeutic segments catered by the Indian formulations industry, accounting for nearly 1/4th of the market share. By fiscal 2025, these two will continue to remain the largest segments accounting for almost 30% of the market share. The chronic therapeutic category typically provides for higher margins in comparison to the acute therapeutic category.

Therapy-wise segmentation of domestic formulations market



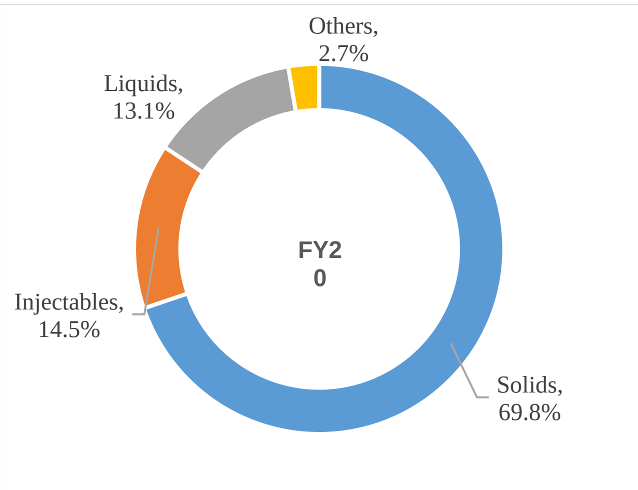


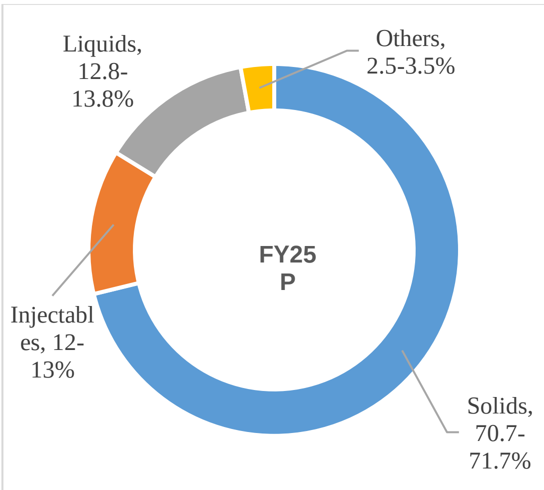
Source: AIOCD AWACS, CRISIL Research

Oral solids to continue to account for major share of the domestic formulations market

In dosage terms, oral solids dominate the domestic formulaitons industry with ~70% share as of fiscal 2020. Oral solids are expected see their share improve marginally to ~71% by fiscal 2025. The injectables segment constituted 14-15% of the all dosage forms catered by domestic formulations industry in fiscal 2020. The segment has grown at a slightly lower pace (6.3% CAGR) compared to overall doemstic formulations market in terms of of consumption (8.6% CAGR) during the last five years from fiscal 2016 to fiscal 2020.

Dosage-wise segmentation of domestic formulations market





Source: AIOCD AWACS, CRISIL Research

- **Government push for schemes such as Jan Aushadhi Pariyojana, a step towards increasing generic generics penetration**

  As branded drugs account for much of the market share, the government has undertaken steps to increase the uptake of unbranded generics. It introduced the Jan Aushadhi Yojana in November 2008 to sell low-cost, unbranded, but quality medicines to all citizens via stores called Jan Aushadhi Kendras.

  The sales of medicines under the PMBJP scheme have grown at a rate of ~124% CAGR between fiscal 2015 and fiscal 2020 and are estimated to be ₹ 6 billion in fiscal 2021.

- **Ayushman Bharat to support long term growth**

  Rising lifestyle diseases and growth in insurance penetration (mainly because of Ayushman Bharat) would aid demand for the pharmaceutical sector in the long term.

  Ayushman Bharat PM-JAY is the largest health assurance scheme in the world which aims at providing a health cover of ₹. 5 lakhs per family per year for secondary and tertiary care hospitalization to over 10.74 crores poor and vulnerable families (approximately 50 crore beneficiaries) that form the bottom 40% of the Indian population

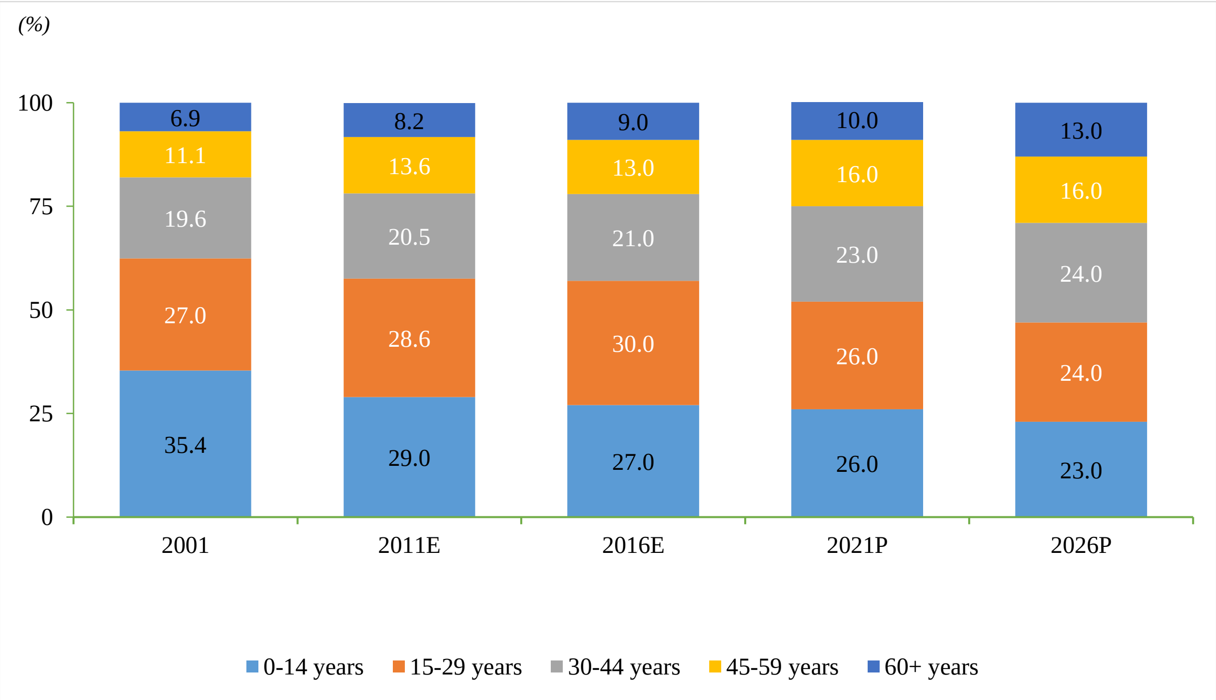
  As on November, 2020, nearly 14 million treatments had taken place under Ayushman Bharat since the inception of the scheme in September, 2018.

Review of key growth drivers for the industry

- **With life expectancy improving and changing demographic profile, healthcare services a must**

  With improving life expectancy, the demographic of the country is also witnessing a change. As of 2011, nearly 8% of the Indian population was of 60 years or more, and this is expected to surge to 12.5% by 2026. However, the availability of a documented knowledge base concerning the healthcare needs of the elderly (aged 60 years or more) continues to remain a challenge. Nevertheless, the higher vulnerability of this age group to health-related issues is an accepted fact.

Trend and outlook on age-group wise segmentation of Indian population



Soure: Census, CRISIL Research

- **Rising income levels along with strong awareness for health has resulted in people seeking quality healthcare services**

  India's per capita income, a broad indicator of living standards, clocked ~5% CAGR between fiscals 2012 and 2020, rising from ₹ 63,642 to ₹ 94,954.

  Growth in household incomes, and consequently, disposable incomes, is, therefore, critical to the overall growth in demand for healthcare industry in India. The share of households falling in the income bracket above ₹ 2 lakhs is expected to go up to 35% in 2021-22 from 23% in 2016-17, providing potential target segment.

- **Improvement in health insurance penetration in India**

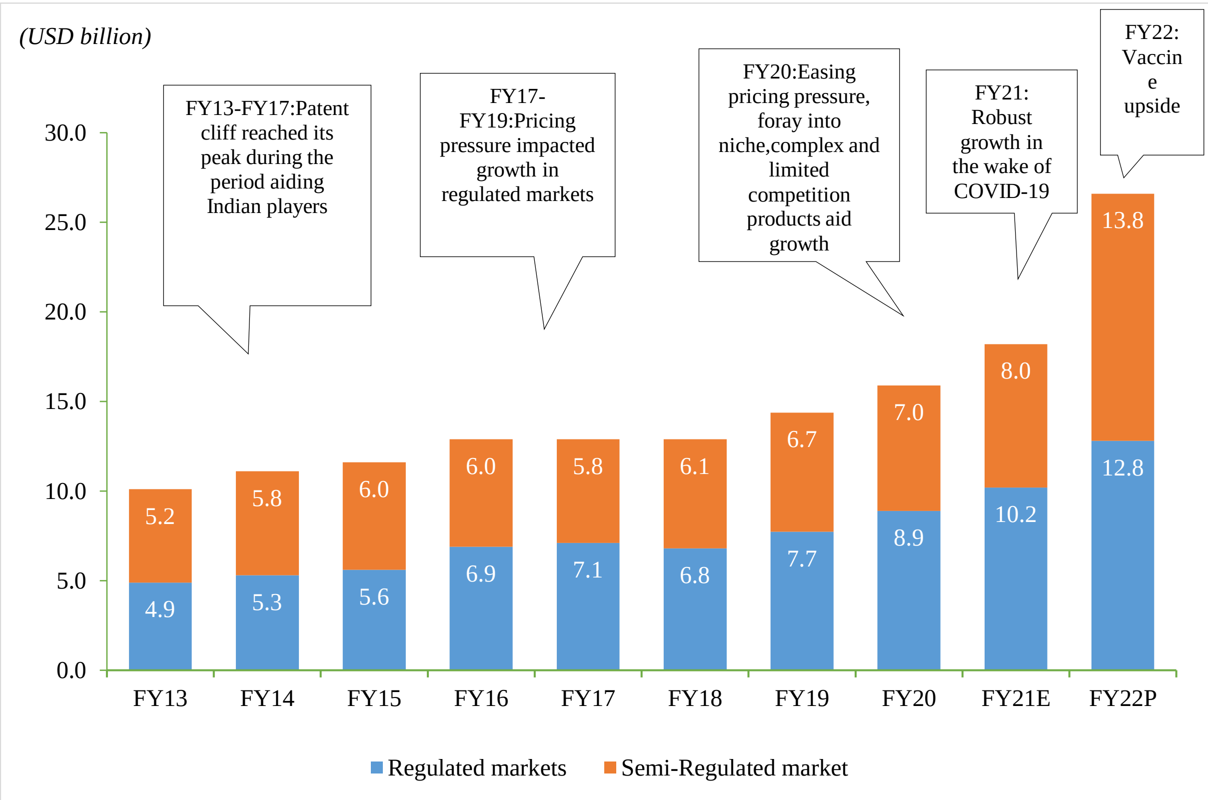
  As per the Insurance Regulatory and Development Authority (IRDA), nearly 472 million people have health insurance coverage in India (as of 2018-19), as against 288 million (in 2014-15), but despite this robust growth the penetration in fiscal 2019 stood at only 36%. With improving Govt focus on reducing the OOP expenses & in the backdrop of covid fueled demand, there is huge potential in expanding insurance coverage.

Formulation exports

- **Exports remain resilient in fiscal 2021, Covid-19 vaccine sales to boost growth in FY22**

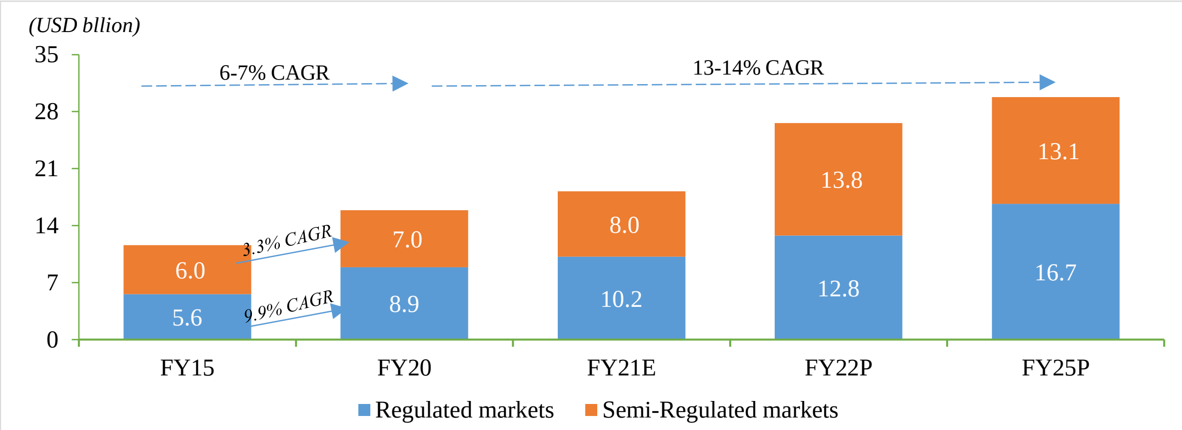
  India's formulations exports continued on growth path in fiscals 2020 and 2021 led by newer launches and opportunities in limited competition products, amid reducing pricing pressures in the US market. Exports increased by ~11% on-year during fiscal 2020. This is despite the increased scrutiny by USFDA on the regulatory front.

Review and outlook on formulation exports from India



Note: E: Estimated, P: Projected
Source: CRISIL Research, Directorate General of Commercial Intelligence & Statistics (DGCIS)
Note: The US, Canada, West Europe, South Korea, Japan and Australia are regulated markets, which have robust regulatory frameworks. Semi-regulated export markets have less-developed regulatory frameworks. These include Africa, Latin America, Asia, the Middle East and the rest of Europe, comprising Russia and Ukraine.

Formulation export trend projection (USD billion)



Note: P- Projected
Source: The Directorate General of Commercial Intelligence & Statistics (DGCIS), CRISIL Research
Note: The forecast is based on Currency movement, Thrust by developed countries to reduce overall spend on medicines, Patent expiry generating significant opportunity for generic medicines, Regulatory environment, including regulatory approval time for dossiers, for instance, abbreviated new drug applications (ANDAs),Continent-specific factors: Consolidation among large buyers in the United States (US), impact of the Patient Protection and Affordable Care Act (Obamacare) in the US, and continued austerity measures in Europe, Continued dependence of semi-regulated markets on low-cost generic medicines.

Assessment of key API for therapeutic areas

Anti-histamine & Anti-allergy

Rising prevalence of allergic diseases aiding anti-histamine and anti-allergy category

Antihistamines are drugs which help to treat allergies. Normally, people take antihistamines as an inexpensive, generic, OTC drug that helps in itching, runny nose and sneezing, nasal congestion, hives, teary eyes, dizziness, cough and nausea. Antihistamines are also used to treat motion sickness, insomnia and anxiety. The drug basically works by acting against a chemical called histamine which leads to many allergic symptoms.
Anti-allergic medicines help to treat allergies caused due to allergens. An allergy is a condition caused by hypersensitivity condition in which immune system response abnormally to the allergens such as pollens, peanuts, dust mites, molds, animal fur, foods such as milk, egg, soy, wheat, etc., and certain medications. Normally, people take anti-allergic as an inexpensive, generic, OTC drug that helps in broad range of inflammatory disorders such as hay fever or allergic rhinitis, asthma, atopic dermatitis and allergic reactions like itchy, runny or blocked nose, wheezing, chest tightness and others. In addition, food allergies can cause symptoms such as vomiting, diarrhea, or respiratory symptoms, after ingestion of an allergen.

- **Major formulations players in Anti-histamine & Anti-allergy market**

GSK	Johnson & Johnson
Merck & Co.	Novartis
Pfizer Inc.	Amgen Inc.
Cytokinetics, Inc.	AbbVie Inc.
Wockhardt	Lupin Ltd.

Source: CRISIL Research

Anti-histamine and anti-allergy therapeutic areas is expected to grow at 8.0-10.0% between 2020 and 2025

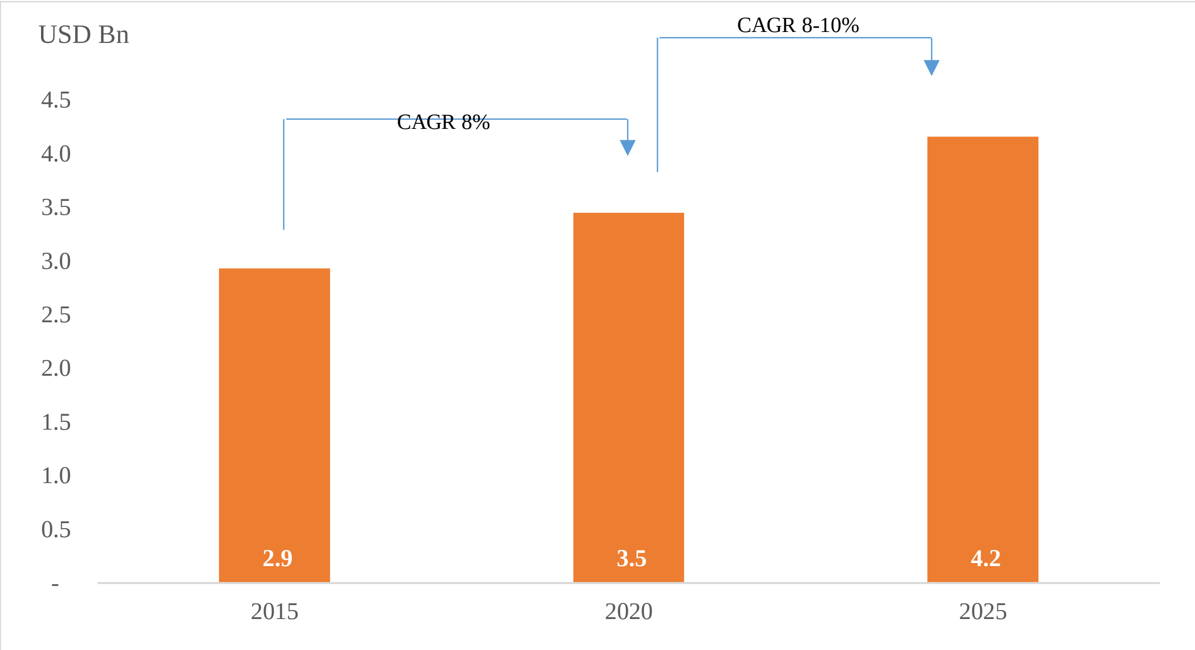
Anti-histamine and anti-allergy therapeutic areas is estimated at USD 3.5 billion in fiscal 2020 growing at 8% CAGR between 2015 and 2020. Geographically, the global antihistamines market can be segmented into US, Europe, Asia Pacific and Middle East & Africa. US is the largest market globally due to rising prevalence of allergy rhinitis and rising demand for diagnosis and treatment of allergic disease. According to the American College of Allergy Asthma and Immunology, allergic asthma, food allergy and eczema are the most common types of allergies found in the U.S. Also the growth is expected from high price of antihistamines in this region as well as a rise in the trend of self-medication.

Europe is the second largest end market that holds a noticeable share of the global antihistamine drugs market. According to the European Academy of Allergy and Clinical Immunology (EAACI), more than 50% of all Europeans will suffer from allergies in the coming years. For instance, according to the European Academy of Allergy and Clinical Immunology (EAACI), in 2017, around 400 million people suffered from rhinitis worldwide.

In Asia Pacific, increase in the demand for drugs for the treatment of allergies and skin diseases helps to drive the market growth. It has been observed that, there has been a rise in dermatology clinics across Asia Pacific from past few years. High rates of allergic rhinitis and increasing awareness regarding treatments available for allergy is poised to drive the growth of this market in Asia Pacific.

Also the Middle East & Africa, market continues to shows steady positive growth due to the rising prevalence of nasal allergies. The anti-histamine and anti-allergy therapeutic API market is expected to clock 8.0-10.0% CAGR between 2020 and 2025 driven by rise in healthcare spending by public and government and penetration of pharmaceutical drugs with increased share of generics drugs.

Growth of anti-histamine and anti-allergy therapeutic segment (generics)



Source: Lifescience Intellipedia, CRISIL Research

Growth drivers

- Anti-histamine segment is expected to grow at a healthy growth rate due to increase in allergies and other diseases from changing lifestyle and demand for new drugs for the treatment of these diseases. According to the WHO, allergies are the fourth largest global pathology condition after cancer, AIDS, and cardiovascular diseases. It is gaining traction from a number of factors such as the presence of vast unmet medical needs, growing prevalence of asthma and allergic rhinitis along with high consumption of tobacco and an upsurge in allergies as a result of environmental pollution.

- The major key factors that will help drive the growth in global allergy treatment market is due to significant increase in the prevalence of allergic diseases, rise in preferences toward OTC drugs for allergy treatment, growing elderly population, growing incidences of chronic diseases such as asthma and surge in self-medication in consumers. Furthermore, increasing number of people are suffering from dust allergies, pollen allergies are some other factors expected to trigger the growth of the global target market over the forecasted period.

- Increased usage of biosimilars will be key monitorable for growth of anti-allergy pharmaceutical market. Stringent drug regulatory approval is another key monitorable factor for global allergy treatment market.

Molecules in anti-histamine and anti-allergy segment (generics)

Molecule	Global market volume (MTS)	Global market value (USD Mn)	Share in total value	Past growth 2015-2020	Future growth 2020-2025
Fexofenadine Hydrochloride	1,423	339	10%	--	--
Loratadine	916	299	9%	10%	10-15%
Cetirizine Hydrochloride	796	127	4%	3%	0-5%
Montelukast	98	88	3%	3%	0-5%
Mometasone Furoate Monohydrate	89	60	2%	--	--
Doxylamine Succinate	547	60	2%	--	--
Desloratadine	75	59	2%	6%	5-10%
Diphenhydramine Hydrochloride	1,790	27	1%	10%	10-15%
Cinnarizine	682	26	1%	--	--
Levocetirizine Dihydrochloride	52	22	1%	--	--
Promethazine Hydrochloride	235	8	0%	--	--
Dimenhydrinate	159	4	0%	--	--
Diphenhydramine	350	6	0%	2%	0-5%
Montelukast Sodium	1,557	1,401	40%	9%	5-10%
Rupatadine	0	500	14%	6%	5-10%
Methyl Prednisolone	339	254	7%	6%	5-10%
Bilastine	187	137	4%	6%	5-10%
L-Epinephrine	494	40	1%	8%	5-10%
Chlorpheniramine Maleate	1,570	31	1%	4%	5-10%
Methyl Prednisolone Hemisuccinate	23	22	1%	6%	5-10%
Prednisone	53	20	1%	3%	5-10%
Dextromethorphan (Base+HBR)	1406	430	<0.5%	6%	5-10%
Pheniramine Maleate	378	12	<0.5%	5%	5-10%
Mepyramine Maleate	107	6	<0.5%	7%	0-5%
Phenylephrine Hydrochloride	430	68.3	2%	7%	5-10%

Source: Lifescience Intellipedia, CRISIL Research

Major molecules in anti-histamine and anti-allergy segment (generics)

Molecule	Innovator	Approval year	Patent priority
Fexofenadine Hydrochloride	Richardson Merrell Subsidiary Of Sanofi Aventis	1996(US), 2000(JP)	2012
Loratadine	Schering Plough/Merck Pharmaceuticals	1993(US)	2018
Cetirizine Hydrochloride	Ucb	2010 (US)	2016
Montelukast	Merck & Co	1988(US)	--
Mometasone Furoate Monohydrate	Merck & Co	1997(US)	2014
Doxylamine Succinate	--	--	--
Desloratadine	Merck Sharp & Dohme (MSD) in GB	2001(US)	2014
Diphenhydramine Hydrochloride	Parke Davis Subsidiary Of Pfizer Inc	1972 (US)	2034
Cinnarizine	Ceridia	1955(US)	--
Levocetirizine Dihydrochloride	Glaxosmithkline Plc, Ucb	2017 (US)	2012
Promethazine Hydrochloride	Charleston Laboratories	1951(US)	2028
Dimenhydrinate	--	--	--
Diphenhydramine	Compass Point Research, Nda Partners	1943(US)	--
Montelukast Sodium	Merck And Co Inc	1998 (US), 2008 (US)	1992
Rupatadine	Uriach	2003 (EU)	--
Methyl Prednisolone	2-BBB Medicines	1995 (US)	1986
Bilastine	Faes Farma	2010 (US)	--
L-Epinephrine	Hoechst Roussel Subsidiary Of Sanofi Aventis	--	2005
Chlorpheniramine Maleate	Lipocine, Cypress Pharmaceutical	1979 (US)	1983
Dextromethorphan	F Hoffman La Roche AG	1958(US)	--
Methyl Prednisolone Hemisuccinate	Upjohn Co Subsidiary Of Pfizer Inc	1955(US)	2015
Prednisone	Schering Corp Subsidiary Of Merck And Co	1955(US)	2000

Molecule	Innovator	Approval year	Patent priority
Dextromethorphan Hydrobromide	F- Hoffmann La Roche AG	1954	1958
Pheniramine Maleate	Schering Corp Subsidiary Of Merck And Co	1948(US)	--
Mepryamine Maleate	Carter Products Subsidiary Of Carter Wallace	2009 (US)	--
Phenylephrine Hydrochloride	Schering plough – Bayer Healthcare Pharma	1938	--

Source: Lifescience Intellipedia, CRISIL Research

Molecule	Raw material availability in India	Average exports from India (tonnes)	Growth in exports 2015-2020	Export potential	Suppliers in market
Fexofenadine Hydrochloride	High	178	17%	High	High
Loratadine	High	116	10%	High	High
Cetirizine Hydrochloride	High	110	7%	High	High
Montelukast	High	1	-47%	Low	Medium
Mometasone Furoate Monohydrate	High	0	26%	Low	Medium
Doxylamine Succinate	High	7	21%	High	Medium
Desloratadine	High	13	14%	High	High
Diphenhydramine Hydrochloride	High	100	<0%	Medium	High
Cinnarizine	High	89	-2%	Low	57
Levocetirizine Dihydrochloride	High	1	2%	Low	High
Promethazine Hydrochloride	High	24	10%	High	Medium
Dimenhydrinate	High	25	-2%	Low	Medium
Diphenhydramine	High	16	22%	High	Medium
Montelukast Sodium	High	81	6%	High	High
Rupatadine	High	0	-	Low	Medium
Methyl Prednisolone	High	1	-	Low	High
Bilastine	High	20	29%	High	Medium
L-Epinephrine	High	0	-	Low	Medium
Chlorpheniramine Maleate	High	250	5%	High	Medium
Dextromethorphan (Base+HBR)	High	190	12%	High	Medium
Methyl Prednisolone Hemisuccinate	High	2	12%	Low	Medium
Prednisone	Low	0	-	Low	Medium
Pheniramine Maleate	High	54	1%	High	Medium-High
Mepyramine Maleate	Low	13	0%	Medium	Medium
Phenylephrine Hydrochloride	High	75	20%	High	Medium-High

N.A – not available Source: Lifescience Intellipedia, CRISIL Research

Major antihistamine suppliers in India

Molecule Name	Demand in India	Major Suppliers
Chlorpheniramine Maleate	High	Supriya Lifescience Ltd Keshava Organics
Diphenhydramine Hydrochloride	High	Supriya Lifescience Ltd Wanbury
Pheniramine Maleate	Medium	Supriya Lifescience Ltd Harika Drugs Pvt. Ltd Sanofi India Keshava Organics
Mepyramine Maleate	Low-medium	Supriya Lifescience Ltd Keshava Organics
Fexofenadine Hydrochloride	High	Dr Reddys Laboratories Ind Swift Granules India Virupaksha Organics Ltd
Azelastine Hydrochloride	High	Cadila Healthcare Ltd Msn Laboratories Pvt Ltd

Molecule Name	Demand in India	Major Suppliers
		Cipla Industries Pvt Ltd
Naphazoline Hydrochloride	High	Precise Chemipharma Pvt Ltd Mehta Medicare Pvt Ltd Micro Labs Ltd Manus Aktteva Biopharma LLp

Pain Management

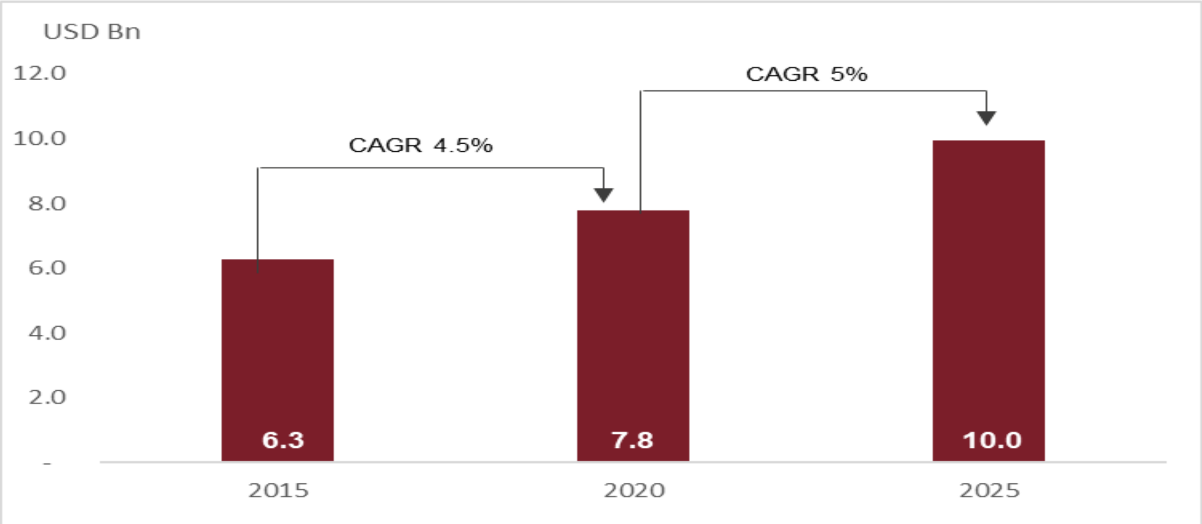
Pain management, pain killer, pain medicine, pain control , are therapeutics areas that are used to ease the suffering and reducing chronic pain.

Paracetamol (acetaminophen), or a nonsteroidal anti-inflammatory drug (NSAID) such as ibuprofen are used to relieve mild pain. Paracetamol, an NSAID or paracetamol in a combination product with a weak opioid such as tramadol, may provide greater relief than their separate use. A combination of opioid with acetaminophen are frequently used for mild to moderate pain.

- **Pain management market is expected to grow at 5.0% between 2020 and 2025**

  Global pain management market is estimated at USD 7.8 billion in 2020. The market grew at a CAGR of 4.5% between 2015 and 2020. Growth in the pain management market was driven by rise in surgeries and medical procedures, incidence of flu and fever. The segment is expected to see a growth of 5.0% over the next five years from 2020 to 2025 supported by increased surgeries, increased incidence of chronic diseases, and rise in flu related illness with rapidly changing climatic changes.

Growth of pain-management therapeutic segment (generics)



Source: Lifescience Intellipedia, CRISIL Research

Molecules in pain management segment (generics)

Molecule	Global market volume (MTS)	Global market value (USD Mn)	Share in total value	Past growth 2015-2020	Future growth 2020-2025
Lidocaine Hydrochloride	1,457	1722	22%	5.2%	2 - 8%
Capsaicin	180	700	9%	3.6%	0 - 5%
Pregabalin	2,575	596	8%	3.6%	0 - 5%
Duloxetine Hydrochloride	3,381	471	6%	3.4%	0 - 5%
Paracetamol	89,938	461	6%	3.7%	0 - 5%
Midazolam	138	450	6%	6.3%	5 - 10%
Gabapentin	9,264	435	6%	4.7%	2 - 8%
Zoledronic Acid Trihydrate	4	351	4%	4.7%	2 - 8%
Naproxen	6,199	242	3%	4.8%	2 - 8%
Pentoxifylline	3,798	209	3%	7.5%	5-10%

Molecule	Global market volume (MTS)	Global market value (USD Mn)	Share in total value	Past growth 2015-2020	Future growth 2020-2025
Aspirin	23,434	151	2%	2.5%	0 - 5%
Diclofenac	3783	116	1%	3.3%	0 - 5%
Ketamine Hydrochloride	300	71	1%	5.6%	5 - 10%
S-Ketamine Hydrochloride	5	30	<0.5%	5.5%	5-10%

Source: Lifescience Intellipedia, CRISIL Research

Vitamins

Rising interest in personal health and well-being is driving demand for vitamins

The consumers are increasingly shifting towards including vitamins and supplements in their daily routine due to fast-developing interest as well as awareness over personal health and well-being. Vitamins are organic chemical compounds and an important nutrient for the working of metabolism in the human body that is demanded in small amounts. Vitamins cannot be produced in the body, but it can be absorbed by supplements or food. Insufficient intake of vitamins leads to deficiencies and illnesses like xerophthalmia, scurvy and night blindness.

Micronutrients are vitamins and minerals which our body needs in very small amounts but their impact on a body's health are critical. Deficiency in any one of them can cause severe and even life-threatening conditions.

Vitamins is a capital intensive sector as the new product development is a highly capital-intensive process. Research and development are the key success factors for vitamins and dietary supplements, which require significant investments. Moreover, stringent regulations regarding the health benefits claim and labeling of the products are key factors for players to ensure going forward/

- **Major formulations players in vitamins market**

Roche	GSK pharmaceuticals
Pfizer	Bayer AG
Abbott	Cadila Pharma
Sun Pharmaceuticals	Merck Ltd.
P&G Health	Johnson & Johnson
Apex Labs (India)	

Source: CRISIL Research

- **Vitamins market is expected to grow at 8.0-10.0% between 2020 and 2025**

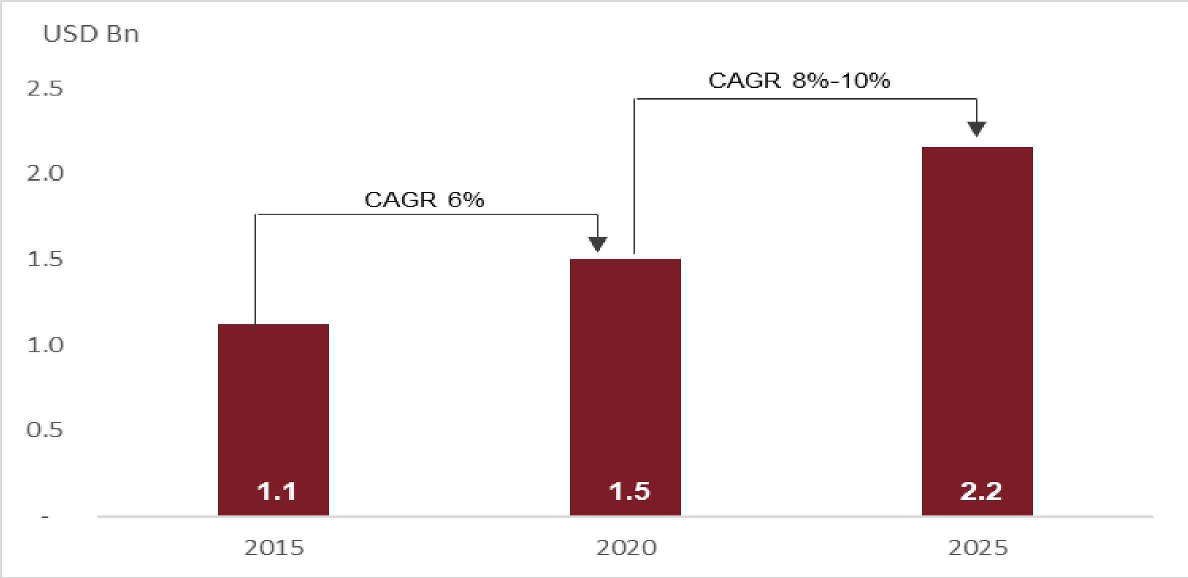
  Global vitamins market is estimated at USD 1.5 billion in 2020. The market grew at a CAGR of 6.0% between 2015 and 2020. Growth in the vitamins market was marked by increased awareness about nutraceuticals benefits, increased prevalence of vitamin deficiencies due to dietary changes. Increased interest and concerns over personal health and well-being have resulted in consumers to incorporating vitamins and supplements as part of their daily routine.

  The global vitamins market has been segmented largely based on type of vitamins as vitamin B, vitamin C, vitamin E and others. According to WHO, in 2018, more than 2 billion people were suffering from micronutrient deficiencies, thus leading to consumption of some or other vitamins. Also the growing birth-rates and senior citizens in developing countries is leading to growth of pediatric and calcium vitamins.

- **Vitamins fortified consumer products are also seeing rise in demand**

  Distribution channel, such as hypermarket, supermarket, mass merchandise, specialty stores and other medical stores are contributing to rapid penetration of vitamin rich products. OTC channel accounted for the largest revenue share of nearly 75% in 2020 and is expected to witness steady growth moving ahead on account of rising consumer awareness regarding the health benefits of dietary supplements. Supermarkets/hypermarkets contribute significantly to the sales of dietary supplements in Europe and North America owing to higher prevalence. The availability of a wide range of products and higher discounts are responsible for the growth of sales through supermarkets/hypermarkets.

Growth of vitamins



Source: Lifescience Intellipedia, CRISIL Research

Growth drivers

- The working population around the globe is struggling to fulfill the daily nutrient requirements owing to hectic work schedules and changing lifestyles. This is increasing their dependency on dietary supplements to fulfill the nutrient requirements owing to their high convenience, which, in turn, is expected to drive the market over the forecast period. More than 60% of consumers all over the globe are taking vitamins (in food products) on daily basis, while 55% are enticed to take supplements so as to maintain healthy life.

- The rising number of fitness centers, health clubs, gymnasium, along with the growing awareness about fitness among the younger population, will in turn lead to increase in the demand for energy and weight management. Also, acceptance of sports as a career is expected to boost the demand for dietary supplements, like proteins, vitamins, and amino acids, which will trigger the market growth.

- Technological advancements are the key drivers in the global vitamins & supplements market which will boost the **growth** over the forecasted period.

- Covid-19 Pandemic is increasing demand for immunity-boosting vitamins

Due to the outbreak of Covid-19 pandemic, consumers are demanding products to increase their natural self-defence system. The unprecedented coronavirus (Covid-19) outbreak has also affected the North American and European countries, such as the U.S., Italy, Spain, the U.K., France, and Germany. The dietary supplement industry is largely concentrated in these regions, which in turn, benefitted from the situation as the market witnessed a surge in demand for immunity-boosting supplements. According to U.S National Health and Nutrition Examination Survey, more than 50% of U.S population has been consuming immunity-boosting products during the pandemic.

Molecules in vitamins segment (generics)

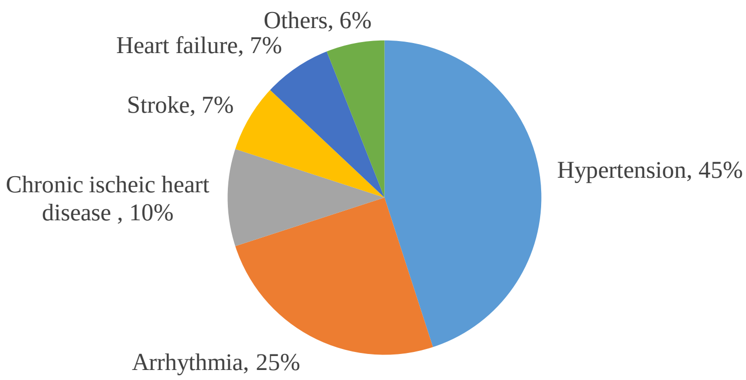
Molecule	Global market volume (MTS)	Global market value (USD Mn)	Share in total value	Past growth 2015-2020	Future growth 2020-2025
Thiamine Mononitrate / Thiamine	6,196	250	17%	3.4%	0-5%
Cyanocobalamin	2,161	311	21%	2.8%	0-5%
Cholecalciferol	1,772	108	7%	6.4%	5-10%
Folic Acid	723	110	7%	3.4%	0-5%
Trimethoprim	3,067	100	6%	6.7%	5-10%
Alpha-Tocopherol	4,019	100	8%	4.9%	2-6%

Molecule	Global market volume (MTS)	Global market value (USD Mn)	Share in total value	Past growth 2015-2020	Future growth 2020-2025
Nicotinamide /Niacinamide	3,060	46	3%	4.3%	2-6%
Riboflavin 5 - Phosphate Sodium	635	60	4%	4%	2-6%
Benfotiamine (Vitamin B1)	170	18.4	1.2%	6.60%	5-10%

Source: Lifescience Intellipedia, CRISIL Research

Anti-hypertension

- **Hypertension is most prevalent cardiovascular chronic diseases**



Source: CRISIL Research

Cardiovascular Diseases (CVD) are a group of disorders affecting the heart and blood vessels and are the most common cause of death globally. Hypertension is a serious medical condition and can increase the risk of heart, brain, kidney and other diseases. It is a major cause of premature death worldwide with 1.13 billion people worldwide having hypertension. In 2015, 1 in 4 men and 1 in 5 women had hypertension. An estimated 17.9 million people died from CVDs in 2016, representing 31% of all global deaths. Of these deaths, 85% are due to heart attack and stroke. (Major heart disease contribution) (2018)

Anti-hypertensive drugs form 2.6% of total spending on pharmaceutical drugs across the globe in value term.

- **Major formulations players in anti-hypertension market**

Atnahs Pharma (selling rights divested by AstraZeneca)	Johnson & Johnson
Merck & Co.	Novartis
Pfizer Inc.	Amgen Inc.
Cytokinetics, Inc.	AbbVie Inc.
Wockhardt	Lupin Ltd.

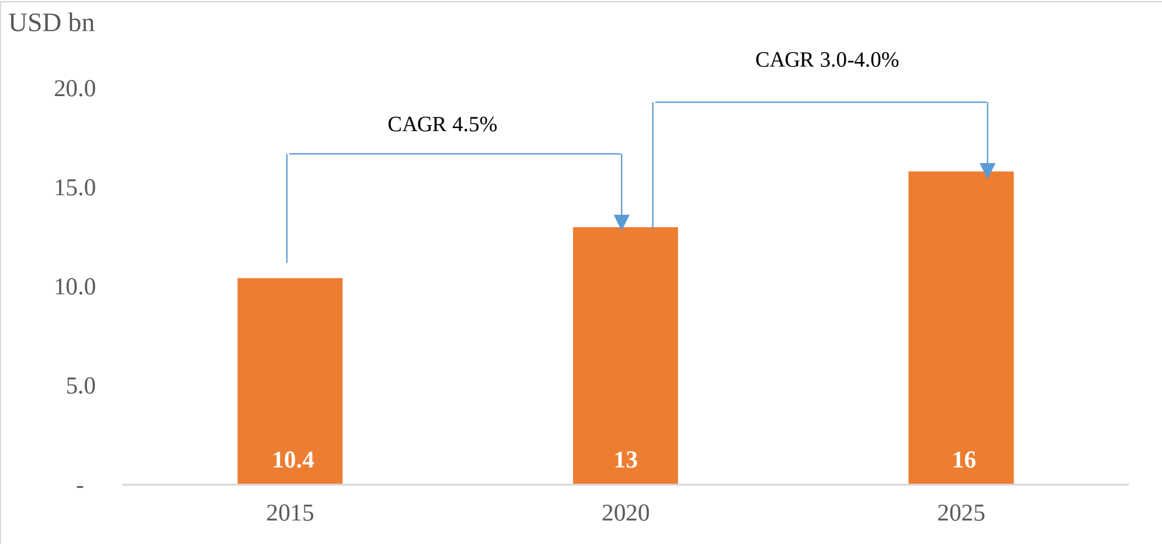
Source: CRISIL Research

- **Anti-hypertension therapeutic area is expected to grow at 3.0-4.0% between 2020 and 2025**

  Global anti-hypertension therapeutic area API market is estimated at USD 10.4 billion in 2015. The market grew at a CAGR of 4.5% from 2015 to USD 13 billion in 2020. Growth in the anti-hypertension market was marked by increased volumes from rise in generics products through expiry of patent drugs, increased hypertension prevalence across the globe

  Trend analysis show the number of adults with hypertension increased from 594 million in 1975 to 1.13 billion in 2015. This increase is largely from low- and middle-income countries. This increase is due mainly to a rise in hypertension risk factors in those populations. But in terms of value North America accounts for the largest antihypertensive drugs market share. Increased prevalence of hypertension among working population and rising awareness about the risk factors, prevention, diagnosis, and treatment of high blood pressure in the US is one of the major reasons for the higher sales of the antihypertensive drugs.

Growth of anti-hypertension therapeutic segment (generics)



Source: Lifescience Intellipedia, CRISIL Research

Growth drivers

- Increased hypertension incidence in developing and under-developed nation.

Regions	Incidence rate of hyper-tension
Africa	27%
South east Asia	25%
Europe	23%
Eastern Mediterranean	26%
Western Pacific	19%
American continent	18%
Global	22%

Source: WHO, CRISIL Research

Hypertension contributes to an estimated 1.6 million deaths annually in India, due to ischemic heart disease and stroke.55-60% percent of deaths related to stroke and 20-25% of deaths related to coronary heart disease are related to hypertension. Hypertension is one of the most common non-communicable diseases in India.

- Increased consumption of alcohol, obesity and overweight, physical inactivity, and high salt intake through processed foods and high salt diet contributes to the increased incidence of hypertension globally.

- Currently there is low awareness, treatment and control of hypertension in low- and middle-income countries. With government and non-public efforts to decrease prevalence of hypertension and increase awareness about treatment, the demand for hypertension drugs will rise

Molecules in anti-hypertension segment (generics)

Molecule	Global market volume (MTS)	Global market value (USD Mn)	Share in total value	Past growth 2015-2020	Future growth 2020-2025
Hydrochlorothiazide	148,473	3,652	28%	10-15%	5-10%
Amlodipine	54,184	2,648	20%	5-10%	0-5%
Nisoldipine	21,324	600	5%	0-5%	0-5%
L-Arginine	6,770	2,180	17%	5-10%	5-10%
Losartan Potassium	5,130	399	3%	5-10%	5-10%

Molecule	Global market volume (MTS)	Global market value (USD Mn)	Share in total value	Past growth 2015-2020	Future growth 2020-2025
Amlodipine Besylate	2,676	259	2%	5-10%	0-5%
Valsartan	2,484	333	3%	10-15%	5-10%
Atorvastatin Calcium	1,425	396	3%	5-10%	5-10%
Bisoprolol Fumarate	281	92	1%	5-10%	5-10%

Source: Lifescience Intellipedia, CRISIL Research

Anti-gout

- **Anti-gout medications treat abnormal production of uric acid**

  Anti-gout medications are also called anti-hyperuricemic agents. These agents work to either correct overproduction or under-excretion of uric acid. Gout is a common metabolic disorder caused by high body uric acid levels, and marked by episodic deposition of uric acid crystals in joints (acute gouty arthritis) and other tissues such as the kidney (urate nephropathy or nephrolithiasis).

Type of medication	Intake	Application
Xanthine oxidase inhibitors – Allopurinol, febuxostat	intravenous powder for injection (500 mg); oral tablet (100 mg; 300 mg)	Allopurinol is used to treat gout or kidney stones. inhibits uric acid production
Probenecid, sulfinpyrazone, benzbromarone	oral tablet (>0.5 g)	Probenecid is used to treat gout and gouty arthritis. probenecid reduces the amount of uric acid in your body by causing it to be passed in your urine.
Colchicine	oral capsule (0.6 mg); oral tablet (0.6 mg)	Colchicine affects the way the body responds to uric acid crystals, which reduces swelling and pain
Sulfinpyrazone	Oral	Sulfinpyrazone is used in the treatment of chronic gout (gouty arthritis), which is caused by too much uric acid in the blood.
Nonsteroidal anti-inflammatory drugs (NSAIDs) - Meloxicam, Ketoprofen	-	Reduce both pain and inflammation.
Corticosteroids	Can be taken orally or injected directly into the affected joint on intravenously.	Very effective at reducing inflammation

- **Major formulations players in anti-gout market**

Pfizer, Inc	Casper Pharma
AR Scientific, Inc	Teva Pharmaceutical Industries
Takeda Pharmaceutical	AstraZeneca Plc
Iroko Pharmaceuticals	Hikma Pharmaceuticals
Horizon Pharma	Mylan

Source: CRISIL Research

- **Anti-gout therapeutic area is expected to grow at 8.0-10.0% between 2020 and 2025**

  Global anti-gout therapeutic area API market is estimated at USD 1.4 billion in 2020. The market grew at a CAGR of 8.0% from 2015 to 2020.

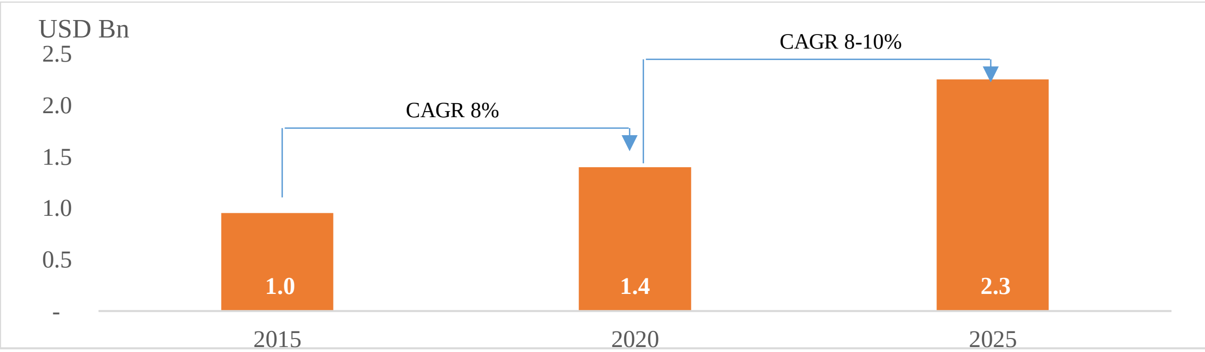
  The incidence of gout has more than doubled over the recent 20 years that in from 1990’s to 2020’s. This increase together along with occurrence of comorbid conditions such cardiovascular risk, renal disease, diabetes mellitus represents a significant health challenge.

  North America held the largest market share in consumption, followed by Europe, due to increase in research and development on anti-gout drugs in the regions. Asia Pacific market is expected to grow at a rapid pace over the next five years due to increase in government initiatives for the health care sector. The anti-gout drugs market in Latin America and Middle East & Africa is projected to grow at a moderate pace during the forecast period.

Large MNC players in the pharmaceutical domain such as Takeda Pharmaceutical and AstraZeneca adopted inorganic growth strategies for expansion in anti-gout segment. In June 2012, Takeda Pharmaceutical acquired URL Pharma, and became a leader in gout therapy by adding Colcrys to its portfolio.

The anti-gout therapeutic area API market is expected to clock 8-10% CAGR between 2020 and 2025 driven by rise in prevalence of gout, higher geriatrics populations in developed markets, and increase in sedentary lifestyle and chronic disease.

Growth of anti-gout therapeutic segment (generics)



Source: Lifescience Intellipedia, CRISIL Research

Growth drivers

- The general prevalence of gout is 1–4% of the general population. In western countries, it occurs in 3–6% in men and 1–2% in women. It occurs in men 2–6 folds more than women.

- In some countries, prevalence may increase up to 10%. Prevalence rises up to 10% in men and 6% in women more than 80 years old. Annual incidence of gout is 2.68 per 1000 persons.

- Worldwide incidence of gout increases gradually due to poor dietary habits such as fast foods, high purine diet, lack of exercises, increasing alcohol consumption, increased incidence of obesity and metabolic syndrome,

- Rising geriatric population is also one of the factors for higher incidence of gout disease in developed markets

- First-line treatment for acute and chronic gout is dominated by generic drugs.

- Biologics drugs such as Krystexxa, Canakinumab, and Rilonacept have been introduced in the anti-gout medication market. Increasing adoption of these biologics because of their ability to produce powerful anti-inflammatory action is likely to drive the share of biologics and biosimilar market during the forecast period. Furthermore, several other drugs that are in clinical trials currently are expected to be launched during the forecast period and are likely to propel the industry.

Molecules in anti-gout segment (generics)

Molecule	Global market volume (MTS)	Global market value (USD Mn)	Share in total value	Past growth 2015-2020	Future growth 2020-2025
Allopurinol	1,871	260	18%	15%	10-15%
Betamethasone	48	191	13%	12%	10-15%
Diclofenac Sodium	7,190	166	12%	4%	<5%
Celecoxib	1,008	127	9%	8%	5-10%
Dexamethasone	64	121	9%	9%	10-15%
Etoricoxib	694	102	7%	11%	10-15%
Ketoprofen	74	52	4%	11%	10-15%

Molecule	Global market volume (MTS)	Global market value (USD Mn)	Share in total value	Past growth 2015-2020	Future growth 2020-2025
Prednisolone	345	51	4%	9%	10-15%
Meloxicam	157	36	3%	16%	10-15%

Source: Lifescience Intellipedia, CRISIL Research

Anti-asthmatic / respiratory therapy medicines

- **There are two main types of treatments under anti-asthmatic therapy**

  Controller medications are the most important because they prevent asthma attacks. When you use these drugs, your airways are less inflamed and less likely to react to triggers and quick-relief medications, also called rescue medications that relax the muscles around your airway.

- **Major formulations players in asthma / respiratory market**

GSK plc.	Merck & Co.
AstraZeneca plc.	Teva Pharmaceutical Industries
F. Hoffmann-La Roche Ltd	Novartis International AG,
Boehringer Ingelheim	Sunovion Pharmaceuticals
Cipla Ltd.	Vertex Pharmaceuticals Inc

Source: CRISIL Research

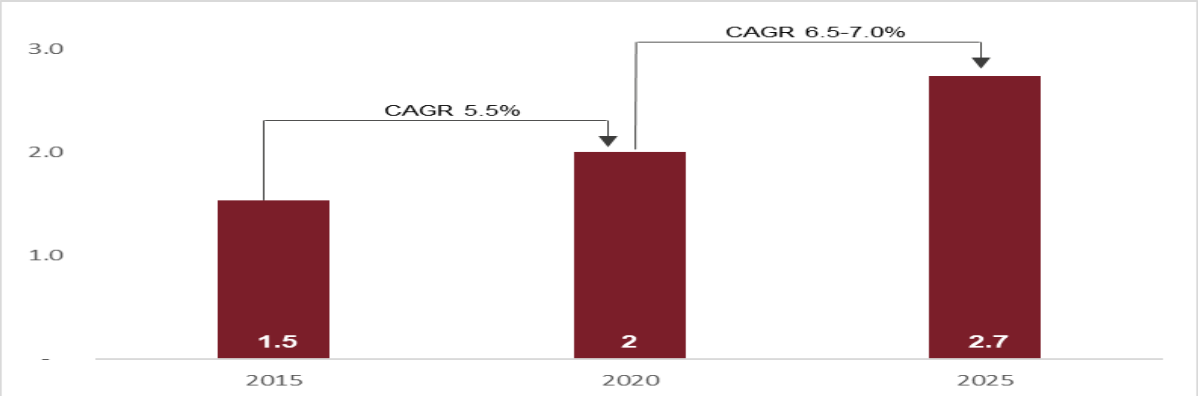
- **Anti-Asthmatic / respiratory therapeutic area is expected to grow at 6.5-7.0% between 2020 and 2025**

  Global anti-asthmatic therapeutic area API market is estimated at USD 2.0 billion in 2020 with a CAGR of 5.5% from 2015 to 2020. Growth in the market was supported by rise in incidence of asthma among global population, entry of generic drugs for key patented drugs and healthcare spending rise in APAC region.

  Globally North America is the largest market for anti-asthma drugs. Europe is the second-largest market for anti-asthma drugs. The developing region especially Asia Pacific is accounting for major newer cases due to greater screening and better health care facilities distribution. However, the developing regions market particularly Asia Pacific will be the fastest growing and will be the key to the future. According to industry interactions anti-asthma drugs market is expected at USD 25-30 billion in 2021-2022.

  The anti-asthmatic therapeutic area API market is expected to clock 6.5% CAGR between 2020 and 2025 driven by rise in prevalence of asthma, new products and treatment introduced in the market and growth of generics drugs in anti-asthmatic area.

Growth of anti-asthmatic therapeutic segment (generics)



Source: Lifescience Intellipedia, CRISIL Research

Growth drivers

- Asthma is one of the major non-communicable diseases. It is a chronic disease of the air passages of the lungs which inflames and narrows them.
- According to the Centers for Disease Control and Prevention (CDC), 1 in 12 people have asthma
- Increasing prevalence of asthma globally. It was estimated that more than ~340 million people suffered from asthma in 2016. Asthma is the most common non-communicable disease among children. Most deaths occur in older adults. According to WHO estimates, there were 417,918 deaths due to asthma at the global level and 24.8 million DALYs (disability adjusted life years) attributable to Asthma in 2016
- More than 25 million Americans have asthma with 8.0 percent of adults and 7.0 percent of children suffering from asthma
- Number of asthmatic patients are increasing on account of increased environment pollution and particulate matter and unhealthy sedentary lifestyles.
- Anti-asthma drugs market is driven by large number of asthma patients, advantages of modern drug therapy, and potential of biologics. Also, market is witnessing rise in demand for asthma drugs due to COVID-19.
- Increasing number of new product launches. New drugs are introduced in asthmatic therapy for improvement in treatment and reduce dependence on inhaler. In Sept 2020, FDA approved Trelegy Ellipta (GSK plc.) as the first once-daily single inhaler triple therapy for the treatment of both asthma and COPD in the US

Molecules in anti-asthmatic segment (generics)

Molecule	Global market volume (MTS)	Global market value (USD Mn)	Share in total value	Past growth 2015-2020	Future growth 2020-2025
Salbutamol Sulphate	460	48	24%	6.0%	5-10%
Salmeterol Xinafoate	1.5	46	23%	5.1%	5-10%
Methoxyphenamine Hydrochloride	507.0	28	14%	2.2%	<5.0%
Doxofylline	446.5	19	9%	5.5%	5-10%
Theophylline	818.7	10	5%	5.2%	5-10%
Formoterol Fumarate Dihydrate	0.6	8	4%	8.1%	8-12%
Levalbuterol Hydrochloride	0.9	3	1%	8.9%	8-12%

Source: Lifescience Intellipedia, CRISIL Research

OUR BUSINESS

You should read the following discussion of our financial condition and results of operations together with the Restated Financial Statements, including the significant accounting policies and notes thereto and report thereon which begin on page 188 of this Red Herring Prospectus.

The discussion below may contain forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward looking statements as a result of certain factors, such as those set forth under "Risk Factors" on page 26 and those set forth elsewhere in this document.

Unless otherwise indicated, industry and market data used in this section has been derived from the CRISIL Report prepared by CRISIL. The CRISIL Report has been commissioned by us in connection with the Offer.

Overview

We are one of the key Indian manufacturers and suppliers of active pharmaceuticals ingredients ("**APIs**"), with a focus on research and development. As of October 31, 2021, we have niche product offerings of 38 APIs focused on diverse therapeutic segments such as antihistamine, analgesic, anaesthetic, vitamin, anti-asthmatic and anti-allergic. We have consistently been the largest exporter of Chlorpheniramine Maleate and Ketamine Hydrochloride from India, contributing to 45-50% and 60-65%, respectively, of the API exports from India, between Fiscal 2017 and 2021. We were among the largest exporters of Salbutamol Sulphate in India contributing to 31% of the API exports from India in FY 2021 in volume terms (*Source: CRISIL Report*).

Our pharmaceutical business is organized into domestic and export sales, according to the geographies in which we operate. From April 1, 2020 until October 31 2021, our products were exported to 86 countries to 1,296 customers including 346 distributors. We have grown our API business in several countries across (i) Europe, which contributed to 17.40 % and 18.53 % of revenue from operation for the year ended March 31, 2021 and for the six month period ended September 30, 2021, respectively; (ii) Latin America, which contributed to 19.15 % and 12.01 % of revenue from operation for the year ended March 31, 2021 and for the six month period ended September 30, 2021, respectively; (iii) Asia (excluding India), which contributed to 29.27 % and 36.76 % of revenue from operation for the year ended March 31, 2021 and for the six month period ended September 30, 2021, respectively; (iv) North America), which contributed to 4.76 % and 2.36 % of revenue from operation for the year ended March 31, 2021 and for the six month period ended September 30, 2021, respectively; and (vi) India, which contributed to 22.53% and 26.43% of revenue from operation for the year ended March 31, 2021 and for the six month period ended September 30, 2021, respectively.

Our customers include global pharma companies such as Syntec Do Brasil LTDA, American International Chemical Inc and AT Planejamento E Desenbolvimento De Negocios Ltda, with whom we have business relationship for over nine years, and Suan Farma Inc, Acme Generics LLP, Akum Drugs Ltd and Mankind Pharma Ltd with whom we have business relationship for over four years. Our products are registered with various international regulatory authorities such as USFDA, EDQM, NMPA (previously known as SFDA), KFDA, PMDA, TGA and Taiwan FDA. As of October 31 , 2021, we have filed 14 active DMFs with USFDA and eight active CEPs with EDQM, for our API products in therapeutic areas such as antihistamine, analgesic, anaesthetic, vitamin, anti-asthmatic and anti-allergic. For the Fiscals 2019, 2020, 2021 and for the six month period ended September 30, 2021, our export sales accounted for 70.96%, 71.85%77.47% and 73.57%, respectively of our revenue from operations. Similarly, for the Fiscals 2019, 2020,2021 and for the six month period ended September 30, 2021, our domestic sales accounted for 29.04%, 28.15%,22.53% and 26.43%, respectively, of our revenue from operations.

Our business operations are supported by a modern manufacturing facility located in Parshuram Lote, Maharashtra, which is approximately 250 km from Mumbai, Maharashtra. The manufacturing facility is spread across 23,806 sq.mts, having reactor capacity of 547 KL/ day and seven cleanrooms. In addition, our Company has acquired a plot of land, admeasuring 12,551 sq.mt, near the present manufacturing facility, wherein the Company intends to expand its manufacturing infrastructure. For details pertaining to utilisation of the proceeds from the Issue towards our expansion plans, see "*Objects of the Offer*" on page 74. Our manufacturing abilities are also demonstrated by extensive experience regarding production and distribution of controlled substances. Our manufacturing facility has received approvals from USFDA, EDQM TGA-Australia, KFDA-Korea, PMDA-Japan, NMPA (previously known as SFDA)- China, Health Canada, in relation to the products being exported to the relevant jurisdictions by us.

We have a DSIR approved R&D facility in Parshuram Lote, Maharashtra. Our R&D efforts are primarily focused across the value chain of API process development. As on October 31, 2021, we have a team of 23 scientists. Our R&D efforts are demonstrated by a strong pipeline of products such as Dextromethorphan Hydrobromide (decongestant), Pentoxifylline (xanthine derivatives), (S)-Ketamine Hydrochloride (analgesic/ anti-pyretic/ anaesthetic), Phenylephrine Hydrochloride (decongestant), Allopurinol (antigout) and Benfotiamine (diabetic neuropathy).

The below table sets forth some of our key financial performance in the last three Fiscals and for the six month period ended September 30, 2021:

(*In ₹ million*)

Key financial performance	Fiscal 2019	Fiscal 2020	Fiscal 2021	April 1, 2021 to September 30, 2021
Total revenue	2,858.62	3,227.13	3,962.21	2,300.61
EBITDA	727.61	1,094.52	1,781.51	986.66
Profit after tax	394.24	734.03	1,238.28	659.59

Our total revenue represented a growth of 12.89%, and 22.78% , respectively, from Fiscals, 2019 to Fiscal 2020 and from Fiscal 2020 to Fiscal 2021, respectively. Our EBITDA represented a growth of 50.43% and 62.77%, respectively, from Fiscals, 2019 to Fiscal 2020 and from Fiscal 2020 to Fiscal 2021, respectively. Our profit after tax represented a growth of 86.19% and 68.70% respectively, from Fiscals, 2019 to Fiscal 2020 and from Fiscal 2020 to Fiscal 2021, respectively.

Our Strengths

Significant scale with leadership position across key & niche products

Our core strength lies in identifying generic molecules (off-patent) in our existing therapeutic segments which fits in to our existing chemistry and production infrastructure and our ability to develop the product and scale-up production. In order to achieve the same, our marketing and research and development teams work in tandem to estimate potential market (in terms of volume) and cost of development, raw materials and production. With our focus on products which are high on value and low on competition, we are well positioned to derive relatively higher returns from our investments.

We have a well-established presence in the API market. As of October 31, 2021, we have niche product offerings of 38 APIs focused on diverse therapeutic segments such as antihistamine, analgesic, anaesthetic, vitamin, anti-asthmatic and anti-allergic. We have consistently been the largest exporter of Chlorpheniramine Maleate and Ketamine Hydrochloride from India, contributing to 45-50% and 60-65%, respectively, of the API exports from India, between Fiscal 2017 and 2021. We are among the largest exporter of Salbutamol Sulphate from India in Fiscal 2021 in term of volume. Our share in Salbutamol Sulphate exports have increased from 25-30% in Fiscal 2017 to 30-40% in Fiscal 2018 to Fiscal 2021. Salbutamol Sulphate, saw rise in demand in Fiscal 2021 on account of rise in demand for anti-asthmatic drugs. Exports of Salbutamol Sulphate from India saw a rise of 75-80% in Fiscal 2021, with major export destination being Singapore, USA, Thailand, China, Bangladesh, Germany and Indonesia. Further, our Company contributed to 25-30% of exports of Vitamin B2 (Riboflavin, Lactoplavin) and its salts from India in Fiscals 2017 to 2021 in terms of volume (*Source: CRISIL Report*).

The below table sets forth export data in respect of specified products:

(In ₹ million)

Product	Total exports from	Fiscal 2019	Fiscal 2020	Fiscal 2021
Chlorpheniramine Maleate	India	471.1	665.2	804.9
	Supriya Lifescience Limited	398.5	492.8	579.0
Ketamine	India	754.5	1,091.9	1,620.0
	Supriya Lifescience Limited	492.0	703.4	951.1
Salbutamol Sulphate	India	456.0	400.2	807.4
	Supriya Lifescience Limited	148.3	148.5	304.3
Vitamin B2 (Riboflavin, Lactoplavin) and its salts	India	585.2	488.1	740.6
	Supriya Lifescience Limited	161.4	129.8	206.1
Other derivatives of Pyridine	India	7,768.1	10,810.7	12,829.8
	Supriya Lifescience Limited	270.9	256.7	378.0

(Source: CRISIL Report)

The table below lists out therapeutic area wise revenue contributions:

(In ₹ million)

Therapeutic area	Fiscal 2019	Fiscal 2020	Fiscal 2021	April 1, 2021 to September 30, 2021
Analgesic/anti-pyretic/anesthetic	566.80	909.16	1,189.32	653.86
Anti-malarial	127.58	191.87	202.50	173.21
Anti-hypertensive	34.76	81.66	132.44	35.56
Anti-histamine	709.91	775.17	1,012.33	657.31
Smoking cessation	18.99	13.74	21.33	7.45
Anti-allergic	205.43	205.56	277.02	123.70
Decongestant	40.84	22.40	13.27	22.27
Vitamin	610.66	598.20	533.12	324.78
Anti-asthma	197.72	196.80	396.17	211.91
Xanthine derivatives & Beverages	76.13	38.27	36.36	14.03
Feed additive	8.67	19.39	5.38	10.09

Derivatives of pyridine, such as pyrilamine maleate, dexchlorpheniramine maleate, brompheniramine maleate dexbrompheniramine maleate exports from India increased at 15% CAGR between Fiscal 2017 to Fiscal 2021. Our Company contributes to around 2.50%-3% of pyridine derivatives export from India. Our Company's export of Diphenhydramine Hydrochloride, Pheniramine Maleate, Pyrilamine Maleate/Mepyramine Maleate, Dexchlorpheniramine Maleate, Brompheniramine Maleate and Dexbrompheniramine Maleate grew at 47% in Fiscal 2021, even as overall derivatives of pyridine exports remained flat (*Source: CRISIL Report*).

Our key products such as Cetirizine Dihydrochloride, Diphenhydramine Hydrochloride, Chlorpheniramine Maleate and Pheniramine Maleate are in the therapeutic segments of anti-histamine and anti- allergic, which are widely and commonly prescribed drugs for treatment of common cold, cough and flu, and Ketamine Hydrochloride which is in the therapeutic segment of pain management. These products have been sold by us for over 10 years.

Global market by volume for the products below has grown consistently in the last five Fiscals.

	Previous growth in global market (2015-2020)	Fiscal 2015 (in MT)	Fiscal 2020 (in MT)	Expected growth in global market (2020-2025)
Benfotiamine	6.6%	120.6	170.0	5-10%
S-Ketamine Hydrochloride	5.6%	3.7	5.0	5-10%
Phenylephrine Hydrochloride	7.6%	289.1	430.0	5-10%

(Source: CRISIL Report)

We are in the process of further diversifying our product portfolio with strong product pipeline which includes Dextromethorphan Hydrobromide (decongestant), Pentoxifylline (xanthine derivatives), (S)-Ketamine Hydrochloride (analgesic/ anti-pyretic/ anaesthetic), Phenylephrine Hydrochloride (decongestant), Allopurinol (antigout) and Benfotiamine (diabetic neuropathy). In respect of some of the products such as Dextromethorphan Hydrobromide, Pentoxifylline, (S)-Ketamine Hydrochloride and Allopurinol, we have already started initial phase of production, which are primarily used for distribution of samples to different customers, primarily in unregulated markets. We are in the process of commencing commercial production of these products.

The table below sets forth annual capacity of the specified products:

Product	Global annual demand#	Our annual capacity
Dextromethorphan Hydrobromide	1406 MT	250 MT
Pentoxifylline	3798 MT	300 MT
S-Ketamine Hydrochloride	5 MT	2 MT
Phenylephrine Hydrochloride	430 MT	60 MT
Allopurinol	1871 MT	300 MT
Benfotiamine	170 MT	60 MT

#*(Source: CRISIL Report)*

Note: Our annual capacity numbers, as listed above, are estimates by the management of our Company and the actual numbers will depend on orders.

We believe that a diversified product portfolio diminishes the risk associated with the dependence on any particular therapeutic area. As a result of our existing market presence and product portfolio, we believe we are well positioned to capitalise on the expected growth in focused therapeutic areas.

In 2019, our Company was awarded the Outstanding Export Performance Award for the year 2018-19 for product group API / Bulk Drugs by Pharmaceuticals Export Promotion Council of India. Our Company has also been awarded the Export Achievement for 2016-17 in the product group Basic Chemical & Pharmaceutical Cosmetics (SSI) by Directorate of Industries, Government of Maharashtra. Further, our Company was awarded Export House for the Year for 2016-17 by Directorate of Industries, Government of Maharashtra.

Backward integrated business model

Our backward integration of API ensures steady supply of intermediates. As on October 31, 2021, 12 of our existing products are backward integrated, which contributed 67.14% and 60.17 .% of the total revenue for Fiscal year 2021 and for the six month period ended September 30, 2021, thereby resulting in increased margins and lesser dependence on suppliers for key starting material. With the ability to meet intermediates and processes requirements in-house, our integration model of business helps us to have sustainable business. It further protects us from relying on external sources for our raw materials, thereby reducing risk of unfavourable terms of supply such as high pricing and long timeline for delivery. Backward integration has enabled us to ensure a steady supply of intermediates at an equitable cost, avoiding any market fluctuations and to ensure quality and security of availability of essential raw materials. Our ability to produce key starting material is one our key strengths, resulting in cost competitiveness.

The below table sets forth the products which are backward integrated along with revenue contribution as % of revenue from operations for the respective periods indicated therein:

Sl. No.	Product	Fiscal 2021	April 1, 2021 to September 30, 2021
1.	Ketamine Hydrochloride	27.42	19.11
2.	Salbutamol Sulphate	9.86	8.80
3.	Chlorpheniramine Maleate	18.17	24.23
4.	Bisoprolol Fumarate	3.05	1.23
5.	Pheniramine Maleate	2.50	1.29
6.	Dexchlorpheniramine Maleate	2.48	2.08
7.	Brompheniramine Maleate	1.13	0.45
8.	Mepyramine Maleate/Pyrilamine Maleate	1.64	1.09
9.	Levosalbutamol Sulphate	0.42	0.63
10.	Dextromethorphan Hydrobromide	0.34	0.99
11.	Dexbrompheniramine Maleate	0.12	0.10
12.	Allopurnol	-	0.17

Geographically diversified revenues with a global presence across 86 countries

The global pharmaceutical market can broadly be divided into regulated markets, semi-regulated and non-regulated markets. From April 1, 2020 until October 31 2021, our products were exported to 86 countries including (i) regulated markets such as USA, China, Japan, Germany, Spain, Indonesia, South Korea and Switzerland; and (ii) semi-regulated and non-regulated markets such as Brazil, Mexico, Chile, Taiwan, Malaysia; Bangladesh, South Africa, Kenya, Jordan and Egypt, through our own marketing and distribution network as well as by entering into distribution arrangements with pharmaceutical distributors in these markets. For the Fiscals 2019, 2020, 2021 and for the six month period ended September 30, 2021, our export sales accounted for 70.96% 71.85%,77.47% and 73.57%, respectively of our revenue from operations.

Our customers include global pharma companies such as Syntec Do Brasil LTDA, American International Chemical Inc and AT Planejamento E Desenbolvimento De Negocios Ltda, with whom we have business relationship for over nine years, and Suan Farma Inc, Acme Generics LLP, Akum Drugs Ltd and Mankind Pharma Ltd with whom we have business relationship for over four years. We believe that our long-standing relationship with the customers are a result of consistent product quality and reliability of supply. Our top 10 customers contributed to 30.24%, 32.09%, 40.10% and 47.13% of revenue from operations for Fiscals 2019, 2020, 2021 and for the six month period ended September 30, 2021, respectively.

Given the wide and diversified geographical presence of our Company's operations, including a balanced mix of penetration in regulated and semi-regulated and non-regulated markets, coupled with niche product offerings in diverse therapeutic segments, we believe that our business model is de-risked from the perspective of low revenue generation or loss from a particular jurisdiction or from products of a particular therapeutic segment.

The below table sets forth the percentage of total revenue contribution from regulated markets and semi-regulated and non-regulated markets, for the specified periods:

Markets	**Fiscal 2019**	**Fiscal 2020**	**Fiscal 2021**	**April 1, 2021 to September 30, 2021**
Regulated	34.03%	32.6%	38.17	49.22
Semi-regulated and non-regulated markets	65.97%	67.04%	61.83	50.78

The below table sets forth the region wise percentage of total revenue from operations for the specified periods:

Region	**Fiscal 2019**	**Fiscal 2020**	**Fiscal 2021**	**April 1, 2021 to September 30, 2021**
Latin/ South America (Argentina, Brazil and Peru)	9.70%	7.68%	19.15%	12.01%
Europe	13.44%	17.69%	17.40%	18.53%
Asia (other than India, China and Combodia)	28.94%	24.02%	19.45%	17.28%
India	29.04%	28.15%	22.53%	26.43%
China and Cambodia	8.53%	12.12%	9.82%	19.48%
North America	7.38%	6.06%	4.76%	2.36%

The non-regulated markets have relatively low entry barriers in terms of regulatory requirements, including with respect to the qualification process and intellectual property rights. The regulated markets have stricter regulatory entry barriers. As a result, there is a premium for quality and regulatory compliance along with greater stability for both volume and prices in the regulated markets. We are present in regulated, semi-regulated and non-regulated markets. We have a strong regulatory compliance track record. Our regulatory team plays a crucial role in obtaining relevant approvals for our products in different jurisdictions and ensuring that we are able to market our products widely. Our products are registered with various international regulatory authorities such as USFDA, EDQM, NMPA (previously known as SFDA), KFDA, PMDA, TGA and Taiwan FDA.

Advanced manufacturing and research and development capabilities

Our modern manufacturing facility located in Parshuram Lote, Maharashtra is spread across 23,806 sq.mt and has reactor capacity of 547 KL/ day. We have four manufacturing blocks which are segregated therapeutic segment wise. The fourth block commenced operation on May 30, 2021. The manufacturing facility includes well delineated areas for R&D, quality control (chemical microbiology), quality assurance, dedicated areas for engineering maintenance, warehouse, materials and finished goods stores. It also has an effluent treatment plant and an express feeder from the sub-station for power. We also operate seven cleanrooms.. We also initiated the construction of a new warehouse and administration block (which will house a new quality control and assurance laboratory) to accommodate the rapidly expanding business and its needs. In addition, our Company has acquired a plot of land, admeasuring 12,551 sq.mt, near the present manufacturing facility, wherein the Company intends to expand its manufacturing infrastructure. For details pertaining to utilisation of the proceeds from the Issue towards our expansion plans, see "*Objects of the Offer*" on page 74.

We believe quality is a key differentiator in our business and have adopted uniform manufacturing standards to achieve standardized product quality for all our markets. Our manufacturing capabilities range from development of simple molecules to highly complex chiral centre molecules with expertise in different class of reactions like fridel craft acylation, grignard reaction, decyanation, high pressure catalytic reductions, high vacuum distillations, nitration, bromination, cyclisation, formylation, etherification and oxirane reactions with a distinction of affordability and quality. We are also capable of manufacturing control category drugs. We also manufacture products that require a specialized environment for manufacturing such as Methylcobalamin and Cyancobolamine (Vitamin B-12) and its derivative. Our manufacturing facility has received approvals from USFDA, EDQM TGA-

Australia, , KFDA-Korea, PMDA-Japan, NMPA (previously known as SFDA)- China, Health Canada , in relation to the products being exported to the relevant jurisdictions by us.

We are a R&D driven company and believe that our focus on R&D has been critical to our success. Our R&D activities primarily include developing new products, improving existing products and expanding product applications. Our DSIR approved R&D facility is located in Parshuram Lote, Maharashtra. Our R&D efforts are primarily focused across the value chain of API process development. As on October 31, 2021, we have a team of 23 scientists. Our R&D efforts are demonstrated by a strong pipeline of products such Dextromethorphan Hydrobromide (decongestant), Pentoxifylline (xanthine derivatives), (S)-Ketamine Hydrochloride (analgesic/ anti-pyretic/ anaesthetic), Phenylephrine Hydrochloride (decongestant), Allopurinol (antigout) and Benfotiamine (diabetic neuropathy). With a view to enhance our R&D capabilities, we are in the process of expanding our existing R&D facility to add, amongst others, a testing laboratory,research and development centre and fully automatic equipped warehouse.

Consistent strong financial performance due to de-risked business model

We have delivered strong and consistent financial growth since Fiscal 2019. We have a proven track record of operations of over 12 years and have a strong balance sheet as well as a stable cash flow profile. We have had positive operating cash flows every financial year since incorporation. Our total income, EBIDTA and profit after tax grew at a CAGR of 17.73 %, 56.47% and 77.23% from Fiscal 2019 to Fiscal 2021. Details of our consistent financial performance are as follows:

Financial performance indicators	Fiscal 2019	Fiscal 2020	Fiscal 2021	April 1, 2021 to September 30, 2021
Basic/diluted earnings	5.39	10.03	16.92	9.01
Export sales as % of gross sales	70.96%	71.85%	77.47%	73.57%
Gross margin as % of revenue from operations	47.14%	55.56%	66.75%	63.00%
EBITDA as % of total income	25.45%	33.92%	44.96%	42.89%
Profit for the year as % of total income	13.79%	22.75%	31.25%	28.67%
Current assets/current liabilities	0.99	1.27	1.82	2.10
Debt/equity	0.94	0.55	0.26	0.21
Asset turnover	3.45	3.35	4.03	1.55

Experienced senior management team and qualified operational personnel

Our Promoter and Chairman, Satish Wagh, has extensive experience in the pharmaceutical sector. Satish Wagh is the recipient of the (i) National Award for Research & Development Effort in Small Industries 1999 by Ministry of Small Scale Industries; (ii) National Award for Outstanding Entrepreneurship Efforts 2007 by Ministry of Micro, Small and Medium Enterprises; (iii) National Award for Quality Products in Small Scale Sector for Manufacturing of Basic Drugs 2003 by Ministry of Small Scale Industries; (iv) National Award for Research & Development 2010 by Ministry of Micro, Small and Medium Enterprises; and (v) Certificate of Excellence Times Inspiring Leaders 2021. Our Promoter has played a key role in developing our business and we benefit from his significant experience in the pharmaceuticals business. He is supported by his daughters, Saloni Wagh and Shivani Wagh, who look after export and operations. We have built strong management team. Our senior management team includes Shireesh Ambhaikar (Chief Executive Officer), Ashish Ramdas Nayak (Chief Financial Officer), Partha Sarathi Pal (Chief Marketing Officer) and Dr. Prashant Baban Zate (Regulatory Head). Additionally, our R&D team is headed by Dr. Sushanta Mishra along with a team of 23 scientists, as on October 31, 2021. Our Board of Directors include a combination of management executives and independent members who bring in significant business expertise. For details, see "*Our Management*" on page 158. We believe that the pharmaceutical domain knowledge and experience of our Promoter, combination of our experienced Board of Directors and our management team provides us with a significant competitive advantage to capitalize on future growth opportunities as we seek to grow in our existing markets and enter new geographies.

Our Strategies

Expansion of manufacturing capabilities

We presently operate from our manufacturing facility located in Parshuram Lote, Maharashtra, spread across 23,806 sq.mts, having reactor capacity of 547 KL/ day. We intend to enhance our production capacity and capabilities through additional capital expenditure in our existing manufacturing facilities. We have also initiated the construction of a new warehouse and administration block (which will house a new quality control and assurance laboratory) to accommodate the rapidly expanding business and its needs. We plan to enhance our manufacturing capabilities and towards this strategy, our company has acquired a plot of land admeasuring 12,551 sq.mt near the present manufacturing facility. For details pertaining to utilisation of the proceeds from the Issue towards our expansion plans, see "*Objects of the Offer*" on page 74.

We also intend to commence production of intermediates for our products like Diphenhydramine Hydrochloride, Cetirizine Dihydrochloride and Tramadol, to enhance our backward integration abilities.

India is one of the world's leading suppliers of drugs - mostly generic formulations - but depends on imports for its requirement of APIs and KSMs, particularly from China, which accounted for more than 60% of requirements in some therapy areas. India's reliance on pharmaceutical ingredient imports has risen over the past few decades due to the higher cost of domestic production, with the gap in cost reaching to almost 20%-30%, particularly for energy-intensive fermentation-based ingredients used in anti-infectives. Import dependence is more than 90% for some life-saving drugs, including penicillin and ciprofloxacin. In an attempt to gain greater control over bulk drug supplies, large domestic pharmaceutical companies are increasing backward integration in key API and intermediates segments. Considering the growth in formulations in international and domestic market, Indian companies are taking steps to strengthen their API and intermediates manufacturing. Backward integration remains the key to meet the increasing demand for cost- effective APIs. In addition to the apparent benefits of greater cost efficiencies and quality control, in-house intermediates manufacturing facilities offer greater manufacturing flexibility and minimizes the reliance on third party suppliers. Indian companies are also marketing and exporting APIs both in the domestic and international markets, making it crucial to procure high quality KSM / intermediates at effective cost to compete with Chinese API suppliers. (*Source: CRISIL Report*)

As on October 31, 2021, we are already backward integrated for 12 of our existing products and are in the process of commencing production for intermediates for our products like Diphenhydramine Hydrochloride, Tramadol Hydrochloride and Allopurinol. The proposed expansion of our manufacturing facilities is expected to enhance our key starting material manufacturing capabilities.

We have proven expertise in chemical process development and manufacturing with a deep understanding of complex chemical processes. Our cGMP and manufacturing capabilities help clients with investigational to commercial-scale development programs. Our manufacturing facility is equipped for both clinical phase material supplies up to commercial API manufacturing. We intend to offer to our customers both small-scale clinical trial quantities and commercial-scale requirements including building blocks and cGMP manufacturing of APIs. Our scale-up and contract manufacturing activities are supported by an experienced team comprising of chemical manufacturing, quality control, quality assurance, environment health safety and sustainability, engineering and maintenance, and supply chain management, teams.

Expanding product portfolio with increasing R&D capabilities

We believe that consolidating our position in the therapeutic areas where we have a presence currently, namely, antihistamine, analgesic, anaesthetic, vitamin, anti-asthmatic and anti-allergic, would be key to our growth in the markets we operate and intend to expand. Our immediate strategy involves introducing new products and toward this, we already have a strong pipeline of products such Dextromethorphan Hydrobromide (decongestant), Pentoxifylline (xanthine derivatives), (S)-Ketamine Hydrochloride (analgesic/ anti-pyretic/ anaesthetic), Phenylephrine Hydrochloride (decongestant), Allopurinol (antigout) and Benfotiamine (diabetic neuropathy). Going forward, we intend to focus on other key therapeutic areas such as anti-gout, anti-depressant, anti-anxiety, anti-convulsant and hypnotic.

We intend to continue to drive our R&D initiatives towards the development of innovative APIs. We also intend to improve our R&D capabilities, with a focus on capturing more high-value first-to-market opportunities in key international markets, as well as leveraging our broad product basket to enhance our market position globally. We continually aim to develop advanced range of our treatment options, enhance our product portfolio, expand into niche therapeutic areas, achieve technical competitiveness and bring in cost efficiency in existing products and processes, through investment in R&D. We intend to increase our R&D capabilities and expertise in niche areas with high entry barrier such as complex chemistry, complex technology and patented processes, which offer significant market opportunities. With a view to enhance our R&D capabilities, we are in the process of expanding our existing R&D facility to add, amongst others, a testing laboratory,research and development centre and fully automatic equipped warehouse.

Our expanding portfolio of product offerings in regulated markets is largely backed by expanding our regulatory capabilities. As of October 31, 2021, we have filed 14 active DMFs with the USFDA and eight active CEP's with EDQM for our API products in therapeutic areas such as antihistamine, analgesic, anaesthetic, vitamin, anti-asthmatic and anti-allergic. We will continue to focus on developing and filing of more DMFs in the area of niche and differentiated products which we believe provide better growth opportunities and would help us in developing our business. Our R&D team has also filed three process patent in India and two process patent with WIPO, as of October 31, 2021 and will continue to focus on developing and filing more process patents. We seek to leverage our experience and research and development capabilities to assist in regulatory filings and approvals. We also expect to continue to increase our R&D efforts towards complex chemistries to grow our product portfolio.

Increase current market presence and enter new markets

We intend to continue to grow our sales in existing geographies in Latin America, North America, Europe, Asia and Middle East, and to grow our market share in these markets by increasing our product portfolio in these markets and by leveraging our existing relationships with customers. For the Fiscals 2019, 2020,2021 and for the six month period ended September 30, 2021, our export sales accounted for 70.96%, 71.85% 77.47% and 73.57%, respectively of our revenue from operations. Similarly, for the Fiscals 2019, 2020, 2021 and for the six month period ended September 30, 2021, our domestic sales accounted for 29.04%, 28.15% 22.53% and 26.43%, respectively, of our revenue from operations.

We intend to create strong local presence and expertise with required infrastructure and develop capabilities to exploit growth potential offered by the relevant markets. Our growth strategy may vary from country to country depending on factors such as applicable regulatory requirements, competition and pricing. For instance, we will continue to carefully select products of value for launch in regulated markets like Europe, which enables us to have better pricing for our products. We will continue to engage with pharmaceutical companies with strong local presence or alternatively appoint local distributors through whom we can undertake our own sales, in our intended jurisdictions of expansion.

Continue to focus on operational excellence

We intend to achieve operational excellence in terms of cost and production efficiency. Our manufacturing facilities and process are fully integrated with multi-purpose operational and scale-up abilities. We have adopted-cGMP manufacturing standards to achieve standardised product quality for all our markets. Quality control and assurance are our key focus areas in the manufacturing process. Our cGMP and manufacturing capabilities help clients with investigational to commercial-scale development programs. Each product is released with consistent high quality to meet regulatory standards. We believe that our advanced manufacturing facility and R&D capabilities, along with our ongoing expansion efforts, will help us reduce production cost, increase production and achieve economies of scale.

<u>Description of our business</u>

We manufacture APIs and our business is organized into domestic and export sales, according to the geographies in which we operate. The total revenue (from each business segment) for the respective periods is listed below:

(*In ₹ million*)

Segment	Fiscal 2019	Fiscal 2020	Fiscal 2021	April 1, 2021 to September 30, 2021
Export sales	1,971.66	2,239.29	2,985.53	1,653.82
Domestic sales	806.73	877.16	868.13	594.18

Our focus is primarily on diverse therapeutic areas and niche products. Our selection of every molecule is backed by extensive research and study especially in terms of patents, chemistry, regulated and unregulated markets, capital expenditure, volumes, price, margins and expected rate of return. The table below lists out our key products which are sold in the domestic and international markets:

Product	Therapeutic area	Molecule	Certifications/Dossiers
Chlorpheniramine Maleate (CPM)	Antihistamine	API	EDQM Approval, US DMF, CEP, Health Canada, Taiwan FDA, NMPA DMF, EDMF

Product	Therapeutic area	Molecule	Certifications/Dossiers
Brompheniramine Maleate (BPM)	Antihistamine	API	US DMF, NMPA DMF, CEP, EDMF
Pheniramine Maleate	Antihistamine	API	US DMF, , CEP, EDMF, NMPA DMF
Dexchlorpheniramine Maleate	Antihistamine	API	US DMF, EDMF
Mepyramine Maleate	Antihistamine	API	US DMF, CEP, EDMF
Ketamine Hydrochloride	Analgesic/Anti-pyretic/Anesthetic	API	US DMF, CEP, TGA DMF, Canadian DMF (Human Use & Veterinary), EDMF
Tramadol Hydrochloride	Analgesic/Anti-pyretic/Anesthetic	API	Korean FDA , EDMF
Riboflavin 5 – Phosphate Sodium	Vitamin	API	US DMF, EDMF, Kosher, Indonesian Halal, Maharashtrian Halal, FAMI-QS. CEP applied
Salbutamol Sulphate	Anti-asthmatic	API	EDMF, CEP
Cetirizine Dihydrochloride	Anti-allergic	API	EDMF
Diphenhydramine Hydrochloride	Anti-allergic	API	EDMF, US DMF
Bupropion Hydrochloride	Smoking cessation	API	US DMF
Bisoprolol fumarate	Anti-hypertensive	API	EDMF, US DMF
Methylcobalamine	Vitamin B12	API	US DMF, KFDA, Kosher, Halal India, Halal Indonesia

From April 1, 2020 until October 31 2021, our products were exported to 86 countries to 1,296 customers including 346 distributors. We have grown our API business across several countries. The table below lists out the key jurisdictions in which we sell our products:

Region	Country	Therapy	Market
Africa	Kenya, Tanzania, Uganda, Zimbabwe, Ghana and Nigeria	Anti-histamine, anti-allergic and anti-asthamatic	non-regulated markets
Asia	China	Anti-histamine and anti-asthamatic	Regulated
Asia	South Korea	Anti-histamine, vitamin, analgesic and anti-allergic	Regulated
Asia	Cambodia, HongKong, Singapore, Phillipines, Srilanka, Taiwan, Malaysia, Thailand, Vietnam and Bangladesh	anti-histamine, anti-allergic, vitamin, anti-asthmatic and analgesic	Semi-regulated and non-regulated markets
Asia	Japan	Chlorpheniramine maleate	Regulated
Europe	UK, Germany, Netherland, Spain, Switzerland, Belgium, Italy and France	Analgesic, anti-hypertensive, anto-allergic, anti-histamine, analgesic, vitamin and anti-asthmatic	Regulated
Latin America	Argentina	Anti-histamine, anti-allergic, analgesic and anti-asthmatic	Non- Regulated
Latin America	Brazil	Anti-histamine, anti allergic, analgesic and anti-asthmatic	Regulated
Latin America	Venezuela and Chile	Anti-histamine and analgesic	Semi-regulated and non-regulated markets
Latin America	Columbia, Mexico and Peru	Anti-histamine, anti-allergic, analgesic, vitamin and anti-asthmatic	Semi-regulated and non-regulated markets
North America	United States of America and Canada	Anti-hypertensive, anti-histamine, decongestant, anti-allergic, analgesic, vitamin and anto-asthmatic	Regulated

The below tables set forth year-wise, and for the six month period ended September 30, 2021, sale volume by therapy as a percentage of the total production for Fiscal 2019, Fiscal 2020 and Fiscal 2021, and for the six month period ended September 30, 2021, are as follows :

Fiscal 2019						
Segment	**Africa**	**Asia**	**Europe**	**America**	**Middle East**	**Oceania***
Analgesic/Anti-Pyretic/Anesthetic	0.02%	6.14%	9.01%	36.47%	0.03%	26.29%
Anti-Allergic	26.63%	20.53%	12.92%	22.39%	57.89%	0.00%
Anti-Asthmatic	2.47%	8.55%	1.09%	0.58%	3.64%	0.00%
Anti-Histamine	64.46%	49.77%	48.88%	28.74%	27.89%	73.28%
Anti-Hypertensive	6.42%	0.29%	0.08%	0.10%	0.93%	0.00%
Anti-Malarial	0.00%	4.61%	0.00%	0.00%	0.00%	0.00%
Decongestant	0.00%	0.48%	0.00%	2.31%	0.00%	0.00%
Feed Additive	0.00%	0.15%	0.00%	0.48%	0.00%	0.00%
Smoking Cessation	0.00%	0.03%	2.83%	3.92%	0.00%	0.00%
Vitamin	0.00%	4.57%	24.03%	4.50%	9.64%	0.43%
Xanthine Derivatives & Beverages	0.00%	4.88%	1.16%	0.51%	0.00%	0.00%

**Including Australia and New Zealand*

The sale volume for Fiscal 2019 in Africa, Asia, Europe, America, Middle East and Oceania was 8.18MT, 426.17 MT, 44.10 MT, 93.19MT, 27.51MT and 0.24MT respectively.

Fiscal 2020						
Segment	**Africa**	**Asia**	**Europe**	**America**	**Middle East**	**Oceania***
Analgesic/Anti-Pyretic/Anesthetic	10.26%	11.10%	34.33%	42.56%	2.99%	56.04%
Anti-Allergic	3.97%	20.27%	25.88%	17.65%	52.38%	0.00%
Anti-Asthmatic	9.29%	8.06%	1.24%	0.37%	0.45%	0.00%
Anti-Histamine	55.36%	49.30%	25.39%	18.99%	32.96%	39.46%
Anti-Hypertensive	3.05%	0.51%	0.22%	0.04%	5.94%	0.00%
Anti-Malarial	17.56%	4.08%	0.00%	0.00%	0.00%	0.00%
Decongestant	0.00%	0.55%	0.00%	0.75%	0.28%	0.00%
Feed Additive	0.00%	0.52%	0.00%	0.49%	0.00%	0.00%
Smoking Cessation	0.05%	0.04%	2.54%	2.69%	0.00%	0.00%
Vitamin	0.46%	4.08%	8.61%	13.37%	5.01%	4.50%
Xanthine Derivatives & Beverages	0.00%	1.49%	1.78%	3.09%	0.00%	0.00%

**Including Australia and New Zealand*

The sale volume for Fiscal 2020 in Africa, Asia, Europe, America, Middle East and Oceania was 13.19MT, 425.17MT, 36.42MT, 87.41MT, 26.87MT and 0.13MT respectively.

Fiscal 2021						
Segment	**Africa**	**Asia**	**Europe**	**America**	**Middle East**	**Oceania***
Analgesic/Anti-Pyretic/Anesthetic	9.53%	4.98%	40.26%	46.36%	0.75%	24.94%
Anti-Allergic	1.91%	26.87%	6.33%	15.05%	40.32%	0.00%
Anti-Asthmatic	3.69%	10.09%	1.13%	0.67%	0.46%	0.00%
Anti-Histamine	62.60%	47.90%	26.67%	23.48%	38.98%	74.47%
Anti-Hypertensive	4.85%	0.47%	0.37%	0.32%	8.09%	0.00%
Anti-Malarial	17.36%	4.09%	0.00%	0.00%	0.00%	0.00%
Decongestant	0.00%	0.08%	0.00%	0.90%	0.08%	0.00%
Feed Additive	0.00%	0.08%	0.16%	0.17%	0.00%	0.00%
Smoking Cessation	0.00%	0.32%	2.28%	0.55%	3.14%	0.00%
Vitamin	0.05%	4.54%	20.41%	10.28%	3.95%	0.60%
Xanthine Derivatives & Beverages	0.00%	0.59%	2.39%	2.22%	4.24%	0.00%

**Including Australia and New Zealand*

The sale volume for Fiscal 2021 in Africa, Asia, Europe, America, Middle East and Oceania was 21.02MT, 425.52MT, 62.93MT, 108.77MT, 31.85MT and 1.44MT respectively.

April 1, 2021 to September 2021						
Segment	**Africa**	**Asia**	**Europe**	**America**	**Middle East**	**Oceania***
Analgesic/Anti-Pyretic/Anesthetic	25.46%	1.17%	59.56%	41.94%	9.21%	60.70%
Anti-Allergic	0.91%	9.50%	2.15%	39.13%	6.17%	0.00%
Anti-Asthmatic	5.46%	3.66%	0.27%	0.00%	1.99%	0.00%
Anti-Histamine	40.41%	14.78%	7.58%	15.99%	31.14%	0.00%
Anti-Hypertensive	1.82%	0.24%	0.16%	0.00%	5.22%	0.00%
Anti-Malarial	25.41%	2.64%	0.00%	0.00%	0.00%	0.00%
Decongestant	0.00%	0.51%	0.43%	0.34%	0.59%	0.00%
Feed Additive	0.00%	0.18%	0.00%	0.00%	0.00%	0.00%
Smoking Cessation	0.00%	0.04%	0.58%	0.00%	0.00%	0.00%
Vitamin	0.53%	1.59%	13.68%	0.89%	45.67%	39.30%
Xanthine Derivatives & Beverages	0.00%	0.33%	1.82%	1.54%	0.00%	0.00%

**Including Australia and New Zealand*
The sale volume for September 2021 in Africa, Asia, Europe, America, Middle East and Oceania was 5.51MT, 664.03MT, 34.68MT, 16.23MT, 5.27MT and 0.07MT respectively.

The year-wise and for the six month period ended September 30, 2021, production volume by therapy as % of total production:

Therapeutic area	Fiscal 2019	Fiscal 2020	Fiscal 2021	April 1, 2021 to September 30, 2021
Analgesic/Anti-pyretic/anesthetic	11.97%	18.92%	14.84%	16.56%
Anti-Allergic	22.20%	19.59%	24.17 %	18.48%
Anti-asthma	6.51%	6.14%	7.29%	7.12%
Anti-Histamine	44.88%	42.89%	40.50%	36.49%
Anti-hypertensive	0.35%	0.77%	1.18%	0.50%
Anti-malarial	3.12%	3.25%	2.49%	9.36%
Decongestant	0.74%	0.39%	0.61%	0.33%
Feed additive	0.06%	0.51%	0.00%	0.41%
Smoking Cessation	1.03%	0.41%	0.81%	0.39%
Vitamin	5.37%	5.48%	6.68%	7.71%
Xanthine derivatives	3.77%	1.65%	1.43%	0.33%

The production volume by therapy for Fiscal 2019, 2020, 2021 and and for the six month period ended September 30, 2021 was 610.79 MT, 617.87MT,648.54MT and 299.87MT, respectively.

The below table lists out region wise revenue contribution for the respective periods indicated below:

(*In ₹ million*)

International regions	Fiscal 2019	Fiscal 2020	Fiscal 2021	April 1, 2021 to September 30, 2021
India	806.73	877.16	868.13	594.18
China and Cambodia	237.03	377.59	378.46	437.97
Asia (excluding India, China and Cambodia)	804.00	748.67	749.47	388.39
Europe	373.36	551.25	670.68	416.62
Latin America	269.6	239.31	738.05	270.07
North America	205.01	188.97	183.34	53.14
Africa	22.18	44.12	91.03	32.73
Middle East	55.88	82.3	155.95	37.94
Others	4.6	7.07	18.54	16.96

Our customers primarily are pharmaceuticals companies involved in manufacturing of formulations and pharmaceutical distributors. Although we do not enter into long term contracts with our customers for supply of our products, we have long standing business relationships with some of our customers. We primarily directly reach out to our customers through participation in trade fairs and visits by our marketing and sales team. We believe that our customer tie-ups have been effective because of our niche product portfolio in diverse therapeutic areas and its quality. The below table sets out the list of our key customers:

Name	Country	Customer type	Key products supplied
Mankind Pharma	India	Manufacturer	Methylcobalamine Bisoprolol Fumrate Chlorpheniramine Maleate
Acme Generics LLP	India	Manufacturer	Methylcobalamine Chlorpheniramine Maleate Tramadol
Akums Drugs and Pharmaceuticals Limited	India	Manufacturer	Bisoprolol Fumarate Chlorpheniramine Maleate Levosalbutamol Sulphate Bupropion Hydrochloride Methylcobalamine
American International Chemical Inc	USA	Pharmaceutical Distributor	Brompheniamine Malate Chlorpheniramine Maleate Dexchlorpheniramine Malate Diphenhydramine Pheniramine Maleate Pyrilamine Maleate
Saun Farma, Inc	USA	Pharmaceutical Distributor	Ketamine Hydrochloride Mythylcobalamin Pyrilamine Maleate
Almat Pharmachem Inc.	Canada	Manufacturer	Pyrilamine Maleate Diphenhydramine Hydrochloride
Ampak Company Inc.	USA	Pharmaceutical Distributor	Diphenhydramine Dextromethorphan Hydrobromide Pyrilamine Maleate Chlorpheniramine Maleate
LNK International Inc.	USA	Manufacturer	Pyrilamine Maleate Chlorpheniramine Maleate
Syntec Do Brasil LTDA	Brazil	Manufacturer	Ketamine Hydrochloride
AT Planejamento e Desenvolvimento de Negocios LTDA	Brazil	Pharmaceutical Distributor	Ketamine Hydrochloride, Dexchlorpheniramine Malate Chlorpheniramine Maleate Pheniramine Maleate Brompheniramine Maleate

Research and development

Our focus on R&D has been critical to our success. We believe in the importance of developing our R&D facilities to maintain our competitiveness. We have a DSIR approved R&D facility in Parshuram Lote, Maharashtra. Our R&D efforts are primarily focused across the value chain of API process development. As of October 31, 2021, our R&D team comprises of 23 scientists. Our R&D team has a focus on generic development and contributes significantly towards backward integration and launch of new products. Our R&D works in conjunction with our business development team to generate innovative concepts and ideas, exploiting both market needs and synergies across therapeutic areas. Our R&D efforts are demonstrated by the strong pipeline of products as below:

Therapeutic segment	Product	Certifications/Dossiers
Decongestant	Dextromethorphan Hydrobromide	EDMF, US DMF
Xanthine derivatives	Pentoxifylline	EDMF, CEP
Anesthetic	(S)-Ketamine Hydrochloride	EDMF, CEP, USDMF
Decongestant	Phenylephrine Hydrochloride	-
Anti-gout	Allopurinol	-
Coagulation	Tranexamic Acid	-
Diabetic Neuropathy	Benfotiamine	-

We have made several DMF and CEP filings to facilitate entry into the regulated market so far. The below tables set out the DMF filings made by us as on date:

DMF number	Status	Type	Submission year	Product/ subject
22210	A	II	2008	Chlorpheniramine Maleate Usp

DMF number	Status	Type	Submission year	Product/ subject
23511	A	II	2010	Brompheniramine Maleate
23512	A	II	2010	Pheniramine Maleate
27005	A	II	2013	Riboflavin 5' - Phosphate Sodium
27921	A	II	2014	Ketamine Hydrochloride Usp
29099	A	II	2015	Pyrilamine Maleate Usp
30708	A	II	2016	Albuterol Sulfate Usp
33538	A	II	2019	Bupropion HCL
33575	A	II	2019	Dextromethorphan HBR Usp
35174	A	II	2020	Diphenhydramine Hcl Usp
35670	A	II	2021	Methylcobalamine Usp
35650	A	II	2021	Bisoprolol Fumarate Usp
35855	A	II	2021	Dexchlorpheniramine Maleate
036426	A	II	2021	Esketamine HCl

The below tables set out the CEP filings made by us as on date:

Substance No.	Substance	Certificate number	Issue year	Status	Type
386	Chlorpheniramine Maleate	R1-CEP 2008-154-Rev 01	2015	Valid	Chemistry
1357	Pheniramine Maleate	R0-CEP 2015-030-Rev 00	2017	Valid	Chemistry
977	Brompheniramine Maleate	R0-CEP 2015-097-Rev 00	2017	Valid	Chemistry
278	Mepyramine Maleate	R0-CEP 2015-122-Rev 00	2017	Valid	Chemistry
1020	Ketamine Hydrochloride	R0-CEP 2016-194-Rev 00	2017	Valid	Chemistry
851	Pentoxifylline	R0-CEP 2018-294-Rev 00	2021	Valid	Chemistry
1742	Esketamine Hydrochloride	R0-CEP 2018-198-Rev 00	2021	Valid	Chemistry
0687	Salbutamol Sulphate	R0-CEP 2019-037-Rev 00	2021	Valid	Chemistry

Our R&D team has also filed three process patents in India and two with WIPO as of October 31, 2021.

Manufacturing

Our business operations are supported by a modern manufacturing facility located in Parshuram Lote, Maharashtra, spread across 23,806 sq.mt. We have four manufacturing blocks which are segregated therapeutic segment wise. The fourth block commenced operation on May 30, 2021. The manufacturing facility includes well delineated areas for R&D, quality control (chemical microbiology), quality assurance, dedicated areas for engineering maintenance, warehouse, materials and finished goods stores. It also has an effluent treatment plant and an express feeder from the sub-station for power. We also operate seven cleanrooms and have reactor capacity of 547 KL/ day. All seven clean rooms meet the code of GMP requirements. We have also acquired a plot of land admeasuring 12,551 sq.mt near our existing manufacturing facility wherein the Company intends to expand its manufacturing infrastructure. We also initiated the construction of a new warehouse and administration block (which will house a new quality control and assurance laboratory) to accommodate the rapidly expanding business and its needs.

Our manufacturing capabilities range from development of simple molecules to highly complex chiral centre molecules with expertise in different class of reactions like fridel craft acylation, grignard reaction, decyanation, high pressure catalytic reductions, high vacuum distillations, nitration, bromination, cyclisation, formylation, etherification and oxirane reactions with a distinction of affordability and quality. We are capable of manufacturing control category drugs. We also manufacture products that require a specialized environment for manufacturing such as Vitamin B-12 and its derivative.

In the Fiscal 2020, we undertook the strategic acquisition of Swastik Industries, which was a sole proprietorship of our Promoter, through a business transfer agreement. Swastik Industries was primarily engaged in the business of manufacturing of APIs. The manufacturing plant of Swastik Industries was located in the same premises as our manufacturing facility. The acquisition of the manufacturing facility of Swastik Industries enabled optimal utilisation of manufacturing resources and collation of manufacturing capabilities under one entity.

Set forth below are the principal details with respect to our manufacturing facility:

Manufacturing facility	Address	Reactor Capacity (KL/annum)*			
		Fiscal 2019	Fiscal 2020	Fiscal 2021	April 1, 2021 to October 31, 2021
Existing blocks A, B & C	A-5/2, A-5/1, A-6/3	53120**	53120**	53120**	31540 **
Block D, which became operational on May 30, 2021		-	-	-	14405***
Total		53120	53120	53120	45945

***** *The reactor capacity of the Company has remained unchanged in Fiscal 2019, Fiscal 2020 and Fiscal 2021 and includes the reactor capacity of Swastik Industries' reactors. In May 2021, fourth manufacturing block became operational with additional reactor capacity of 34,400 KL/annum*

***Reactor capacity for A, B and C Block has been calculated as follows:332KL/day x 160 days = 53120 and for the period from April to October 2021 calculated as 332KL/day x 95 days = 31540*

**** Reactor capacity for D Block has been caclulated as follows: 215KL/day x 67 days= 14405*

Capacity Utilisation

	Fiscal 2018	Fiscal 2019	Fiscal 2020	Fiscal 2021	April 1, 2021 to October 31, 2021
Capacity Utilisation %	52%	63%	63%	71%	49%

Our backward integration of API business ensures steady supply of intermediates and key starting materials. As on October 31, 2021, 12 of our existing products are backward integrated, which contributed 67.14% and 60.17% of the total revenue for Fiscal 2021 and for the six month period ended September 30, 2021. Our integration model of business helps us to have sustainable production. It further protects us from relying on external sources for our raw materials, thereby reducing risk of unfavourable terms of supply such as high pricing and long timeline for delivery. Backward integration has enabled us to ensure a steady supply of intermediates at an equitable cost, avoiding any market fluctuations and to ensure quality and security of availability of essential raw materials.

Raw materials

Our manufacturing processes require a wide variety of raw materials. These raw materials include intermediates, basic chemicals, excipients and colorants. Some of the key intermediates include Cyclo-PentlyChloride, Para-Chloro Benzyl Cyanide, Cyanocobalamin, Riboflavin, Artemisinin Powder and Sodium Borohydride. We purchase these raw materials from a list of suppliers that we maintain, which has been approved by our internal quality control department after a quality assurance approval process. We ensure that the raw materials are produced and supplied according to the quality standards specified and also that the vendor is able to maintain the same standard of quality for all its supplies. Each vendor is periodically re-evaluated to ensure that it is complying with all our requirements. Depending on the raw material that we require, we either approach a supplier or obtain it through backward integration with our own intermediary division. We typically do not have any long-term contracts with our suppliers. We undertake spot buying or have such raw material manufactured on a product-to-product basis. However, our relationship and repeat business has allowed us to develop a longstanding relationship with various suppliers. We typically deal with multiple suppliers to safeguard ourselves from potentially interrupted supply. To date, we have experienced no significant difficulties in obtaining raw materials. We obtain most of our raw materials from India, China, South Korea and Belgium. Some of our major raw material for products such as ketamine hydrochloride, bisoprolol fumarate, pheniramine maleate were originally procured from countries like China and Belgium, for which now we have arranged local sources thereby reducing our dependence on imports. Further, a substantive part of our raw material requirements for our business is sourced from intermediates manufactured in-house.

Quality control and assurance

We believe that quality control is critical to our continued success and consistency in quality is a key differentiator in our business. We have adopted-cGMP manufacturing standards to achieve standardised product quality for all our markets. Quality control and assurance are our key focus areas in the manufacturing process. Every plant in our manufacturing facility has well defined processes and systems in place to comply with cGMP and TRS guidelines.

We have put in place quality control systems to ensure consistent quality, efficacy and safety of products. Regular audit programs measure and validate our attempts to deliver consistent quality. These quality audits are regularly updated and reviewed to comply with international regulatory requirements. We have a quality control laboratory complex spread over an area of 329 sq. mt.. Our employees are required to undergo thorough 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. All products are subjected to extensive stability testing program to understand the real product behaviour during its shelf life. We also monitor in-market product quality through annual product quality review mechanism. Our manufacturing facility has waste management and environment protection systems designed to comply with laws on environmental pollution. Our manufacturing facility has received approvals from USFDA, EDQM TGA-Australia, , KFDA-Korea, PMDA-Japan, NMPA (previously known as SFDA)- China, Health Canada, in relation to the products being exported to the relevant jurisdictions by us.

Environment and safety

We are subject to significant environmental laws and regulations, including regulations relating to the prevention and control of water pollution and air pollution, environment protection, hazardous waste management and noise pollution. These regulations govern the discharge, emission, storage, handling and disposal of a variety of substances that may be used in or result from our operations. The costs associated with compliance with these environmental laws, regulations and guidelines may be substantial and, although we believe that we are in compliance with all applicable environmental standards, we may discover currently unknown environmental problems, conditions or non-compliances. We also handle controlled substances and dangerous materials including explosive, toxic and combustible materials. For a detailed description see "*Key Regulations and Policies in India*" of page 146.

We implement regular and strict monitoring to comply with pollution control norms, with a commitment to reduce, recycle and reuse resources for conservation and waste reduction, wherever feasible. We provide clean, safe and healthy working environment for all our employees. We have mandatory medical examination and periodic medical check-up of all our employees. We also conduct regular training workshops for employees involved in handling materials and operating various process. We are committed to safe and accident-free operations in all our establishments. We conduct frequent fire safety mock drills and intensive training programs to inculcate safety awareness and adherence to safety policies and periodic internal and external audit for ensuring compliance to our safety policy.

Intellectual property rights

As of October 31, 2021, our R&D team has also filed three process patent in India and two process patents with WIPO. Our Company's name and logo are registered trademark of our Company.

Sales and distribution

From April 1, 2020 until October 31 2021, our products were exported to 86 countries to 1,296 customers including 346 distributors, in addition to India. We market and distribute our products in international jurisdictions either directly or through distributors. Our marketing and sales efforts has enabled us to increase the reach of our products in the domestic and international markets. Our Company regularly participates in national and international trade fairs which provides access to a large number of potential customers. This also provides us with inputs on what products are being sought by global players and this is a vital input to our R&D team focussed on development of new products.

Competition

The pharmaceutical industry is highly competitive. Our competition varies by market, therapeutic areas and type of product. Our principal competitors include Divi's Laboratories Ltd, Wanbury Limited, Unichem Laboratories Ltd, Mangalam Drugs and Organics Limited, IPCA laboratories Limited and Teva API B.V, which operate in the Indian pharmaceutical market, in similar therapeutic areas. In foreign markets, we compete with regional players and multinationals. For details, see "*Industry Overview*" on page 95.

Many of our competitors are larger than us and have greater financial, manufacturing, R&D and other resources. For additional information, see "*Risk Factors – The pharmaceutical industry is intensely competitive and our* *inability to compete effectively may adversely affect our business, results of operations and financial condition.*" on page 35.

Insurance

We have industrial all risk policy insuring all of our assets such as buildings, plant and machinery and stocks. We have fire policy for our boilers. We also have marine transit insurance and credit insurance for domestic and export receivables. We also have a keyman insurance policy. We maintain workmen compensation policy and group mediclaim policy, for our employees. We believe that our insurance coverage is consistent with industry standards. Our policies are subject to customary exclusions and customary deductibles. For additional details relating to our product liability insurance, see "*Risk Factors – Our insurance coverage may not adequately protect us against all losses. To the extent that we suffer loss or damage which is not covered by insurance or exceeds our insurance coverage, our cash flows, results of operations and financial performance could be adversely affected.*" on page 38.

Employees

Our employees are based in our Registered Office, Corporate Office, manufacturing facility, research centre and on field. As on October 31, 2021, we employ 356 employees across different business segments in our Company. The breakdown of the number of our employees is set out below:

Function	Number of employees
Production	179
Quality control and assurance	69
Laboratory and R&D	23
Sales and marketing	8
Finance and accounts	9
Secretarial and legal	1
Human resource	3
Corporate Regulatory Affairs	5
Procurement	5
Warehouse	1
Packing	5
Maintenance	9
Information Technology	2
Others	37
Total	**356**

In addition, we contract with third-party manpower and services firms for the supply of contract labour for certain services at our manufacturing facility. The number of contract labourers engaged by us varies from time to time, based on the nature and extent of work contracted to independent contractors.

Properties

Our Registered Office and Corporate Office are located in Goregaon (East), Mumbai. The premises of our Registered Office and Corporate Office are owned by our Promoter and are leased to our Company. Our manufacturing facility and the premises for our proposed manufacturing facility expansions, are situated in Ratnagiri, Maharashtra, and taken on leasehold basis from MIDC.

Corporate social responsibility

We conduct and undertake certain social responsibility activities, including towards education, flood relief, sports and health. We have made donations to various schools and colleges, including for building auditorium to promote education. We provide funding for promoting education, sports and medical assistance and other activities which give benefit to the society at large through organisations such as Prabodhan Goregoan and Keshav Gore Smarak Trust. For the Fiscals 2019, 2020 and 2021 and for the six month period ended September 30, 2021, our Company's expenditure for corporate social responsibility activities accounted for ₹ 1.23 million, ₹ 7.63 million, ₹ 11.35 million and ₹ 5.30 million, respectively.

KEY REGULATIONS AND POLICIES IN INDIA

The following is an overview of the important laws and regulations which are applicable in India, which we consider relevant to the operations of our Company. This overview is only intended to provide general information to investors and is neither exhaustive nor is designed or intended to substitute for professional legal advice. Investors are advised that the current provisions of Indian law and the judicial and administrative interpretations thereof, are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details of government approvals obtained or applied for by us, see "Government and Other Approvals" on page 301.

Laws in relation to our business

The Drugs and Cosmetics Act, 1940 ("**DCA**")

The DCA regulates the import, manufacture, distribution and sale of drugs and cosmetics in India including labelling, packing and testing as well as matters pertaining to drug formulations and its active ingredients.

It empowers the Central government to prescribe rules for testing and licensing new drugs. The procedures provide for obtaining a series of approvals at different stages of testing drugs before the Drug Controller General of India ("**DCGI**") and/or respective state licensing authority which grants the final license to allow the drug to be manufactured and marketed. Obtaining an approval from DCGI / state licensing authority involves an application to be made to the DCGI / state licensing authority. The DCGI / state licensing authority issues a manufacturing and marketing license in respect of APIs. These licenses are submitted by the company seeking to produce the drug, to the drug control administration of the state which clears the drug for manufacturing and marketing. The drug control administration also provides the approval for technical staff as per the DCA and Drugs and Cosmetics Rules, 1945 framed under the act abiding Good Manufacturing Practices ("**GMP**") inspection norms as per Schedule M. The approvals for licensing are to be obtained from the drug control administration. The Central Drugs Standard Control Organisation 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 new chemical entity or a Recombinant Deoxyribonucleic Acid ("**RDNA**") product. The DCA mandates that every person holding a license must keep and maintain such records, registers and other documents as may be prescribed which may be subject to inspection by the relevant authority.

The Drugs and Cosmetics Rules, 1945 ("DC Rules")

The DC Rules have been enacted to give effect to the provisions of the DCA to regulate the manufacture, distribution and sale of drugs and cosmetics in India. Upon examining the medical data, the chemical data and the toxicity of the drug, the DCGI can issue a no objection certificate. The no objection certificate allows the manufacturer of the drug to move on to the next stage of testing at the central drug laboratories. The drug is subject to a series of tests at the central drug laboratories, for its chemical integrity and analytical purity. If the drug meets the standards required by the authority, the authority issues a certificate in that respect.

The DC Rules prescribe the procedure for submission of samples of drugs for analysis or test to the Central Drugs Laboratory, the forms of Central Drugs Laboratory's certificates thereon and the fees payable in respect of such reports. The DC Rules also prescribe the drugs or classes of drugs or cosmetics for the import of which a licence is required, and prescribe the form and conditions of such licences, the authority empowered to issue the same and the fees payable therefore. On payment of a license retention fee, the license granted would remain valid for a period of continuous five years subject to compliance of DC Rules and Schedule M. A licensee is also required to register with and submit the information pertaining to its licenses obtained over the portal SUGAM (www.cdscoonline.gov.in). The DC Rules provide for the cancellation or suspension of such licence in any case where any provisions or rule applicable to the import of drugs and cosmetic is contravened or any of the conditions subject to which the licence is issued is not complied with. The DC Rules further prescribe the manner of labelling and packaging of drugs.

The DC Rules lay down the process mechanics and guidelines for clinical trial, including procedure for approval for clinical trials, obtaining of free, informed and written consent from each study subject. The DC Rules also provide that clinical trials require compensation in case of injury or death caused during clinical trials along with free medical management. The Central Drugs Standard Control Organization has issued the guidelines for submission of clinical trial application for evaluating safety and efficacy, for the purpose of submission of clinical trial application as required under the DC Rules. The Indian Council of Medical Research has issued the National

Ethical Guidelines for Biomedical Research Involving Human Participants, 2017 which envisage that medical and related research using human beings as research participants must, necessarily, *inter alia*, ensure that the research is conducted in a manner conducive to, and consistent with, their dignity, well-being and under conditions of professional fair treatment and transparency. Further such research is subjected to evaluation at all stages of the same.

Drugs (Prices Control) Order, 2013 ("DPCO")

The DPCO 2013 was issued by the Central Government under Section 3 of the Essential Commodities Act, 1955 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.

The Essential Commodities Act, 1955 ("ECA")

The ECA gives powers to the Central Government, to control production, supply and distribution of, trade and commerce in certain essential commodities for maintaining or increasing supplies and for securing their equitable distribution and availability at fair prices or for securing any essential commodity for the defence of India or the efficient conduct of military operations. Using the powers under it, various ministries/ departments of the Central Government have issued control orders for regulating production, distribution, quality aspects, movement and prices pertaining to the commodities which are essential and administered by them. The State Governments have also issued various control orders to regulate various aspects of trading in essential commodities such as food grains, edible oils, sugar and drugs. Penalties in terms of fine and imprisonment are prescribed under the ECA for contravention of its provisions.

National Pharmaceuticals Pricing Policy, 2012 ("2012 Policy")

The 2012 Policy replaced the Drug Policy of 1994 implemented through Drugs (Prices Control) Order, 1995 and laid down the principles for pricing of essential drugs as specified in the National List of Essential Medicines, as updated and modified from time to time, **("NLEM")** declared by the Ministry of Health and Family Welfare, Government of India and modified from time to time, so as to ensure the availability of such medicines at reasonable price, while providing sufficient opportunity for innovation and competition to support the growth of the Industry. The prices are regulated based on the essentiality of drugs. Further, the 2012 Policy regulates the price of formulations only, through market-based pricing. Accordingly, the formulations are priced by fixing a ceiling price and the manufacturers of such drugs will be free to fix any price equal to or below the ceiling price.

The National List of Essential Medicines, 2015 ("NLEM 2015")

NLEM 2015 had been introduced to replace the National List of Essential Medicines, 2011 ("**NLEM 2011**") and provides for 376 drugs as essential. The list of essential medicines guides the hospital drug policies, procurement and supply of medicines in public sector, medicine cost reimbursement and medicine donations. It helps in monitoring the pricing of medicines. The list serves as a reference document for correct dosage form and strength for prescribing. Preference is given to single drug formulations as opposed to fixed dose combinations where appropriate. Hence use of NLEM 2015 is expected to improve prescribing practices as well as the health outcomes.

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. Subsequently, the Narcotic Act was amended to remove restrictions on certain drugs called 'essential narcotic drugs' (narcotic drugs which have been notified for medical and scientific use) and to improve treatment and care for people dependent on drugs.

The Drugs and Magic Remedies (Objectionable Advertisements) Act, 1954

The Drugs and Magic Remedies (Objectionable Advertisements) Act, 1954 ("**DMRA**") seeks to control advertisements of drugs in certain cases and prohibits advertisement of remedies that claim to possess magic qualities. In terms of the DMRA, advertisements include any notice, circular, label, wrapper or other document or announcement. It also specifies the ailments for which no advertisement is allowed and prohibits advertisements that misrepresent, make false claims or mislead. Further, the Drugs and Magic Remedies (Objectionable Advertisements) Rules, 1955 have been framed for effective implementation of the provisions of the DMRA. The Ministry of Health and Family Welfare, Government of India has put forth a bill to amend the DMRA. Some of the proposed changes are including audio-visual representations, endorsemenets, announcements, notices, etc. within the definition of 'advertisements'; increasing the fine amount to ₹ 50 lakhs; and expanding the list of diseases from 54 to 78 on which advertisements with claims to 'cure' will be prohibited.

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 Legal Metrology Act, 2009 ("Legal Metrology Act")

The Legal Metrology Act has replaced the Standards of Weights and Measures Act, 1976 and the Standards of Weight & Measurement (Enforcement) Act, 1985. The Legal Metrology 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 and for matters connected therewith or incidental thereto. The key features of the Legal Metrology Act are (a) appointment of Government approved test centres for verification of weights and measures; (b) allowing the companies to nominate a person who will be held responsible for breach of provisions of the Legal Metrology Act. Any non-compliance or violation of the provisions of the Legal Metrology Act may result in, among others, a monetary penalty on the manufacturer or seizure of goods or imprisonment in certain cases.

Laws related to Intellectual Property Rights

The Patents Act, 1970

The Patents Act, 1970 governs the patent regime in India. India is a signatory to the Trade Related Agreement on Intellectual Property Rights ("**TRIPS**"); Under the Indian Patents Act, 1970 (the "Patent Act") term invention means a new product or process involving an inventive step capable of industrial application. A patent under the Patent Act is an intellectual property right relating to inventions and grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling and importing the patented product or process or produce that product without his consent. The Patents Act, 1970 provides for the following:

- Recognition of product patents in respect of food, medicine and drugs;
- Patent protection period of 20 years;
- Patent protections allowed on imported products; and
- Under certain circumstances, the burden of proof in case of infringement of process patents may be transferred to the alleged infringer.

The Copyright Act, 1957 ("Copyright Act")

The Copyright Act governs copyrights subsisting in original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings, including computer programmes, tables and compilations including computer databases. Software, both in source and object code, constitutes a literary work under Indian law and is afforded copyright protection and the owner of such software becomes entitled to protect his works against unauthorised use and misappropriation of the copyrighted work or a substantial part thereof. Any act of this nature entitles the copyright owner to obtain relief from a court of law including injunction, damages and accounts of profits. Further, copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work and once registered, copyright protection remains valid until expiry of sixty years from the demise of the author. Reproduction of a copyrighted software for sale or hire or commercial rental, offer for sale or commercial rental, issuing copy(ies) of the computer programme or making an adaptation of the work without consent of the copyright owner amount to infringement of the copyright. However, the Copyright Act prescribes certain fair use exceptions which permit certain acts, which would otherwise be considered copyright infringement.

The Trade Marks Act, 1999 ("Trademarks Act")

Trademarks enjoy protection under both statutory and common law and Indian trademark law permits the registration of trademarks for both goods and services. The Trademarks Act governs the statutory protection of trademarks and the prevention of the use of fraudulent marks in India. Under the provisions of the Trademarks Act, an application for trademark registration may be made before the Trademark Registry by any person claiming to be the proprietor of a trade mark, whether individual or 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 are required to be restored. The Trademarks Act prohibits registration of deceptively similar trademarks and provides for penalties for infringement, falsifying and falsely applying trademarks. Further, pursuant to the notification of the Trademark (Amendment) Act, 2010 simultaneous protection of trademark in India and other countries has been made available to owners of Indian and foreign trademarks. The Trademark (Amendment) Act, 2010 also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to conform Indian trademark law to international practice. The Trade Marks (Amendment) Rules, 2013 were enacted to give effect to the Trade Mark (Amendment) Act, 2010.

Environmental Laws

The Environment Protection Act, 1986 ("EPA") and the Environment Protection Rules, 1986

EPA is an umbrella legislation designed to provide, a framework for the Government to co-ordinate the activities of various central and state authorities established under other laws, such as Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1981. EPA vests the Government with various powers including the power to formulate rules prescribing standards for emission of discharge of environment pollutants from various sources, as given under the Environment (Protection) Rules, 1986, inspection of any premises, plant, equipment, machinery, and examination of processes and materials likely to cause pollution.

EPA provides for the protection and improvement of the environment and for matters connected therewith, including without limitation, the rule making power to the central government so as to determine the standards of quality of air, water or soil for various areas and purposes, the maximum allowable units of concentration of various environmental pollutants, procedure for handling of hazardous substances, the prohibition and restrictions on the location of industries and the carrying on of processes and operations in different areas. Among other things, these rules regulate the environmental impact of construction and development activities, emission of air pollutants and discharge of chemicals into surrounding water bodies. 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**"). Penalties for violation of the EPA include fines up to ₹100,000 or imprisonment of up to 5 years, or both. In addition, the MoEF looks into Environment Impact Assessment ("**EIA**"). The MoEF receives proposals for expansion, modernization and setting up of projects and the impact which, such projects would have on the environment is assessed by the ministry before granting clearances for the proposed projects. The Ministry of Environment, Forest and Climate on August 6, 2021 has issued the Environment (Protection) Second Amendment Rules, 2021. The amendment has provided a list of pharmaceutical bulk drugs and formulations and has provided the effluent standards for the same. The standards are applicable to all discharges except to common effluent treatment plant and shall be applicable to all discharge to land and surface water bodies including use of treated wastewater for horticulture or irrigation purpose.

The Water (Prevention and Control of Pollution) Act, 1974

The Water Act was enacted to provide for the prevention and control of water pollution and the maintaining or restoring of wholesomeness of water. 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 any extension or addition thereto, which is likely to discharge waste or trade effluents into a stream or well or sewer or on land; or bring into use any new or altered outlet for the discharge of sewage; or begin to make any new discharge of sewage. Whoever contravenes any of the provisions of the Water Act or any order or direction issued is punishable with imprisonment for a term which may extend to three months or with a fine of ₹10,000, or with both, and in case of continuous offence an additional fine which may extend to ₹5,000 for every day during which such contravention continues after conviction for the first contravention.

The Air (Prevention and Control of Pollution) Act, 1981

The Air Act was enacted for the prevention, control and abatement of air pollution and establishes Central and State pollution control boards for the aforesaid purposes. The State Government may declare any area as air pollution control area and the previous consent of the SPCB is required for establishing or operating any industrial plant in such an area. Further, no person operating any industrial plant, in any air pollution control 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 SPCB. The CPCB or SPCB can also makes applications to the court for restraining 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 not less than one year and six months but which may extend to six years with a fine, and in case of continuing offence with an additional fine which may extend to ₹5,000 for every day during which such contravention continues after conviction for the first contravention.

Hazardous and Other Wastes (Management and Trans boundary Movement) Rules, 2016 (“**HWM Rules**”)

HWM Rules allocate the responsibility to the occupier and operator of the facility that treats hazardous wastes to collect, treat, store, or dispose the hazardous wastes without adverse effects on the environment. Moreover, the occupier and the operator must take steps to ensure that persons working on the site are given adequate training and equipment for performing 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 Manufacturing, Storage & Import of Hazardous Chemicals Rules, 1989 (“MSIHC Rules”)

The MSIHC Rules, as amended were framed under the Environment Protection Act, 1986. These MSIHC Rules apply to sites in which certain hazardous chemicals are manufactured or stored., They stipulate that an occupier in control of an industrial activity has to provide evidence for having identified the major accident hazards and taking adequate steps to prevent such major accidents and to limit 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. Also, the occupier is under an obligation to notify the concerned authority on the occurrence of a major accident on the site or pipeline within 48 hours. Under the MSIHC Rules, the occupier is required to submit safety report as specified in Schedule 8 of the MSIHC Rules. Among other things, the occupier is required to prepare and keep updated on site emergency plan as per Section 13 of the MSIHC Rules, detailing how a major accident will be dealt with on the site on which industrial activity is carried on.

Chemical Accidents (Emergency Planning Preparedness & Response) Rules, 1996

Chemical Accidents (Emergency Planning Preparedness & Response) Rules 1996 had been promulgated under Environment Protection Act, 1986 for preparedness and response, during operation of on-site and off-site emergency plans during chemical disaster. These Rules require “State Crisis Group”, “District Crisis Groups” and “Local Crisis groups” to be constituted. 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 its adequacy and to assist the State Government in the planning, preparedness and mitigation during a major chemical accident, and 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 function of the District Crisis Group is to assist in the preparation of the district off-site emergency plan, review all the on-site emergency plans and to assist the district administration in the management of chemical accident at a site and to continuously monitor chemical accidents. The "Local Crisis Group" is a body in the industrial pocket, constituted to deal with chemical accident and to coordinate efforts in planning, preparedness and mitigation efforts during such an accident.

Draft Chemicals (Management & Safety) Rules

Central government released these rules in March 2020 for comments, with an objective to ensure a high level of protection to human health and the environment. Once notified, these rules would supersede the Manufacturing, Storage & Import of Hazardous Chemicals Rules, 1989 and the Chemical Accidents (Emergency Planning. Preparedness and Response) Rules, 1996.

These rules provide for notification, registration and restrictions on use of substances, mixtures and intermediates placed in Indian Territory. They provide for detailed procedures for manufacture, storage, handling and import of priority substances though constitution of Steering committee, scientific committee and risk assessment committee. They also provide for preparedness and management of chemical accidents related to priority substances, as identified under these rules. There needs to be a constitution of technical expert group under these rules to provide guidance on management of Chemical Accidents, specifically relating to chemical remediation, antidote identification etc, and to supplement the role of existing bodies and authorities responsible for managing Chemical Accidents.

Noise Pollution (Regulation and Control) Rules, 2000 ("Noise Pollution Rules")

The Noise Pollution Rules regulate and control the noise producing and generating sources including from industrial activity, and sets ambient air quality standards in respect of noise for different areas/zones. The Noise Pollution Rules provide for penalties in accordance with the EPA for use of loud speakers, public address system, among others, in a silence zone or area.

The Public Liability Insurance Act, 1991 ("Public Liability Act")

Public Liability Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous 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 insuring against liability under the legislation. The rules made under the Public Liability Act mandates that the employer has to contribute towards the Environment Relief Fund, a sum equal to the premium payable to the insurer on the insurance policies.

The Explosives Act, 1884 ("Explosives Act") and the Explosives Rules, 2008 ("Explosives Rules")

The Explosives Act regulates the manufacture, possession, use, sale, transport, import and export of explosives and empowers the Central Government to make rules for the regulation and prohibition of these activities in relation to any specified class of explosives. Persons lawfully involved in these activities are required to obtain a license from the appropriate authority in terms of the provisions 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.

Gas Cylinder Rules, 2016

The Department of Labour, Government of India has declared compressed gas filled in metallic containers as explosives under Section 17 of the Explosives Act, 1884 (IV of 1884) within its meaning. 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 the public engaged in the activity of filling, possession, transport and import of such gases in compressed or liquefied state. A person can fill or possess such cylinders filled with compressed gas only when they have duly obtained the license from Chief Controller certifying the compliance with the construction standards along with availability of necessary test and inspection certificates. It is further stated that if a compressed gas filling station acts in a manner dangerous and defective to endanger public safety or bodily safety of any person in opinion of

Controller, then the Controller can order for such act to be remedied within the period so specified in the order. The licenses can be transferred or amended by Chief Controller on application with fee submitted by the licensee. The license shall be suspended or cancelled if there is any non-compliance with the provisions of Explosives Act, 1884, the Gas Cylinder Rules and other rules framed under the said act or the conditions of the licence or any order by Central Government.

The Static and Mobile Pressure Vessels (Unfired) Rules, 2016 (the "SMPV Rules")

The SMPV Rules had been introduced for the purpose of regulating the manufacture, filling, delivery and repair to pressure vessels. Under the SMPV Rules, any person who desires to store or transport compressed gas needs to obtain a license for storage and transportation of such gas. The SMPV Rules further prescribe conditions under which the licenses can be amended, renewed, suspended or cancelled.

Labour Laws

Labour laws and regulations, including, Contract Labour (Regulation and Abolition) Act, 1970, Factories Act, 1948, Maternity Benefit Act, 1961, Workmen's Compensation Act, 1923, Payment of Gratuity Act, 1972, Payment of Bonus Act, 1965, Minimum Wages Act, 1948, Employee's State Insurance Act, 1948, Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Payment of Wages Act, 1936, Equal Remuneration Act, 1976, Child Labour (Prohibition & Regulation) Act, 1986, Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Industrial Disputes Act, 1947 are applicable to us.

The Code on Social Security, 2020 (enacted by the Parliament of India and assented to by the President of India on September 28, 2020) will come into force on such date as may be notified in the official gazette by the Central Government and different date may be appointed for different provisions of the Code on Social Security, 2020. Once effective, it will subsume, inter alia, the Employees' Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employee's Provident Fund and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972.

The Code on Wages, 2019 (enacted by the parliament of India and assented to by the President of India on August 8, 2019) will come into force on such date as may be notified in the official gazette by the Central Government and different date may be appointed for different provisions of the Code on Wages, 2019. Once effective, it will subsume the Equal Remuneration Act, 1976, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Payment of Wages Act, 1936.

The Occupational Safety, Health and Working Conditions Code, 2020 (enacted by the Parliament of India and assented to by the President of India on September 28, 2020) will come into force on such date as may be notified in the official gazette by the Central Government and different dates may be appointed for different provisions of the Occupational Safety, Health and Working Conditions Code, 2020. Once effective, it will subsume, inter alia, the Factories Act and the Contract Labour (Regulation and Abolition) Act, 1970.

Industrial Relations Code, 2020 (enacted by the Parliament of India and assented to by the President of India on September 28, 2020) will come into force on such date as may be notified in the official gazette by the Central Government and different date may be appointed for different provisions of the Industrial Relations Code, 2020 and will repeal the Trade Unions Act, 1926, Industrial Employment (Standing Orders) Act, 1946 and Industrial Disputes Act, 1947.

Foreign Trade (Development and Regulation) Act, 1992 ("FTA") and the Foreign Trade Policy (2015 – 2020) ("FTP")

The FTA seeks to develop and regulate foreign trade by facilitating imports into India and augmenting exports from India. The FTA read with the FTP (the operation of which has been extended to March 31, 2022) provides that no person or company can make exports or imports without having obtained an importer exporter code number ("IEC Number"), granted by the Director General of Foreign Trade, unless such person or company is specifically exempted from such requirement. An application for an IEC Number has to be made to the Office of the Director General of Foreign Trade, Ministry of Commerce. An IEC Number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC Number shall attract penalty under the FTA. Further, the FTP also provides for the Merchandise Exports from India Scheme ("MEI Scheme"), in terms of which, entities are rewarded for exports of certain goods with 'duty credit scrips', which may be used for the payment of customs duty.

Regulation of Foreign Investment

Foreign investment in Indian securities is governed by the provisions of the Foreign Exchange Management Act, 1999, as amended ("**FEMA**") read with the applicable FEMA rules and regulations. Consolidated Foreign Direct Investment ("**FDI**") Policy consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the Department of Industrial Policy and Promotion ("**DIPP**"). Consolidated FDI Policy will be valid until the DIPP issues an updated circular. Foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the approval route, where approval from the Government or the Reserve Bank of India ("**RBI**") is required, depending upon the sector in which foreign investment is sought to be made.

Under the automatic route, the foreign investor or the Indian company does not require any approval of the RBI or Government for investments. Where FDI is allowed on an automatic basis without the approval of the Government, the RBI would continue to be the primary agency for the purposes of monitoring and regulating foreign investment. Subject to the provisions of the Consolidated FDI Policy, FDI is allowed under the automatic route in the greenfield pharmaceutical projects up to 100% and in the brownfield pharmaceutical projects up to 74% under the automatic route and beyond 74% under the approval route.

Other relevant legislations

In addition to the above, our Company is also required to comply with the provisions of the Companies Act, 2013, Indian Contract Act, 1872, Sale of Goods Act, 1926, Transfer of Property Act, 1882, the Registration Act, 1908 and other applicable statutes imposed by the Centre or the State for its day-to-day operations. Our Company is also amenable to various central and state tax laws, such as the Income Tax Act, 1961, the Customs Act, 1962 and relevant goods and services tax legislations.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as 'Supriya Lifescience Limited' pursuant to a certificate of incorporation dated March 26, 2008 issued by the Registrar of Companies, Maharashtra at Mumbai ("**RoC**"), upon the conversion of 'M/s Supriya Chemicals', a partnership firm, into a public limited company, in accordance with the provisions of Part IX of the Companies Act, 1956. Our Company commenced operations pursuant to a certificate for commencement of business dated April 1, 2008 issued by the RoC.

Conversion from a partnership firm to a public limited company

Our Company was initially constituted on October 29, 1985, as a partnership firm under the name 'M/s Supriya Chemicals' (the "**Partnership Firm**") between Satish Waman Wagh and Asha Waman Wagh. The Partnership Firm was last re-constituted pursuant to a partnership deed dated November 30, 2007 between Satish Waman Wagh, Asha Waman Wagh, Smita Satish Wagh, Shankar Sitaram Karmarkar, Dilip Vadilal Talsania, Deepak Ganpat Chavan and Kavita Waman Desai (collectively, the "**Partners**"). Upon the conversion of the Partnership Firm into a public limited company in accordance with Part IX of the Companies Act, 1956, the Partners were issued equity shares of face value of ₹ 10 each in our Company, in the manner described in "*Capital Structure – Notes to Capital Structure – Equity Share Capital History of our Company*" at page 60. All assets, properties and liabilities of the Partnership Firm were transferred to our Company upon its incorporation.

Change in registered office of our Company

The details of changes in the registered office of our Company are set forth below:

Date of Change	Details of change	Reasons for change
December 16, 2009	Registered office of our Company was changed from 4, Prabhas Plot No. 9, H.F. Society Road, Jogeshwari – East, Mumbai – 400060 to 207/208, Udyog Bhavan, Sonawala Road, Goregaon – East, Mumbai – 400063.	For operational convenience

Main Objects of our Company

The main object contained in the Memorandum of Association of our Company is as mentioned below:

1. *To convert the existing partnership firm M/s Supriya Chemicals by issuing of share capital to the existing partners for the amount of capital held by them in the firm on the date of transfer.*

2. *To carry on in India or abroad business of manufacturers, producers, developers, dealers, analyst, researchers, lab technologists, laboratory researchers & technologists, exporters of formulations, finish dose, bulk actives, research & development of new molecules, consultancy of technological transport, enzyme developers, tissue culturists, analysts, lifescience researchers, lifescience developers, registration of products in Indian as well as international markets, DNA analysts, DNA technologists, DNA researchers & developers, molecule developers, crop, seeds, enzyme, tissue developers, pharmaceuticals & drug researchers & developers and other medicine researchers & developers, stockists, manufacturers, processors, dealers, producers, intellectual property owners, traders, agents, brokers, sub-brokers of any drugs, pharmaceuticals molecules, chemicals, substances having medical or therapeutic values, in India or abroad.*

3. *To manufacture, prepare, import, export, buy, supply, distribute, store, stock, maintain and otherwise handle, deal in and carry on business in all kinds and varieties of patent and non-patent medicines, drugs, mixtures, formulations, capsules, tabulates, pills, powders, pharmaceuticals, preparations and materials, sterilized injections, vaccines, immunogenic, chemicals and surgical dressings, biological, biochemical, electrolytic drugs, fine chemicals, ingredients, non-prescribed drugs, health care products, food supplements, health aids, birth control medicines and devices.*

Amendments to our Memorandum of Association

Set out below are the amendments to our Memorandum of Association in the ten years preceding the date of this Red Herring Prospectus:

Date of Shareholders' resolution / amendment	Nature of Amendment
March 31, 2013	Clause V(a) was amended to reflect the increase in authorised share capital from ₹ 50,000,000 divided into 5,000,000 equity shares of face value of ₹ 10 each to ₹ 100,000,000 divided into 10,000,000 equity shares of face value of ₹ 10 each
September 30, 2015	Clause V(a) was amended to reflect the increase in authorised share capital from ₹ 100,000,000 divided into 10,000,000 equity shares of face value of ₹ 10 each to ₹ 150,000,000 divided into 15,000,000 equity shares of face value of ₹ 10 each
September 3, 2019	Clause III(B) comprising the objects incidental or ancillary to the attainment of the main objects was amended to add clause 42, as provided below, and the objects specified in clause III(C) were renumbered accordingly: *"To form, settle, set up, incorporate, establish, promote, subsidise, organize, run, operate and assist or aid in forming, promoting, subsiding, organising, running, operating or aiding companies, trusts, societies, funds, entities, associations, institutions, partnerships or other bodies, of all kinds for undertaking and discharging social and moral responsibilities of the company to public or any section of public as also any activity to promote welfare or social or economic moral uplift of the public or any section of public, activities of rural development, eradicating hunger, poverty, malnutrition, health care, sanitation, safe drinking poverty, promoting education, promoting gender equality, empowering women, orphans, old age homes, senior citizens, environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water, protection of national heritage, art and culture, works of art; setting up public libraries, promotion and development of traditional art and handicrafts; benefits of armed forces veterans, war widows and their dependents, promoting sports, rural development projects, slum area development projects, disaster management, or undertake any other activity or cause for the benefits of public at large or any section of public in general"*
December 26, 2020	Clause V(a) was amended to reflect the subdivision of equity shares having face value of ₹10 each to Equity Shares having face value of ₹ 2 each, as provided below: *"The Authorised Share Capital of the Company is ₹. 150,000,000/- (Rupees Fifteen Crores only) divided into 75,000,000 (Seven Crore Fifty Lacs) Equity Shares of ₹. 2/- (Rupees Two Only) each."*
February 10, 2021	Clause V(a) was amended to reflect the increase in authorised share capital from ₹ 150,000,000 divided into 75,000,000 equity shares of face value of ₹ 2 each to ₹ 350,000,000 divided into 175,000,000 equity shares of face value of ₹ 2 each

Major events and milestones of our Company

The table below sets forth the key events in the history of our Company:

Fiscal Year	Particulars
2008	Incorporation of our Company upon its conversion from a partnership firm to a public limited company
2009	Started production of Ketamine Hydrochloride
2010	CEP (Certificate of Sustainability) granted for Chlorphenamine Maleate
2011	IDL granted for Chlorphenamine Maleate
2013	COFEPRIS and KFDA approval granted
2014	USFDA approval granted
	IDL granted for Brompheniramine Maleate
2015	EUGMP and EDQM approval granted
2017	CEP (Certificate of Sustainability) granted for Pheniramine Maleate
	Second time USFDA approval granted
2018	CEP (Certificate of Sustainability) granted for Brompheniramine Maleate, Mepyramine Maleate & Ketamine Hydrochloride
2020	Third time USFDA approval
2021	CEP (Certificate of Suitability) granted for Pentoxifylline, Esketamine Hydrochloride and Salbutamol Sulphate
	NMPA approval granted
	Health Canada approval

Awards, accreditations or recognitions

Our Company has received the following awards, accreditations and recognition:

Fiscal Year	Particulars
2009	Certificate of Excellence for outstanding Export Performance in the product group Chemicals, Drugs, Pharma and Allied Products (MSME) awarded by Federation of Indian Export Organisations
2010	Special Recognition National Award for Research and Development awarded by Ministry of Micro Small and Medium Enterprises, Government of India
2016	Export House for the Year for 2015-16 awarded by Directorate of Industries, Government of Maharashtra
	Export Achievement for 2015-16 in the product group Basic Chemical, Pharmaceutical & Cosmetics Products (MSME) awarded by Directorate of Industries, Government of Maharashtra
2017	Export House for the Year for 2016-17 awarded by Directorate of Industries, Government of Maharashtra
	Export Achievement for 2016-17 in the product group Basic Chemical & Pharmaceutical Cosmetics (SSI) awarded by Directorate of Industries, Government of Maharashtra
2019	Outstanding Export Performance Award for the year 2018-19 for product group API / Bulk Drugs by Pharmaceuticals Export Promotion Council of India

Launch of key products or services, entry into new geographies or exit from existing markets, capacity/facility creation or location of plants

For details of launch of key products or services, entry in new geographies or exit from existing markets, capacity or facility creation and the location of plants see "*Our Business*" on page 130.

Significant financial or strategic Partners

Our Company does not have any significant financial or strategic partners as on the date of filing this Red Herring Prospectus.

Time or cost overruns

Due to restrictions imposed during COVID-19 and consequent shortage of labour, there was a delay in the completion of a block of our manufacturing facility by one quarter. The said block commenced operations in May, 2021. There have been no further time or cost overruns pertaining in the setting up of projects by our Company since incorporation.

Defaults or rescheduling or restructuring of borrowings with financial institutions/banks

Our Company has not defaulted on repayment of any loan availed from any banks or financial institutions. The tenure of repayment of any loan availed by our Company from banks or financial institutions has not been rescheduled or restructured.

Revaluation of assets

Our Company has not revalued its assets in the 10 years preceding the date of this Red Herring Prospectus.

Our holding company and subsidiaries

As on the date of this Red Herring Prospectus, our Company does not have a holding company or subsidiary.

Joint ventures of our Company

As on the date of this Red Herring Prospectus, our Company does not have any joint ventures.

Details regarding acquisition or divestment of business or undertakings

Expect as stated below, there have been no material acquisitions or divestments of business or undertakings by our Company in the last 10 years:

Business transfer agreement executed between our Company and Swastik Industries dated August 5, 2019 ("Business Transfer Agreement")

Pursuant to the Business Transfer Agreement, the business undertakings of Swastik Industries were transferred to and vested in our Company as a going concern, including the assets, liabilities, licenses, debts, contracts, intellectual property rights. Swastik Industries was engaged in the business of manufacturing APIs. The execution date of the Business Transfer Agreement was considered as the appointed date for the relevant business purchase contemplated under such agreement. Further, the cash consideration for the Business Transfer Agreement was ₹ 113.50 million.

Mergers or amalgamation

Our Company has not been party to any merger or amalgamation in the 10 years preceding the date of this Red Herring Prospectus.

Details of shareholders' agreements

None of our shareholder have entered into agreements with our Company as on the date of this Red Herring Prospectus.

Agreements with Key Managerial Personnel, Director, Promoter or any other employee

Neither our Promoters, 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 of the securities of our Company.

Guarantees given by our Promoter Selling Shareholder

Our Promoter Selling Shareholder has not given any guarantee to any third parties as on the date of this Red Herring Prospectus.

Other agreements

Our Company has not entered into any other subsisting material agreement, including with strategic partners, joint venture partners or financial partners, other than in the ordinary course of business.

OUR MANAGEMENT

Board of Directors

The Articles of Association require that our Board shall comprise of not less than three Directors and not more than fifteen Directors, provided that our Shareholders may appoint more than fifteen Directors after passing a special resolution in a general meeting.

As on the date of filing this Red Herring Prospectus, we have 10 Directors on our Board of which five are Whole-time Directors (including the Chairman and Managing Director) and five are Independent Directors (including one independent woman Director). Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act, 2013 in relation to the composition of our Board and constitution of committees thereof.

The following table sets forth the details of our Board as of the date of this Red Herring Prospectus:

Name, designation, date of birth, address, occupation, current term, date of appointment and DIN	Age (years)	Other directorships
Satish Waman Wagh *Designation*: Chairman and Managing Director *Date of birth*: December 29, 1955 *Address*: Flat No. 4, Prabhas Plot No. 9, Hindu Friends Society Road, Jogeshwari (East), Mumbai, Maharashtra – 400060. *Occupation*: Business *Current term*: For a term of three years with effect from June 1, 2019. *Period of directorship*: Director since incorporation of our Company *DIN*: 01456982	65	▪ Supriya Medi-Chem Private Limited ▪ Lote Industries Testing Laboratory Association ▪ Sachin Industries Limited
Smita Satish Wagh *Designation*: Whole-time Director *Date of birth*: May 23, 1958 *Address*: Flat No. 4, Prabhas Plot No. 9, Hindu Friends Society Road, Jogeshwari (East), Mumbai, Maharashtra – 400060. *Occupation*: Business *Current term*: For a term of three years with effect from June 1, 2019 and liable to retire by rotation. *Period of directorship*: Director since incorporation of our Company *DIN*: 00833912	63	▪ Supriya Medi-Chem Private Limited

Name, designation, date of birth, address, occupation, current term, date of appointment and DIN	Age (years)	Other directorships
Saloni Satish Wagh *Designation*: Whole-time Director *Date of birth*: June 22, 1990 *Address*: Flat No. 4, Prabhas Plot No. 9, Hindu Friends Society Road, Jogeshwari (East), Mumbai, Maharashtra – 400060. *Occupation*: Business *Current term*: For a term of three years with effect from July 1, 2019 and liable to retire by rotation. *Period of directorship*: Director since July 1, 2019 *DIN*: 08491410	31	NIL
Shivani Satish Wagh *Designation*: Whole-time Director *Date of birth*: September 27, 1991 *Address*: Flat No. 4, Prabhas Plot No. 9, Hindu Friends Society Road, Jogeshwari (East), Mumbai, Maharashtra – 400060. *Occupation*: Business *Current term*: For a term of three years with effect from July 1, 2019 and liable to retire by rotation. *Period of directorship*: Director since July 1, 2019 *DIN*: 08491420	30	NIL
Balasaheb Gulabrao Sawant *Designation*: Whole-time Director *Date of birth*: June 1, 1964 *Address*: Anubandh, Plot No. 63, Ajit Nagar, Kolki, Tal Phaltan, Satara, Maharashtra, India - 415523 *Occupation*: Service *Current term*: For a term of three years with effect from August 1, 2020 and liable to retire by rotation. *Period of directorship*: Director since February 24, 2017 *DIN*: 07743507	57	NIL

Name, designation, date of birth, address, occupation, current term, date of appointment and DIN	Age (years)	Other directorships
Kedar Shankar Karmarkar *Designation*: Independent Director *Date of birth*: April 7, 1964 *Address*: 401, Gopal Krishna Niwas, Tejpal Scheme Road No. 5, Off Subhash Road, Vile Parle East, Mumbai, Maharashtra - 400057 *Occupation*: Business *Current term*: For a term of five years with effect from February 2, 2020 *Period of directorship*: Director since February 2, 2015 *DIN*: 06499019	57	NIL
Bhairav Manojbhai Chokshi *Designation*: Independent Director *Date of birth*: August 11, 1973 *Address*: Shushobhan 6, Prernadeep Bunglow, B/H IOC Petrol Pump, Bodakdev, Ahmedabad, Gujarat - 380054 *Occupation*: Business *Current term*: For a term of five years with effect from February 2, 2020 *Period of directorship*: Director since February 2, 2015 *DIN*: 03612527	48	▪ Bookbyair (India) Private Limited ▪ IR Financial Services Private Limited
Dileep Kumar Jain *Designation*: Independent Director *Date of birth*: June 1, 1957 *Address*: D-98, Vinoba Marg, Nirman Nagar, Near Punjabi Dhaba, Jaipur, Rajasthan, India – 302019 *Occupation*: Retired *Current term*: For a term of five years with effect from March 25, 2021 *Period of directorship*: Director since March 25, 2021 *DIN*: 00380311	64	▪ Rajasthan Consultancy Organization Ltd.

Name, designation, date of birth, address, occupation, current term, date of appointment and DIN	Age (years)	Other directorships
Dinesh Navnitlal Modi *Designation*: Independent Director *Date of birth*: November 21, 1950 *Address*: B/22, Sperry Star CHS, Eksar Road, Opp ICICI Bank, Borivali West, Borivali, Mumbai, Maharashtra, India – 400091 *Occupation*: Consultant *Current term*: For a term of five years with effect from March 25, 2021 *Period of directorship*: Director since March 25, 2021 *DIN*: 00004556	71	▪ Kisan Mouldings Limited ▪ Arrow Greentech Limited ▪ Shree Yogeshwari Realtors Limited
Neelam Yashpal Arora *Designation*: Independent Director *Date of birth*: March 22, 1959 *Address*: Arora Villa, Plot No. 06, Sector 3, Shree Nagar, Thane, Maharashtra, India - 400604 *Occupation*: Teaching *Current term*: For a term of five years with effect from March 25, 2021 *Period of directorship*: Director since March 25, 2021 *DIN*: 01603068	62	▪ Kesar Petroproducts Limited ▪ Shreyas Intermediates Limited

Brief profiles of our Directors

Satish Waman Wagh is the Chairman and Managing Director of our Company. He has been a director on our Board since incorporation. He holds a bachelor's degree in science from R.D National College and W.A. Science College, University of Bombay, Mumbai and an honorary Ph.D. in entrepreneurship from Faculty of Management Studies, National American University. Apart from his association with our Company, he is a director on the boards of Supriya Medi-Chem Private Limited, Lote Industries Testing Laboratory Association and Sachin Industries Limited.

Smita Satish Wagh is a Whole-time Director of our Company. She has been a director on our Board since incorporation. She holds a bachelor's degree in arts from Smt. B.M.R. Mahila Mahavidyalaya, Shreemati Nathibai Damodar Thackersey Woman's University, Mumbai and a bachelor's degree in education from Smt. Kapila Khandwala College of Education, University of Bombay, Mumbai. Apart from her association with our Company, she is a director on the boards of Supriya Medi-Chem Private Limited**.**

Saloni Satish Wagh is a Whole-time Director of our Company. She holds a bachelor's degree in science from Parle Tilak Vidhyalaya Association's Sathaye College, University of Mumbai, Mumbai, a master's degree in science from Institute of Science, University of Mumbai, Mumbai and a PhD in chemistry from the Faculty of Science, Pacific University, Udaipur.

Shivani Satish Wagh is a Whole-time Director of our Company. She holds a bachelor's degree in management studies from M.L. Dahanukar College of Commerce, University of Mumbai, Mumbai and master's degree in international business management from Manchester Business School, University of Manchester, Manchester.

Balasaheb Gulabrao Sawant is a Whole-time Director of our Company. He holds a bachelor's degree in science and a master's degree in science from Mudoji College, Shivaji University, Kolhapur. He was previously associated with companies such as USV Limited as a plant manager, Encure Pharmaceuticals Limited as senior general manager production, Arch Pharmalabs Limited, Mylan Laboratories Limited and Enaltec Labs Private Limited as head operations.

Kedar Shankar Karmarkar is an Independent Director of our Company. He holds a bachelor's degree in science from the Parle College, University of Mumbai and has qualified for a master's degree in science from the University of Mumbai. He also holds a doctorate of science degree from the University of Neuchatel. He was previously associated with Ciba-Geigy AG as a trainee and with the laboratory of Institut Fur Organische Chemie Der Universitat Basel as a research fellow. He was previously employed with Nicholas Piramal India Limited as an executive in the R&D department.

Bhairav Manojbhai Chokshi is an Independent Director of our Company. He holds a bachelor's degree in commerce from Shri Sahajanand Arts & Commerce College, Gujrat University, Ahmedabad, and a master's degree in business administration from Department of Business Administration, Bhavnagar University, Bhavnagar. Prior to joining our Board, he was associated with IDFC Asset Management Company Ltd. Apart from his association with our Company, he is a director on the boards of Bookbyair (India) Private Limited and IR Financial Services Private Limited.

Dileep Kumar Jain is an Independent Director of our Company. He holds a bachelor's degree in commerce (honours), a bachelor's degree in law and a master's degree in arts (economics) from the University of Rajasthan, Jaipur. He is an associate of the Indian Institute of Banking and Finance. Prior to joining our Company, he was associated with IFCI Ltd. as the executive director. Apart from his association with our Company, he is a director on the board of Rajasthan Consultancy Organization Limited**.**

Dinesh Navnitlal Modi is an Independent Director of our Company. He holds a bachelor's degree in commerce from the H.R. College of Commerce and Economics, University of Bombay, Mumbai and a bachelor's degree in law from the Kishanchand Chellaram Law College, University of Bombay, Mumbai. He is also a fellow member of the Institute of Companies Secretaries of India. Apart from his association with our Company, he is a director on the boards of Kisan Mouldings Limited, Arrow Greentech Limited and Shree Yogeshwari Realtors Limited.

Neelam Yashpal Arora is an Independent Director of our Company. She holds a bachelor's degree in commerce from the University of Mumbai, a master's degree in commerce from SNDT College of Arts & Smt C.B. College of Commerce and Economics for Women, Shreemati Nathibai Damodar Thackersey Woman's University, Mumbai, a bachelor's and a master's degree in law from the University of Mumbai and a PhD in commerce from University of Mumbai. Apart from her association with our Company, she is a director on the boards of Kesar Petroproducts Limited and Shreyas Intermediates Limited.

Details of directorship in companies suspended or delisted

Except as disclosed below, none of our Directors is or was a director of any listed company, whose shares are or were suspended from being traded on any stock exchanges, in the last five years prior to the date of this Red Herring Prospectus, during the term of their directorship in such company:

Name of Director	Neelam Yashpal Arora	
Name of the company	Kesar Petroproducts Limited	
Listed on	BSE	CSE
Date of suspension on the stock exchange	May 17, 2021	Not applicable. An application for delisting was made in 2003. No reply was received from CSE and the company has been indicated as 'Suspended' by CSE.
If trading suspended for more than three months, reasons for suspension and period of suspension	Reason for suspension: On account of non-compliance with Regulation 17(1) &/or 18(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for two consecutive	Not applicable. An application for delisting was made in 2003. No reply was received from CSE and the company has been indicated as 'Suspended' by CSE.

	quarters i.e., September 2020 & December 2020. Period of suspension: From May 17, 2021 till date	
If the suspension of trading revoked, the date of revocation of suspension	Not applicable	Not applicable
Term (along with relevant dates) of the director in the above company(ies).	Appointed on November 12, 2019 upto November 11, 2024 as Independent Director	

Further, 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 their directorship in such company.

Relationships between our Directors and Key Managerial Personnel

Except as disclosed below, none of our Directors are related to each other or to any other Key Managerial Personnel.

Name of Directors	Relationship
Satish Waman Wagh	Husband of Smita Satish Wagh; and Father of Saloni Satish Wagh and Shivani Satish Wagh
Smita Satish Wagh	Wife of Satish Waman Wagh; and Mother of Saloni Satish Wagh and Shivani Satish Wagh
Saloni Satish Wagh	Daughter of Satish Waman Wagh and Smita Satish Wagh; and Sister of Shivani Satish Wagh
Shivani Satish Wagh	Daughter of Satish Waman Wagh and Smita Satish Wagh; and Sister of Saloni Satish Wagh

Arrangement or understanding with major Shareholders, customers, suppliers or others

None of our Directors have been nominated, appointed or selected pursuant to any arrangement or understanding with our major Shareholders, customers, suppliers or others.

Service contracts with Directors

Our Company has not entered into any service contracts with our Directors which provide for benefits upon the termination of their employment.

Borrowing Powers

Our Company has, pursuant to a special resolution passed by the Shareholders dated September 30, 2015 and subject to the provisions of our Articles of Association, authorised the Board to borrow, from time to time for the purpose of the Company's business any sum of money for an aggregate amount outstanding at any point not exceeding ₹ 400,00,00,000/- p.a. (i.e. any component of the borrowing repaid by the Company to the persons / lending institution will again be available to the Company for borrowing as long as the said ceiling of outstanding amount) notwithstanding that the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed at any time, the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

Terms of appointment of our Directors

(a) Terms of appointment of our Managing Director and Whole-time Directors

1. Satish Waman Wagh, Chairman and Managing Director

Satish Waman Wagh has been a Director of our Company since its incorporation. He was reappointed as our Managing Director pursuant to a resolution of our Board and a special resolution of our Shareholders dated May 31, 2019 and June 1, 2019, respectively, for a period of three years with effect from June 1, 2019. Further, pursuant to a special resolution of our shareholders dated November 16, 2021, he has been reappointed as the Managing Director for a period of three years with effect from June 1, 2022. The details of his remuneration for three years from June 1, 2019 to May 31, 2022 and from June 1, 2022 to May 31, 2025 are as stated in the tables below.

2. Smita Satish Wagh, Whole-time Director

Smita Satish Wagh has been a Director of our Company since its incorporate. She was reappointed as our Whole-time Director pursuant to a resolution of our Board and a special resolution of our Shareholders dated May 31, 2019 and June 1, 2019, respectively, for a period of three years with effect from June 1, 2019. Further, pursuant to a special resolution of our shareholders dated November 16, 2021, she has been reappointed as the Whole-time Director for a period of three years with effect from June 1, 2022. The details of her remuneration for three years from June 1, 2019 to May 31, 2022 and from June 1, 2022 to May 31, 2025 are as stated in the tables below.

3. Saloni Satish Wagh, Whole-time Director

Saloni Satish Wagh has been a Director of our Company since July 1, 2019. She was appointed as our Whole-time Director pursuant to a resolution of our Board and a special resolution of our Shareholders dated July 1, 2019 and September 16, 2019, respectively, for a period of three years with effect from July 1, 2019. Further, pursuant to a special resolution of our shareholders dated November 16, 2021, she has been reappointed as the Whole-time Director for a period of three years with effect from July 1, 2022. The details of her remuneration for three years from July 1, 2019 to June 30, 2022 and from July 1, 2022 to June 30, 2025 are as stated in the tables below.

4. Shivani Satish Wagh, Whole-time Director

Shivani Satish Wagh has been a Director of our Company since July 1, 2019. She was appointed as our Whole-time Director pursuant to a resolution of our Board and a special resolution of our Shareholders dated July 1, 2019 and September 16, 2019, respectively, for a period of three years with effect from July 1, 2019. Further, pursuant to a special resolution of our shareholders dated November 16, 2021, she has been reappointed as the Whole-time Director for a period of three years with effect from July 1, 2022. The details of her remuneration for three years from July 1, 2019 to June 30, 2022 and from July 1, 2022 to June 30, 2025 are as stated in the table below.

5. Balasaheb Gulabrao Sawant, Executive Whole-time Director

Balasaheb Gulabrao Sawant has been a Director of our Company since February 24, 2017. Pursuant to a resolution of our Board and a special resolution of our Shareholders dated May 26, 2020 and July 2, 2020, respectively, his designation was changed from non-executive Director to our Whole-time Director, for a period of three years with effect from August 1, 2020. The details of his remuneration for three years from August 1, 2020 to July 30, 2023 are as stated in the table below.

<table>
<tr><th rowspan="3">Category</th><th colspan="5">Terms of remuneration (in ₹ million)</th></tr>
<tr><th colspan="5">For their respective current terms</th></tr>
<tr><th>Satish Waman Wagh Chairman and Managing Director</th><th>Smita Satish Wagh Whole-time Director</th><th>Saloni Satish Wagh Whole-time Director</th><th>Shivani Satish Wagh Whole-time Director</th><th>Balasaheb Gulabrao Sawant Whole-time Director</th></tr>
<tr><td>Salary (per annum)*</td><td>60.00#</td><td>24.00</td><td>21.60</td><td>21.60</td><td>7.20</td></tr>
<tr><td>Perquisites and other benefits</td><td colspan="5">The remuneration is inclusive of basic salary, house rent allowance and other perquisites and allowances, bonus, performance, incentives, commissions, and other additional perquisites as approved by the Board from time to time.

The following is not included in the computation of the ceiling on remuneration –
(a) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
(b) Gratuity payable at a rate not exceeding half a month’s salary for each completed year of service; and
(c) Encashment of leave at the end of the tenure.</td></tr>
<tr><td>Other</td><td colspan="5">Shall be entitled to reimbursement of all out-of-pocket expenses which may incur for and in the course of business of the Company.</td></tr>
</table>

** As per limits specified by our Board*
 # Pursuant to a Board resolution dated November 12, 2021 and shareholders' resolution dated November 16, 2021, the limit was increased to ₹ 120.00 million per annum for the period April 1, 2021 to May 31, 2022

Category	Terms of remuneration (in ₹ million)			
	From June 1, 2022 till May 31, 2025		From July 1, 2022 till June 30, 2025	
	Satish Waman Wagh Chairman and Managing Director	Smita Satish Wagh Whole-time Director	Saloni Satish Wagh Whole-time Director	Shivani Satish Wagh Whole-time Director
Salary (per annum)*	120.00	26.40	26.40	26.40
Perquisites and other benefits	The remuneration is inclusive of basic salary, house rent allowance and other perquisites and allowances, bonus, performance, incentives, commissions, and other additional perquisites as approved by the Board from time to time. Further, an amount not exceeding 5% of the net profit of the latest audited financial statements may be paid to Satish Waman Wagh as performance incentive. The following is not included in the computation of the ceiling on remuneration – (a) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961; (b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and (c) Encashment of leave at the end of the tenure.			
Other	Shall be entitled to reimbursement of all out-of-pocket expenses which may incur for and in the course of business of the Company.			

** As per limits specified by our Board*

(b) Sitting fees and commission to Independent Directors

Pursuant to a resolution of our Board dated March 1, 2021, our Independent Directors are entitled to receive sitting fees of ₹ 0.03 million and ₹ 0.01 million for attending each meeting of our Board and the committees of our Board respectively. Further, our Independent Directors may be paid commission and reimbursement of expenses as permitted under the Companies Act and the SEBI Listing Regulations.

Compensation paid to our Directors

(a) Whole-time Directors

The table below sets forth the details of the remuneration (including bonus and incentives) paid to our Managing and Whole-time Directors for the Fiscal 2021:

(in ₹ million)

Sr. No.	Name of the Executive Director	Remuneration for Fiscal 2021
1.	Satish Waman Wagh	59.93
2.	Smita Satish Wagh	13.31
3.	Saloni Satish Wagh	10.92
4.	Shivani Satish Wagh	10.92
5.	Balasaheb Gulabrao Sawant	3.47*

**The designation of Balasaheb Gulabrao Sawant was changed from non-executive Director to Whole-time Director with effect from August 1, 2020.*

(b) Independent Directors

The table below sets forth the details of the sitting fees paid by our Company to our Independent Directors for the Fiscal 2021:

(in ₹ million)

Sr. No.	Name of the Director	Remuneration for Fiscal 2021
1.	Kedar Shankar Karmarkar	0.05
2.	Bhairav Manojbhai Chokshi	0.06
3.	Dileep Kumar Jain	-*
4.	Dinesh Navnitlal Modi	-*

Sr. No.	Name of the Director	Remuneration for Fiscal 2021
5.	Neelam Yashpal Arora	-*

**Dileep Kumar Jain, Dinesh Navnitlal Modi and Neelam Yashpal Arora were appointed as independent directors of the Company pursuant to a resolution passed by our Board dated March 25, 2021 and by our Shareholders dated August 2, 2021.*

Payments or benefits to Directors

Our Company has not entered into any contract appointing or fixing the remuneration of a Director including (Whole-time Director), or manager in the two years preceding the date of this Red Herring Prospectus.

Except a one time performance bonus of ₹ 17.50 million in Fiscal 2021 and ₹ 13.50 million in Fiscal 2022 paid to Satish Waman Wagh, our Company has not paid any commission or granted any amount or benefit on an individual basis to any of our Directors other than the sitting fees / remuneration paid to them for such period.

Contingent and deferred compensation payable to the Directors

As on the date of this Red Herring Prospectus, there is no contingent or deferred compensation payable to the Directors, which does not form part of their remuneration.

Bonus or profit-sharing plan for our Directors

Our Company does not have any performance linked bonus or a profit-sharing plan in which our Directors have participated.

Shareholding of Directors in our Company

Our Articles of Association do not require our Directors to hold qualification shares.

The table below sets forth details of Equity Shares held by the Directors as on date of this Red Herring Prospectus:

Name	No. of Equity Shares	Percentage of the pre-Offer paid up share capital (%)	Percentage of the post-Offer paid up share capital (%)
Satish Waman Wagh	72,642,380	99.26	[●]
Smita Satish Wagh	321,750	0.44	[●]
Saloni Satish Wagh	29,250	0.04	[●]
Shivani Satish Wagh	29,250	0.04	[●]

Interest of Directors

Except Satish Waman Wagh, none of our Directors are interested in any property acquired or proposed to be acquired of the Company or by the Company or in the promotion or formation of the Company. For further details, see "*Our Promoter and Promoter Group – Interests of Promoter*" and "*Related Party Transactions*" on page 180 and 187, respectively.

Except Satish Waman Wagh and Smita Satish Wagh, none of our directors have provided any loans to our Company or been repaid any loans from our Company. For further details, see *Related Party Transactions*" on page 187.

Our Directors may be regarded as interested to the extent of the Equity Shares, if any, held by them and to the extent of any dividend payable to them and other distributions in respect of these Equity Shares. For further details regarding the shareholding of our Directors, see "*– Shareholding of Directors in our Company*" on page 166.

Other confirmations

No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce any of our Directors to become or to help any of them qualify as a Director, or otherwise for services rendered by them or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company.

Changes to our Board in the last three years

Except as mentioned below, there have been no changes in our Directors in the last three years:

Name	Date of appointment / change in designation / cessation	Reason
Saloni Satish Wagh	July 1, 2019	Appointed as Whole-time Director
Shivani Satish Wagh	July 1, 2019	Appointed as Whole-time Director
Balasaheb Gulabrao Sawant	August 1, 2020	Change in designation from non-executive Director to Whole-time Director
Asha Waman Wagh	March 1, 2021	Resigned from the position of a Whole-time Director
Dileep Kumar Jain	March 25, 2021*	Appointed as Independent Director
Dinesh Navnitlal Modi	March 25, 2021*	Appointed as Independent Director
Neelam Yashpal Arora	March 25, 2021*	Appointed as Independent Director

**Dileep Kumar Jain, Dinesh Navnitlal Modi and Neelam Yashpal Arora were appointed as independent directors of our Company pursuant to a resolution passed by our Board dated March 25, 2021 and by our Shareholders dated August 2, 2021.*

Corporate Governance

The provisions of the Companies Act, 2013 along with the SEBI Listing Regulations, with respect to corporate governance, will be applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchanges. Our Company is in compliance with the requirements of the applicable requirements for corporate governance in accordance with the SEBI Listing Regulations, and the Companies Act, 2013, including those pertaining to the constitution of the Board and committees thereof.

As on the date of filing this Red Herring Prospectus, we have 10 Directors on our Board, of whom five are Wole-time Directors (including the Chairman and Managing Director) and five are Independent Directors (including one independent woman Director).

Committees of our Board

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, 2013, our Company has constituted the following Board committees:

(a) Audit Committee;
(b) Nomination and Remuneration Committee;
(c) Stakeholders' Relationship Committee;
(d) Corporate Social Responsibility Committee; and
(e) Risk Management Committee.

For purposes of the Offer, our Board has also constituted an IPO Committee.

(a) Audit Committee

The Audit Committee was last re-constituted by a resolution of our Board dated March 25, 2021. It is in compliance with Section 177 of the Companies Act and Regulation 18 of the SEBI Listing Regulations. The current constitution of the Audit Committee is as follows:

Name of Director	Position in the Committee	Designation
Dinesh Navnitlal Modi	Chairman	Independent Director
Satish Waman Wagh	Member	Chairman and Managing Director
Bhairav Manojbhai Chokshi	Member	Independent Director

The scope and function of the Audit Committee adopted pursuant to a resolution of our Board dated March 25, 2021, is in accordance with Section 177 of the Companies Act, 2013 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 our 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 our 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 our 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 our 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 our 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 utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to our 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 our Company with related parties and omnibus approval for related party transactions proposed to be entered into by our 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 our 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 or 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 our Board the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;

20. monitoring the end use of funds raised through public offers and related matters;

21. 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;

22. reviewing the functioning of the Whistle Blower Mechanism;

23. monitoring the end use of funds raised through public offers and related matters;

24. overseeing the Vigil Mechanism established by our 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;

25. 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;

26. 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 as on the date of coming into force of this provision; and
27. 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.

Further, the Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;

2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;

3. Management letters / letters of internal control weaknesses issued by the statutory auditors;

4. Internal audit reports relating to internal control weaknesses;

5. The appointment, removal and terms of remuneration of the chief internal auditor;

6. 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.

The Company Secretary of our Company shall serve as the secretary of the Audit Committee.

The Audit Committee is required to meet at least four times in a year under Regulation 18(2)(a) of the SEBI Listing Regulations.

The quorum for a meeting of the Audit Committee shall be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.

(b) Nomination and Remuneration Committee

The Nomination and Remuneration committee was last re-constituted by a resolution of our Board dated March 25, 2021. The Nomination and Remuneration Committee is in compliance with Section 178 of the Companies Act and Regulation 19 of the SEBI Listing Regulations. The current constitution of the Nomination and Remuneration committee is as follows:

Name of Director	Position in the Committee	Designation
Dinesh Navnitlal Modi	Chairman	Independent Director
Kedar Shankar Karmarkar	Member	Independent Director
Bhairav Manojbhai Chokshi	Member	Independent Director

The scope and function of the Nomination and Remuneration Committee, adopted pursuant to a resolution of our Board dated March 25, 2021, is in accordance with Section 178 of the Companies Act, 2013 read with Regulation 19 of the SEBI Listing Regulations. Its terms of reference are as follows:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board 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:

   (a) 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;

   (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
   (c) 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. Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time;

10. 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;

11. 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;

    (a) To administer the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/plan ("**ESOP Scheme**") including the following:

        (i) determining the eligibility of employees to participate under the ESOP Scheme;

        (ii) determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate;

        (iii) date of grant;

        (iv) determining the exercise price of the option under the ESOP Scheme;

        (v) the conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;

        (vi) the exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;

        (vii) the specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;

        (viii) the right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;

        (ix) re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;

        (x) the grant, vest and exercise of option in case of employees who are on long leave;

        (xi) allow exercise of unvested options on such terms and conditions as it may deem fit;

        (xii) the procedure for cashless exercise of options;

        (xiii) forfeiture/ cancellation of options granted;

(xiv) formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration:

(xv) the number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action;

(xvi) for this purpose, follow global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and

(xvii) the vesting period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such option.

(b) To construe and interpret the ESOP Scheme and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme;

12. 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.

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.

14. To consider any other matters as may be requested by the Board; and

15. To make available its terms of reference and review annually those terms of reference and its own effectiveness and recommend any necessary changes to the Board.

The committee is authorised by the Board to:

(a) investigate any activity within its terms of reference;

(b) seek any information from any employee of the Company or any associate or subsidiary, joint venture Company in order to perform its duties and all employees are directed by the Board to co-operate with any request made by the Committee; and

(c) call any director or other employee to be present at a meeting of the Committee as and when required.

If the Committee considers it necessary so to do it is authorised to obtain appropriate external advice including but not limited to legal and professional advice to assist it in the performance of its duties and to secure the services of outsiders with relevant experience and expertise and to invite those persons to attend at meetings of the Committee. The cost of obtaining any advice or services shall be paid by the Company within the limits as authorised by the Board.
The Nomination and Remuneration Committee is required to meet at least once in a year under Regulation 19(3A) of the SEBI Listing Regulations.

The quorum for a meeting of the Nomination and Remuneration Committee shall be two members or one third of the members of the committee, whichever is greater, including at least one independent director.

(c) Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by a resolution of our Board dated March 25, 2021. The Stakeholders' Relationship Committee is in compliance with Section 178 of the Companies Act and Regulation 20 of the SEBI Listing Regulations. The current constitution of the Stakeholders' Relationship Committee is as follows:

Name of Director	Position in the Committee	Designation
Dileep Kumar Jain	Chairman	Independent Director
Saloni Satish Wagh	Member	Whole-time Director
Satish Waman Wagh	Member	Chairman and Managing Director

The scope and function of the Stakeholders' Relationship Committee, adopted pursuant to a resolution of our Board dated March 25, 2021, is in accordance with Regulation 20 of the SEBI Listing Regulations. Its terms of reference are as follows:

1. 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;

2. Review of measures taken for effective exercise of voting rights by Shareholders;

3. Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

4. Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation 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;

5. 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;

6. 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

7. 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.

The Stakeholders' Relationship Committee is required to meet at least once in a year under Regulation 20(3A) of the SEBI Listing Regulations.

The quorum for a meeting of the Stakeholders' Relationship Committee shall be two members or one third of the members of the committee, whichever is greater.

The chairperson of the Stakeholders' Relationship Committee shall be present at the general meetings of the Company, or in the absence of the chairperson, any other member of the Stakeholders' Relationship Committee authorised by the chairperson in this behalf.

(d) Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was last re-constituted by a resolution of our Board dated March 25, 2021. The current constitution of the Corporate Social Responsibility Committee is as follows:

Name of Director	Position in the Committee	Designation
Satish Waman Wagh	Chairman	Chairman and Managing Director

Name of Director	Position in the Committee	Designation
Saloni Satish Wagh	Member	Whole-time Director
Kedar Shankar Karmarkar	Member	Independent Director

The scope and function of the Corporate Social Responsibility Committee adopted pursuant to a resolution of our Board dated March 25, 2021, is in accordance with Section 135 of the Companies Act, 2013. Its terms of reference are as follows:

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 our Board or as may be directed by our 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.

The quorum for a meeting of the Corporate Social Responsibility Committee shall be two members or one third of the members of the committee, whichever is greater.

(e) Risk Management Committee

The Risk Management Committee was constituted by a resolution of our Board dated March 25, 2021. The current constitution of the Risk Management Committee is as follows:

Name of Director	Position in the Committee	Designation
Satish Waman Wagh	Chairman	Chairman and Managing Director
Saloni Satish Wagh	Member	Whole-time Director
Kedar Shankar Karmarkar	Member	Independent Director

The scope and function of the Risk Management Committee, adopted pursuant to a circular resolution of our Board dated May 11, 2021, is in accordance with Regulation 21 of the SEBI Listing Regulations. Its terms of reference are as follows:

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 Company, 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.

   (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;

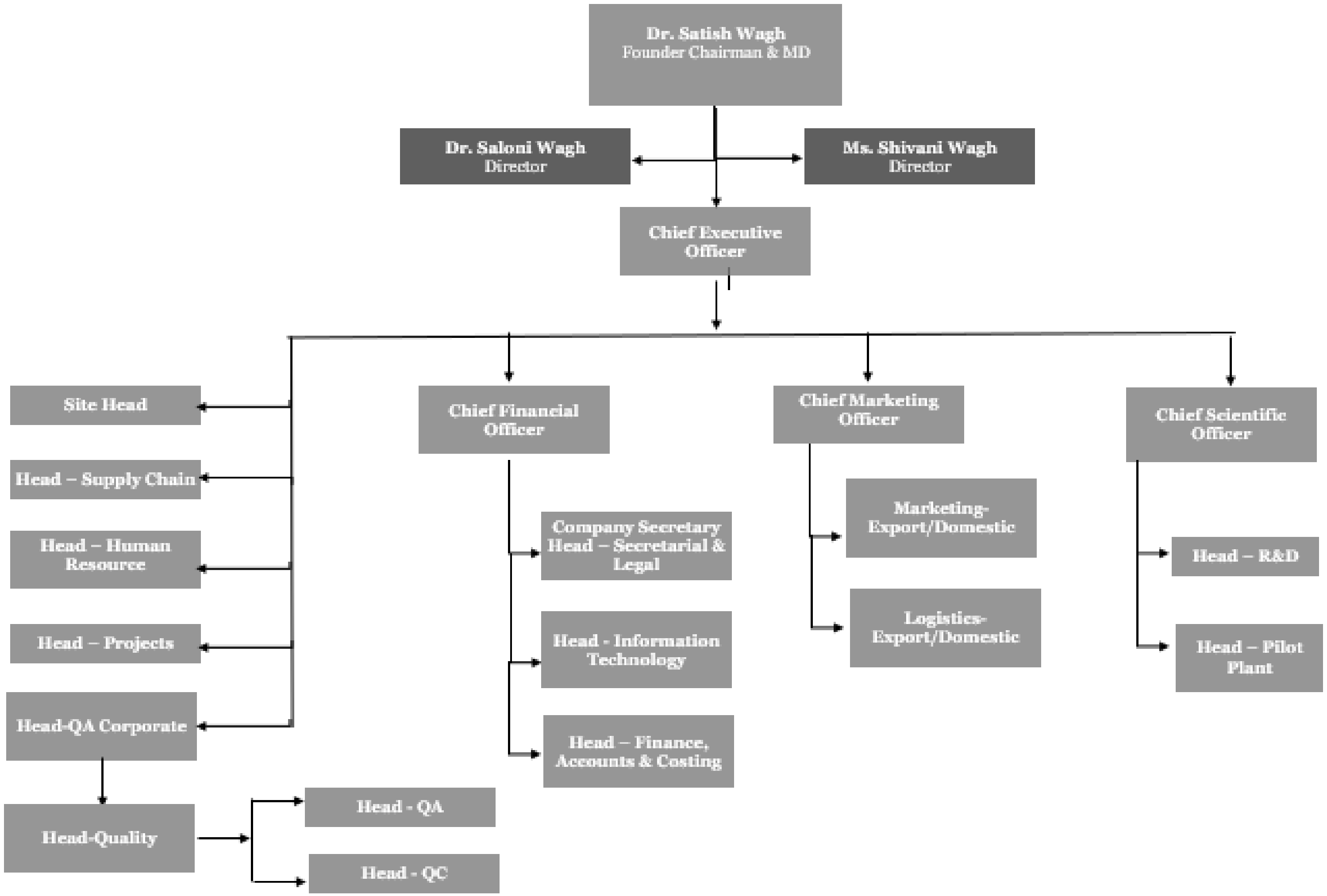
6. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee

   The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.

The quorum for the meeting of the Risk Management Committee shall be either two members or one third of the members of the Risk Management Committee, whichever is greater.

The Risk Management Committee is required to meet at least twice in a year.

Management organization chart



Key Managerial Personnel

In addition to Satish Waman Wagh, who is our Chairman and Managing Director, Smita Satish Wagh, Saloni Satish Wagh, Shivani Satish Wagh and Balasaheb Gulabrao Sawant, who are Whole-time Directors and whose details are provided in "– *Brief profiles of our Directors*" on page 161, the details of our other Key Managerial Personnel as on the date of this Red Herring Prospectus are as set forth below:

Shireesh Bhalchandra Ambhaikar is the Chief Executive Officer of our Company. He joined our Company on July 6, 2021 and was appointed as our Chief Executive Officer on August 1, 2021. He holds a bachelor's degree, master's degree and PhD in science from the University of Mumbai. Prior to joining our Company, he was associated with Perrigo API India Private Limited as the chief executive officer, Dr. Reddy's Laboratories Limited as the vice president and head manufacturing-CTOs, UCB India Private Limited as the director – manufacturing and industrial purchasing, Novartis Enterprises Limited as the manager – production, Wanbury Limited as the president operations in API division and Sandoz Private Limited. No remuneration was paid to him in Fiscal 2021.

Ashish Ramdas Nayak is the Chief Financial Officer of our Company. He joined our Company on August 5, 2019. He has cleared the final examination held by the Institute of Chartered Accountants of India. Prior to joining our Company, he was associated with Brand Holdings (India) Private Limited as the chief financial officer, Timezone Entertainment Private Limited as the chief financial officer, Foresight Vision Care Company Private Limited and Crown Healthcare. The remuneration paid to him in Fiscal 2021 was ₹ 4.53 million.

Shweta Shivdhari Singh is the Company Secretary and Compliance Officer of our Company. She was appointed as the Company Secretary on August 26, 2019 and was appointed as the Compliance Officer on May 6, 2021. She holds a bachelor's and master's degree in commerce from the University of Mumbai and a bachelor's degree in law from the University of Mumbai. She is an associate of the Institute of Company Secretaries of India. Prior to joining our Company, she was associated with Superb Papers Limited and Sumuka Agro Industries Limited in the capacity of a company secretary. The remuneration paid to her in Fiscal 2021 was ₹ 0.50 million.

Sushanta Kumar Mishra is the Chief Scientific Officer of our Company. He joined our Company on September 7, 2021. He holds a master's degree in science from Sambalpur University, a master's degree in technology in advance chemical analysis from IIT Roorkee and a PhD in chemistry from Sambalpur University. Prior to joining our Company, he was associated with Glenmark as a research scientist in the bulk activities department and Ind-Swift Laboratories Limited as scientist-I. No remuneration was paid to him in Fiscal 2021.

Parthasarathi Pal is the Chief Marketing Officer of our Company. He joined our Company on May 25, 2021. He holds a degree of Master of Science in Chemistry from Indian Institute of Technology, Kanpur. Prior to joining our Company, he was associated with Consolidated Fibres and Chemicals Limited, Reliance Silicones (India) Limited as the production executive, Hikal Limited as the senior general manager – marketing (pharma), Sanmar Speciality Chemicals Limited as the manager – technical services, Lupin Limited, Emcure Pharmaceuticals Limited, Neuland Laboratories Limited as the head – CRCM in the business development department and Malladi Drugs & Pharmaceuticals Limited as the senior vice president – business development. No remuneration was paid to him in Fiscal 2021.

Prashant Baban Zate is the Head Corporate - Quality Assurance and Regulatory Affairs of our Company. He was appointed on November 27, 2007. He holds a bachelor's degree in science from SIES College of Arts, Science and Commerce, University of Mumbai and a master's degree in science from the University of Mumbai. He also holds a PhD in Chemistry from the Faculty of Science, Pacific University, Udaipur. The remuneration paid to him in Fiscal 2021 was ₹ 4.98 million.

Pratap Santu Desai is the Head - IT of our Company. He was appointed on August 17, 2020. He holds a diploma in digital electronics from College of Engineering & Polytechnic, Satara, a diploma in electronics and telecommunication engineering from the Board of Technical Examinations, Maharashtra State and a diploma in business management from Kaizen School of Business Management. Prior to joining our Company, he was associate with Bombay Dyeing & Manufacturing Co. Ltd. in the capacity of manager – IT and Kores India Limited in the capacity of deputy general manager – IT & systems. The remuneration paid to him in Fiscal 2021 was ₹ 0.47 million.

Except as disclosed in this section, in Fiscal 2021, our Company has not granted any benefit on an individual basis to any of our Key Managerial Personnel other than the remuneration paid to them for such period.

Relationships among Key Managerial Personnel, and with Directors

Except as disclosed in "– *Relationships between our Directors and Key Managerial Personnel*" on page 163, none of our Key Managerial Personnel are related to each other or to the Directors of our Company.

Arrangements and Understanding with Major Shareholders

None of our Key Managerial Personnel have been selected pursuant to any arrangement or understanding with any major Shareholders, customers or suppliers of our Company, or others.

Changes in the Key Managerial Personnel in last three years

Except as mentioned below, there have been no changes in the Key Managerial Personnel in the last three years:

Name	Date of change	Reason
Vijaykumar Kulkarni	August 5, 2019	Cessation as CFO
Ashish Ramdas Nayak	August 5, 2019	Appointment as CFO
Shweta Shivdhari Singh	August 26, 2019	Appointment as Company Secretary
Tushar Rameshchandra Mehta	October 3, 2019	Appointment as COO
Digvijay Katkar	November 30, 2019	Cessation as COO
Narendra Joshi	July 16, 2020	Appointment as Chief Scientific Officer
Pratap Desai	August 17, 2020	Appointment as Head IT
Parthasarathi Pal	May 25, 2021	Appointment as CMO
Tushar Rameshchandra Mehta	July 11, 2021	Cessation as COO
Shireesh Bhalchandra Ambhaikar	August 1, 2021	Appointment as CEO
Narendra Shriram Joshi	August 31, 2021	Cessation as Chief Scietific Officer
Sushanta Kumar Mishra	September 7, 2021	Appointment as Chief Scietific Officer

The rate of attrition of our Key Managerial Personnel is not high in comparison to the industry in which we operate.

Status of Key Managerial Personnel

As on the date of this Red Herring Prospectus, all our Key Managerial Personnel are permanent employees of our Company.

Retirement and termination benefits

Our Key Managerial Personnel have not entered into any service contracts with our Company which include termination or retirement benefits. Except statutory benefits upon termination of their employment in our Company or superannuation, none of the Key Managerial Personnel is entitled to any benefit upon termination of employment or superannuation.

Shareholding of the Key Managerial Personnel

Except for Satish Waman Wagh, Smita Satish Wagh, Saloni Satish Wagh and Shivani Satish Wagh, none of our other Key Managerial Personnel hold any Equity Shares in our Company. For further details, see "- *Shareholding of Directors in our Company*" on page 166.

Contingent and deferred compensation payable to Key Managerial Personnel

As on the date of this Red Herring Prospectus, there is no contingent or deferred compensation which accrued to our Key Managerial Personnel for Fiscal 2021, which does not form part of their remuneration for such period.

Bonus or profit-sharing plan of the Key Managerial Personnel

Our Company has no profit-sharing plan in which the Key Managerial Personnel participate. Our Company makes bonus payments to our Key Managerial Personnel, in accordance with their terms of appointment.

Interest of Key Managerial Personnel

Our Key Managerial Personnel are interested in our Company only 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 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.

Employee Stock Option Plan

As on the date of this Red Herring Prospectus, our Company does not have any active employee stock option plan.

Payment or Benefit to officers of our Company (non-salary related)

No non-salary related amount or benefit has been paid or given within the two years preceding the date of the Red Herring Prospectus or is intended to be paid or given to any officer of the Company, including our Directors and Key Managerial Personnel.

OUR PROMOTER AND PROMOTER GROUP

Our Promoter

As on the date of this Red Herring Prospectus, the Promoter of our Company is Satish Waman Wagh.

As on the date of this Red Herring Prospectus, our Promoter holds 72,642,380 Equity Shares in aggregate, representing 99.26% of the issued, subscribed and paid-up Equity Share capital of our Company. For details, see the section "*Capital Structure – Details of Shareholding of our Promoter and members of the Promoter Group in the Company – Build-up of the Promoter's shareholding in our Company*" beginning on page 65.

Details of our Promoter are as follows:

Satish Waman Wagh, aged 65 years, is our Promoter and is also the Chairman and Managing Director on our Board. For the complete profile of Satish Waman Wagh, along with details of his date of birth, personal address, educational qualifications, professional experience, position/posts held in the past, directorships held, and business and financial activities, other directorships, other ventures and special achievements, see "*Our Management – Board of Directors*" on page 158.

He holds a driver's license bearing the number MH0219750548169. His permanent account number is AAAPW7907N and his Aadhaar number is 632112483381.

Our Company confirms that the permanent account number, bank account number and passport number of our Promoter, have been submitted to the Stock Exchanges at the time of filing the Draft Red Herring Prospectus.

Change in control of our Company

There has not been any change in the control of our Company in the five years immediately preceding the date of this Red Herring Prospectus.

Interests of Promoter

Our Promoter is interested in our Company to the extent that he is the promoter of our Company and to the extent of his respective shareholding in our Company, his directorship in our Company and the dividends payable, if any, and any other distributions in respect of his respective shareholding in our Company or the shareholding of his relatives in our Company. For details of the shareholding of our Promoter in our Company, see "*Capital Structure*" beginning on page 60. For further details of interest of our Promoter in our Company, see "*Related Party Transactions*" beginning on page 187.

Our Promoter may also be deemed to be interested to the extent of remuneration, benefits, reimbursement of expenses, sitting fees and commission payable to him as a Director on our Board. For further details, see "*Our Management*" beginning on page 158.

Our Promoter may also be deemed to be interested to the extent of loans taken from or repaid to him. For further details, see "*Related Party Transactions*" on page 187.

Except as disclosed below and in "*Related Party Transactions*" on page 187, 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 Red Herring Prospectus or proposed to be acquired by us as on the date of this Red Herring Prospectus, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery:

No.	Particulars of land	Nature of transaction	Term of assignment / lease	Amount involved
1.	Registered and Corporate Office	Rental agreement for commercial property between Promoter and our Company dated May 12, 2021	May 12, 2021 to May 11, 2041	Monthly rent of ₹ 175,000 to be paid by our Company Increase in rental of 5% every three years Deposit for the premises: ₹ 1,000,000
2.	217 / 218, Udyog Bhavan, Sonawala Lane, Goregaon (East), Mumbai – 400 063	Rental agreement for commercial property between Promoter and our Company dated May 12, 2021	May 12, 2021 to May 11, 2041	Monthly rent of ₹ 125,000 to be paid by our Company Increase in rental of 5% every three years Deposit for the premises: ₹ 750,000
3.	214, Udyog Bhavan, Sonawala Lane, Goregaon (East), Mumbai – 400 063	Rental agreement for commercial property between Promoter and our Company dated May 12, 2021	May 12, 2021 to May 11, 2041	Monthly rent of ₹ 125,000 to be paid by our Company Increase in rental of 5% every three years Deposit for the premises: ₹ 750,000
4.	A-5/2, Lote Parshuram Industrial Area, MIDC, Village – Lote, Taluka - Khed, District – Ratnagiri ("**MIDC Land 1**")	Transfer and assignment of interest of Promoter on MIDC Land 1 to our Company through MIDC order dated March 6, 2009. The Promoter is the lessee of MIDC Land 1 pursuant to lease deed dated March 1, 1986 between MIDC and Promoter	March 6, 2009 to March 1, 2081	Yearly rent of ₹ 1 to be paid to MIDC by our Company
5.	A-5/1, A-5/3/1, A-5/4/1 Lote Parshuram Industrial Area, MIDC, Village – Lote, Taluka - Khed, District – Ratnagiri ("**MIDC Land 2**")	MIDC Order dated January 13, 2020 and deed of assignment dated March 23, 2020 between Promoter (as proprietor of Swastik Industries) and our Company to assign interest in the MIDC Land 2. Our Promoter (as proprietor of Swastik Industries) is the lessee of the MIDC Land 2 pursuant to lease deed dated September 22, 1994 between MIDC and the Promoter (as proprietor of Swastik Industries)	March 23, 2020 to March 22, 2115	Yearly rent of ₹ 1 to be paid to MIDC by our Company
6.	A-2, MIDC Genekhadpoli, Taluka – Chiplun, District – Ratnagiri ("**MIDC Land 3**")	Rental agreement for property dated May 12, 2021 entered into between Prime Chemicals (a partnership firm of our Promoter) and our Company. Prime Chemicals is in possession of the MIDC Land 3 since August 6, 1980. Further, our Company has entered into a memorandum of understanding dated June 24, 2021 ("**MOU**") with Prime Chemicals for the transfer of MIDC Land 3 to the Company. Prime Chemicals has made an application to MIDC for no objection certificate/consent for the said transfer.	May 12, 2021 to May 11, 2041	Monthly rent of ₹ 100,000 to be paid by our Company Deposit for the premises: ₹ 600,000 Consideration paid under the MOU by Company to Prime Chemicals: ₹ 14,564,860
7.	A-6/1 Lote Parshuram Industrial Area, MIDC, Village – Lote, Taluka -	Lease agreement dated June 29, 2020 between MIDC and our Company with Ravi Industries (of which our Promoter	May 1, 1981 to April 30, 2076	Yearly rent of ₹ 1 to be paid to MIDC by our Company

No.	Particulars of land	Nature of transaction	Term of assignment / lease	Amount involved
	Khed, District – Ratnagiri (“**MIDC Land 4**”)	is one of the proprietors) as confirming party.		
8.	56/1, Lote Village, Taluka – Khed, District - Ratnagiri	Sold to our Company through an agreement for sale with our Promoter dated March 22, 2021	-	Consideration paid by our Company - ₹ 7,689,000
9.	169/1/A and 169/1/B, Lote Village, Taluka – Khed, District - Ratnagiri	Sold to our Company through an agreement for sale with our Promoter dated March 23, 2021	-	Consideration paid by our Company - ₹ 600,000
10.	169/11/1, Lote Village, Taluka – Khed, District – Ratnagiri	Sold to our Company through an agreement for sale with our Promoter dated March 23, 2021	-	Consideration paid by our Company - ₹ 2,000,000

No sum has been paid or agreed to be paid to any of our Promoter or to any firm or company in which our Promoter is interested as a member, in cash or shares or otherwise by any person either to induce our Promoter to become, or qualify them as a director, or otherwise for services rendered by our Promoter or by such firm or company in connection with the promotion or formation of our Company.

Our Promoter does not have any interest in any venture that is involved in any activities similar to those conducted by our Company.

Companies or firms with which our Promoter has disassociated in the last three years

Except as disclosed below, our Promoter has not disassociated himself from any other company or firm in the three years preceding the date of this Red Herring Prospectus.

Name of the Promoter	Name of Company	Date of disassociation	Reason for and circumstances leading to disassociation
Satish Waman Wagh	Basic Chemicals Cosmetics & Dyes Export Promotion Council	February 14, 2019	Expiry of term as chairman

Payment or Benefits to Promoter or Promoter Group

Except as disclosed herein and as stated in “*Related Party Transactions*” at page 187, there has been no payment of any amount or benefits given by our Company to our Promoter or any of the members of the Promoter Group during the two years preceding the date of this Red Herring Prospectus nor is there any intention to pay any amount or give any benefit to our Promoter or Promoter Group as on the date of this Red Herring Prospectus.

Material Guarantees

Our Promoter has not given any material guarantee to any third party, in respect of the Equity Shares, as of the date of this Red Herring Prospectus.

Promoter Group

Details of our Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations (excluding our Promoter) are provided below:

Natural persons who are part of the Promoter Group

The natural persons who are part of the Promoter Group are as follows:

Sr No.	Name of Promoter Group Member	Relationship with the Promoter
1.	Asha Waman Wagh	Mother
2.	Smita Satish Wagh	Wife

Sr No.	Name of Promoter Group Member	Relationship with the Promoter
3.	Saloni Satish Wagh	Daughter
4.	Shivani Satish Wagh	Daughter
5.	Arun Wagh	Brother
6.	Anjali Sabnish	Sister
7.	Poornima Mehta	Sister
8.	Satyajit Vanikar	Wife's brother
9.	Sameer Vanikar	Wife's brother

Entities forming part of the Promoter Group

The entities forming part of our Promoter Group are as follows:

Sr No.	Name of Promoter Group Member
1.	Supriya Medi-Chem Private Limited
2.	Lote Industries Testing Laboratory Association
3.	Swastik Industries
4.	Prime Chemicals
5.	Vaibhav Chemicals
6.	Supriya Pharmaceuticals
7.	Ravi Industries
8.	Supriya Aviation

Our Company had filed an application dated May 15, 2021 with SEBI under Regulation 300(1)(c) of the SEBI ICDR Regulations, seeking an exemption from identifying and disclosing as a member of the Promoter Group, Vinita Asgaonkar (sister of our Promoter) and body corporates/entities and HUFs in which Vinita Asgaonkar holds 20% or more of the equity share capital. Our Company received exemption from SEBI in this regard by way of its letter dated July 23, 2021. Accordingly, the above list of members of our Promoter Group does not include such individual/entities.

GROUP COMPANIES

In accordance with the SEBI ICDR Regulations, for the purpose of identification of 'group companies', our Company has considered (i) such companies with which there were related party transactions during the period for which Restated Financial Statements have been disclosed in this Red Herring Prospectus, as covered under the applicable accounting standards; and (ii) any other companies which are considered material by our Board.

In respect of point (ii) above, our Board in its meeting held on May 6, 2021 has considered and adopted the Materiality Policy, inter alia, for identification of companies that shall be considered material and shall be disclosed as a group company in the Red Herring Prospectus. In terms of the Materiality Policy, if a company (other than companies covered under the schedule of related party transactions as per the Restated Financial Statements) (a) is a member of our Promoter Group; and (b) has entered into one or more transactions with our Company during the most recent Financial Year and any stub period included in the Restated Financial Statements, that cumulatively exceed 10% of the total revenue of the Company derived from the Restated Financial Statements of the last completed full financial year, it shall be considered material and shall be disclosed as a group company in this Red Herring Prospectus.

Accordingly, based on the parameters outlined above, our Company does not have any group company as on the date of this Red Herring Prospectus.

DIVIDEND POLICY

As on the date of this Red Herring Prospectus, our Company has adopted a dividend distribution policy ("**Dividend Policy**") pursuant to a resolution of the Board dated March 25, 2021. The declaration and payment of dividends will be decided by our Board, in terms of the Dividend Policy and subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013.

In accordance with the Dividend Policy, the Board shall consider the certain financial parameters and other internal and external factors before declaring dividend, including but not limited to: operating cash flow of the Company, profit after tax during the year and earnings per share, working capital requirements, capital expenditure requirement, business expansion and growth, likelihood of crystallization of contingent liabilities, if any, debt levels and cost of borrowings, global conditions, dividend pay-out ratio of competitors, etc. Further, the Dividend Policy provides that the retained earnings of the Company may be utilised to make better use of the available funds and increase the value of the stakeholders in the long run.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements our Company is currently availing of or may enter into, to finance our fund requirements for our business activities. For details, see section "*Financial Indebtedness*" on page 296.

Except as disclosed below, our Company has not declared any dividends during the last three Fiscals, and the six months ended September 30, 2021 and until the date of this Red Herring Prospectus, on the Equity Shares:

Particulars	**From October 1, 2021 till date**	**Period**			
		Six months ended September 30, 2021	**Fiscal 2021**	**Fiscal 2020**	**Fiscal 2019**
Face value per share (in ₹)	2	2	2	10	10
Rate of Dividend (%)	30.00	-	27.03	100	-
Dividend per Equity Share (in ₹)	0.60	-	0.54	10	-
Equity dividend (₹ in million)	43.91	-	39.56	146.36	-
Tax on equity dividend (₹ in million)	-	-	-	30.00	-
Mode of payment of dividend	Cash	-	Cash	Cash	-

Note: *Dividend per Equity Share is calculated as dividend paid divided by total number of Equity Shares outstanding as at the end of the year.*

The past trend in relation to our payment of dividends is not necessarily indicative of our dividend trend or dividend policy, in the future, and there is no guarantee that any dividends will be declared or paid in the future. For details in relation to the risk involved, see "*Risk Factors – Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements*" on page 42.

SECTION VII – FINANCIAL INFORMATION

OTHER FINANCIAL INFORMATION

In accordance with the SEBI ICDR Regulations, the audited financial statements of our Company ("**Audited Financial Statements**") as at and for the Fiscals 2021, 2020 and 2019 respectively, are available on our website at https://supriyalifescience.com/corporate-governance.aspx.

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 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, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere. The Audited Financial Statements should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company or any entity in which its shareholders have significant influence (collectively, the "Group") and should not be relied upon or used as a basis for any investment decision. None of the Group or any of its advisors, nor the BRLMs, nor 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. For details of accounting ratios, see "*Restated Financial Statements*" beginning on page 188.

RELATED PARTY TRANSACTIONS

For details of the related party transactions during the six months period ended September 30, 2021 and Fiscals 2021, 2020 and 2019, as per the requirements under Ind AS 24 and as reported in the Restated Financial Statements, see the section "*Restated Financial Statements – Note 32 – Related Party Transactions*" on page 240.

RESTATED FINANCIAL STATEMENTS

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

KAKARIA AND ASSOCIATES LLP
CHARTERED ACCOUNTANTS
UJWAL K. KAKARIA B.Com., B.L., F.C.A.
SUBHASH S. KOTADIA B.Com. (HONS.) F.C.A.
JAIPRAKASH H. SHETHIYA B.Com., F.C.A.

YOUR REF.:
OUR REF.:

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION

The Board of Directors
Supriya Lifescience Limited
207/208, Udyog Bhavan
Sonawala Road, Goregaon (East)
Mumbai- 400063
Maharashtra, India

Dear Sir/Ma'am,

We, Kakaria And Associates LLP, have examined the attached Restated Financial Information of Supriya Lifescience Limited (the "Company")comprising the Restated Statement of Assets and Liabilities as at 30th September 2021, 31st March 2021, 31st March 2020 and 31st March 2019, the Restated Statement of Profit and Loss (including other comprehensive income), the Restated Statement of Changes in Equity and the Restated Cash Flow Statement for the six month period ended 30th September 2021 and for the years ended 31st March 2021, 31st March 2020 and 31st March 2019, the significant accounting policies and other explanatory information (collectively, the "Restated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on October 19,2021 for the purpose of inclusion in the Red Herring Prospectus / Prospectus ("Offer Documents") prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO") prepared in terms of the requirements of:

a. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");

b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and

c. 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")

1. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, National Stock Exchange of India Limited and BSE Limited and Registrar of Companies Maharashtra at Mumbai, in connection with the proposed IPO. The Restated Financial Information have been prepared by the management of the Company on the basis of preparation stated in note 2.1 to the Restated Financial Information. The responsibility of the Board of Directors of the Company Included in the Group includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The respective Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

802, Lotus Trade Centre, Near D.N. Nagar Metro Station, New Link Road, Andheri - West, Mumbai - 400 053 TeleFax: 022 26744674/70. Email: mumbai@kakariaassociates.com,
Website: www.kakariaassociates.com

2. We have examined such Restated Financial Information taking into consideration:

    a. The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 4th October 2021 in connection with the proposed IPO of equity shares of the Company;

    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 Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your Compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the proposed IPO.

3. These Restated Financial Information have been compiled by the management from:

    a. Audited special purpose interim Ind AS financial statements of the Company as at and for the Six months period ended 30th September 2021 prepared in accordance with Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", specified under section 133 of the Act and other accounting principles generally accepted in India (the "Special Purpose Interim Ind AS Financial Statements") which have been approved by the Board of Directors at their meeting held on October 19, 2021.

    b. Audited Ind AS financial statements of the Company as at and for the years ended 31st March 2021, 31st March 2020 and 31st March 2019 for the Company 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 other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 28th July 2021, 12th August 2020 and 14th August 2019 respectively.

4. For the purpose of our examination, we have relied on auditors' reports issued by us dated 19th October 2021, 28th July 2021, 12th August 2020 and 14th August 2019 on the Ind AS financial statements of the Company as at and for the six-month period ended 30th September 2021 and Ind AS financial statements as at and for the years ended 31st March 2021; 31st March 2020 and 31st March 2019 respectively as referred in paragraph 3 above.
   Our opinion on the Ind AS financial statements and special purpose interim Ind AS financial statements were not modified in respect of these matters.

5. Based on our examination and according to the information and explanations given to us, we report that the Restated Financial Information

    a. Have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended 31st March 2021, 31st March 2020 and 31st March 2019 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the six-month period ended 30th September

2021; except that no effect to the matter giving rise to modification mentioned in paragraph 4 above has been given; and

b. Have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

6. 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 financial statements and audited financial statements mentioned in Paragraph 3 above.

7. This report should not in any way be 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.

8. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

9. Our report is intended solely for use of the Board of Directors for inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, relevant Stock Exchanges and Registrar of Companies Maharashtra at Mumbai 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 for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **Kakaria And Associates LLP**
Chartered Accountants
Firm Registration No: 104558W/W100601

Ujwal Kakaria
Partner
Membership Number: 035416
UDIN: 21035416AAAADU4524
Place: Mumbai
Date: 19.10.2021

Supriya Lifescience Ltd

CIN No: U51900MH2008PLC180452

Restated Standalone Statement of changes in Equity as at September 30, 2021

(All amounts in Indian ₹ million, except as otherwise stated)

STATEMENT OF CHANGES IN EQUITY

Equity Share Capital		**(₹ In million)**
	No. of Shares	**Amount**
As at March 2019	14636706	146.37
As at March 2020	14636706	146.37
Add: Share Split and converted to equity shares of Rs.2 each (Refer Note 13)	58546824	
As at March 2021	73183530	146.37
As at September 2021	73183530	146.37

Rights and preferences attached to Equity Shares:

The Company has one class of equity shares having a par value of Rs.2/- each. Each shareholder is eligible for one vote per share held.
In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date

Particulars	**For the period five years ended on September 30,2021**	**For the period five years ended on March 31,2021**	**For the period five years ended on March 31,2020**	**For the period five years ended on March 31,2019**
Equity Shares allotted as bonus shares	-	9757804	9757804	9757804

For Kakaria And Associates LLP
Chartered Accountants
Firm Regn No 104558W/W100601

Ujwal Kakaria
Partner
Membership no.: 035416
UDIN NO -21035416AAAADU4524

Place: Mumbai
Date: 19.10.2021

For and on behalf of the Board of Directors of
Supriya Lifescience Limited

Mr.Satish Wagh
Chairman & Managing Director
DIN : 01456982

Ms. Saloni Wagh
Whole Time Director
DIN: 08491410

Mr. Shireesh Ambhaikar
Chief Executive Officer

Mr. Ashish Nayak
Chief Financial Officer

Ms. Shweta Singh
Company Secretary
M. No. A44973

Place : Mumbai
Date : 19.10.2021

Supriya Lifescience Ltd
CIN No: U51900MH2008PLC180452
Restated Standalone Statement of changes in Equity as at September 30, 2021
(All amounts in Indian ₹ million, except as otherwise stated)

II OTHER EQUITY

(₹ In million)

Particulars	**Reserves and Surplus**	
	Retained Earnings	**Total**
Balance as at 31.03.2019	**791.54**	**791.54**
Profit for the year	734.03	
Other Appropriations		
Items of OCI , net of Tax		
Remeasurement of Defined Benefit	(3.55)	
Dividends	(146.37)	
Dividend Distribution Tax	(30.09)	
Balance as at 31.03.2020	**1,345.56**	**1,345.56**
Profit for the year	**1,238.28**	
Other Appropriations		
Items of OCI , net of Tax		
Remeasurement of Defined Benefit	(1.24)	
Dividends	(39.56)	
Dividend Distribution Tax	-	
Balance as at 31.03.2021	**2,543.05**	**2,543.05**
Profit for the year	**659.59**	
Other Appropriations		
Items of OCI , net of Tax		
Remeasurement of Defined Benefit	**(0.37)**	
Dividends		
Dividend Distribution Tax		
Balance as at 30.09.2021	**3,202.27**	**3,202.27**

For Kakaria And Associates LLP
Chartered Accountants
Firm Regn No 104558W/W100601

Ujwal Kakaria
Partner
Membership no.: 035416
UDIN NO -21035416AAAADU4524

Place: Mumbai
Date: 19.10.2021

For and on behalf of the Board of Directors of
Supriya Lifescience Limited

Mr.Satish Wagh
Chairman & Managing Director
DIN : 01456982

Ms. Saloni Wagh
Whole Time Director
DIN: 08491410

Mr. Shireesh Ambhaikar
Chief Executive Officer

Mr. Ashish Nayak
Chief Financial Officer

Ms. Shweta Singh
Company Secretary
M. No. A44973

Place : Mumbai
Date : 19.10.2021

Supriya Lifescience Ltd
CIN No: U51900MH2008PLC180452
Restated Standalone Balance Sheet as at September 30, 2021
(All amounts in Indian ₹ million, except as otherwise stated)

Particulars	Notes	September 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
ASSETS					
Non-current assets					
(i) Property, plant and equipment	3	1,450.87	956.56	929.53	805.19
(ii) Right to Use Asset	3	12.86	14.72	18.41	21.77
(iii)Capital Work in progress	5	341.90	787.88	402.14	353.52
(iv) Intangible Assets	4	30.63	30.22	31.99	19.87
(v) Financial Assets					
-Investments	6	0.53	0.53	0.53	0.53
-Other Financial Assets	7	4.37	4.34	1.78	0.38
(vi) Other Non- Current Assets		-	-	-	-
Total Non-current assets		**1,841.16**	**1,794.25**	**1,384.37**	**1,201.27**
Current assets					
(i) Inventories	8	884.60	724.80	494.58	307.32
(ii) Financial Assets					
-Trade receivables	9	843.92	737.46	524.86	599.51
-Cash and cash equivalents	10 (a)	23.76	310.72	15.43	17.32
-Bank balances other than above		762.65	124.27	-	-
-Other financial Assets	10 (b)	216.64	487.95	731.62	106.66
-Loans and Advances	7	12.78	12.29	10.83	123.79
(iii) Other current assets	11	455.52	266.51	202.61	174.65
Total Current Assets		**3,199.86**	**2,664.00**	**1,979.93**	**1,329.25**
TOTAL ASSETS		**5,041.02**	**4,458.24**	**3,364.30**	**2,530.52**
EQUITY AND LIABILITIES					
EQUITY					
(i) Equity share capital	12	146.37	146.37	146.37	146.37
(ii) Other equity	13	3,202.27	2,543.05	1,345.56	791.54
Total Equity		**3,348.63**	**2,689.41**	**1,491.93**	**937.91**
LIABILITIES					
Non-current liabilities					
(i) Financial Liabilities					
-Borrowings	14	-	-	23.93	81.36
-Lease Liabilities	15	19.19	20.65	23.10	25.30
-Other financial liabilities	16	-	194.86	186.05	33.11
(ii) Provisions	17	22.01	13.01	10.31	6.89
(iii) Deferred tax Liabilities		124.06	80.11	75.10	96.88
Total Non-Current Liabilities		**165.25**	**308.64**	**318.49**	**243.54**
Current liabilities					
(i) Financial liabilities					
-Borrowings	14	709.91	674.10	766.83	772.05
-Trade payables	18	561.04	510.22	493.92	441.28
-Other financial liabilities	16	-	27.19	31.34	44.97
(iii) Provisions	17	6.35	14.71	14.86	12.45
(ii) Other current liabilities	19	68.48	82.11	225.36	37.44
(iv) Current Tax Liabilities (Net)		181.36	151.85	21.56	40.88
Total Current Liabilities		**1,527.13**	**1,460.19**	**1,553.88**	**1,349.07**
TOTAL EQUITY AND LIABILITIES		**5,041.02**	**4,458.24**	**3,364.30**	**2,530.52**
Summary of significant accounting policies	2.1				

The accompanying notes are an integral part of the Restated Standalone Ind AS financial statements.

For Kakaria And Associates LLP
Chartered Accountants
Firm Regn No 104558W/W100601

For and on behalf of the Board of Directors of
Supriya Lifescience Limited

Mr.Satish Wagh
Chairman & Managing Director
DIN : 01456982

Ms. Saloni Wagh
Whole Time Director
DIN: 08491410

Mr. Shireesh Ambhaikar
Chief Executive Officer

Ujwal Kakaria
Partner
Membership no.: 035416
UDIN NO -21035416AAAADU4524

Mr. Ashish Nayak
Chief Financial Officer

Ms. Shweta Singh
Company Secretary
M. No. A44973

Place: Mumbai
Date: 19.10.2021

Place : Mumbai
Date : 19.10.2021

Supriya Lifescience Ltd
CIN No: U51900MH2008PLC180452
Restated Standalone Statement of Profit and Loss for the period ended September 30, 2021
(All amounts in Indian ₹ million, except as otherwise stated)

Particulars	Notes	September 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Income					
Revenue from operations	20	2,248.00	3,853.66	3,116.44	2,778.40
Other income	21	52.61	108.56	110.69	80.22
Total Income		**2,300.61**	**3,962.21**	**3,227.13**	**2,858.62**
Expenses					
Cost of raw materials, components and stores consumed	22	883.61	1,405.71	1,523.84	1,460.72
(Increase)/ decrease in inventories	23	(51.80)	(124.45)	(138.95)	8.04
Employee benefits expense	24	177.80	327.61	255.91	189.71
Other expenses	27	304.33	571.83	491.82	472.54
Total Expenses		**1,313.94**	**2,180.70**	**2,132.62**	**2,131.01**
Earnings before Interest, Tax, Depreciation and Amortization		**986.66**	**1,781.51**	**1,094.52**	**727.61**
Depreciation and amortization expense	25	49.40	66.78	63.76	54.35
Finance costs	26	20.32	40.80	68.49	102.22
Profit before tax		**916.95**	**1,673.93**	**962.27**	**571.04**
Tax expense					
Current tax		213.29	430.22	250.73	170.00
Deferred tax		44.07	5.43	(22.49)	6.79
Total tax expense		**257.36**	**435.65**	**228.24**	**176.79**
Profit for the year		**659.59**	**1,238.28**	**734.03**	**394.24**
Other comprehensive income					
(A)Items that will not to be reclassified to profit or loss in subsequent periods:					
(a)(i) Re-measurement gains/ (losses) on defined benefit plans (Refer Note 33)		(0.50)	(1.66)	(2.84)	(2.32)
(ii) Income tax relating to above		0.13	0.42	0.71	0.58
(b)(i) Net fair value gain/(loss) on investments in equity through OCI					
(B)Items that will be reclassified to profit or loss in subsequent periods:					
(a)(i) Exchange differences on translation of foreign operations					
Other comprehensive income ('OCI')		**(0.37)**	**(1.24)**	**(2.12)**	**(1.74)**
Total comprehensive income for the year (comprising profit and OCI for the year)		**659.22**	**1,237.05**	**731.91**	**392.51**
Earnings per equity share (Face value per share INR 2 each)					
Basic (`)	30	9.01	16.92	10.03	5.39
Diluted (`)	30	9.01	16.92	10.03	5.39
Summary of significant accounting policies	2.1				

The accompanying notes are an integral part of the Restated Standalone Ind AS financial statements.

For Kakaria And Associates LLP
Chartered Accountants
Firm Regn No 104558W/W100601

Ujwal Kakaria
Partner
Membership no.: 035416
UDIN NO -21035416AAAADU4524

Place: Mumbai
Date: 19.10.2021

For and on behalf of the Board of Directors of
Supriya Lifescience Limited

Mr.Satish Wagh
Chairman & Managing Director
DIN : 01456982

Ms. Saloni Wagh
Whole Time Director
DIN: 08491410

Mr. Shireesh Ambhaikar
Chief Executive Officer

Mr. Ashish Nayak
Chief Financial Officer

Ms. Shweta Singh
Company Secretary
M. No. A44973

Place : Mumbai
Date : 19.10.2021

Supriya Lifescience Ltd
CIN No: U51900MH2008PLC180452
Restated Cash flow statement for the period ended 30th September, 2021
(All amounts in Indian ₹ million, except as otherwise stated)

Particulars	For the year ended September 30,2021	For the year ended March 31,2021	For the year ended March 31,2020	For the year ended March 31,2019
A CASH FLOW FROM OPERATING ACTIVITIES				
Profit before tax	**916.95**	**1,673.93**	**962.27**	**571.04**
Adjustments for				
Depreciation and Amortization	49.40	66.78	63.76	54.35
Interest Income	(28.61)	(49.79)	(26.58)	(6.24)
FV Gain on Mutual Funds (Debt)	-	-	-	(0.02)
Finance Cost	20.18	40.57	68.23	99.29
Employee Benefit Expenses	-	-	1.48	1.55
Profit on Sale of fixed Assets	-	-	-	(22.22)
Rent Expenses	(2.46)	(4.50)	(4.50)	(2.10)
Operating profit before working capital changes	**955.46**	**1,726.99**	**1,064.66**	**695.64**
Adjustments for movement in working capital				
Adjustments for (increase)/ decrease in operating assets				
Trade Receivables	(106.46)	(212.60)	74.65	(65.51)
Inventories	(159.80)	(230.22)	(187.26)	9.67
Other Current Assets	(189.00)	(63.91)	(15.28)	64.10
Loans and Advances	(0.49)	(1.45)	98.87	(116.35)
Other Financial Assets	(0.03)	(2.56)		
	(455.78)	**(510.74)**	**(29.01)**	**(108.10)**
Adjustments for increase/ (decrease) in operating liabilities				
Trade payables	50.95	16.52	52.64	23.76
Short term provision	0.13	0.89	1.52	1.00
Other Financial Liabilities	(194.86)	8.81	152.95	33.11
Other Current liabilities	(13.63)	(143.25)	187.92	(17.75)
	(157.42)	**(117.02)**	**395.03**	**40.11**
Income tax paid / (net of refund)	(183.77)	(299.94)	(270.05)	(140.94)
Net Cash generated from Operating Activities	**158.49**	**799.30**	**1,160.62**	**486.72**
B CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets	(546.63)	(482.41)	(245.25)	(69.45)
(Purchase)/ Sale of Investments	-	-	-	0.68
Sale of fixed Assets	450.35	8.30	-	117.09
Net Cash generated/(Outflow) from Investing Activities	**(96.28)**	**(474.10)**	**(245.25)**	**48.32**
C CASH FLOW FROM FINANCING ACTIVITIES				
Increase/(Decrease) in Long term borrowings	-	(23.93)	(57.43)	(271.94)
Increase/(Decrease) in Short term borrowing	8.61	(96.88)	(18.85)	(133.41)
Finance Cost	(19.32)	(38.74)	(61.29)	(98.04)
Dividend Paid	-	(39.56)	(176.46)	-
Interest Income	28.61	49.79	21.73	6.24
Net Cash generated from Financing Activities	**17.90**	**(149.31)**	**(292.30)**	**(497.15)**
Net Increase/(Decrease) in Cash and Cash equivalents	80.12	175.88	623.07	37.88
Cash and Cash Equivalents at the end of previous period	922.93	747.05	123.98	86.09
Cash and Cash Equivalents as at the end of the reporting period	**1,003.05**	**922.93**	**747.05**	**123.98**

The accompanying notes are an integral part of the Restated Standalone Ind AS financial statements.

For Kakaria And Associates LLP
Chartered Accountants
Firm Regn No 104558W/W100601

For and on behalf of the Board of Directors of
Supriya Lifescience Limited

Mr.Satish Wagh
Chairman & Managing Director
DIN : 01456982

Ms. Saloni Wagh
Whole Time Director
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Mr. Shireesh Ambhaikar
Chief Executive Officer

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Partner
Membership no.: 035416
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Mr. Ashish Nayak
Chief Financial Officer

Ms. Shweta Singh
Company Secretary
M. No. A44973

Place: Mumbai
Date: 19.10.2021

Place : Mumbai
Date : 19.10.2021

Supriya Lifescience Limited

Significant Accounting Policies and other explanatory information to the Restated Financial Information.

Note 1: Corporate information

Supriya Lifescience Limited (‘the Company’) was incorporated in India on 26th March 2008 as a Public Limited Company, under The Companies Act 1956 is primarily engaged in manufacturing of Bulk Drugs and Pharmaceutical Chemicals. The registered office is located at207/208, Udyog Bhavan, Sonawala Road, Goregaon (East), Mumbai- 400063.

The Restated financial information of the Company for the period/years ended 30th September 2021, 31st March 2021, 31st March 2020 and 31st March 2019 were authorized for by Board of Director’s for issue on October 19, 2021.

Note 2: Summary of Significant Accounting Policies

2.1 Basis of Preparation and Significant Accounting Policies

This Restated Financial Information has been specifically prepared for the purpose of preparation of the Restated Ind AS Statements in connection with the proposed Initial Public Offer of equity shares ("IPO"). The Restated Financial information comprise of the Restated Statement of Assets and Liabilities as at 30th September 2021, 31st March 2021, 31st March 2020 and 31st March 2019, the Restated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Statement of Cash Flow and the Restated Statement of Changes in Equity for the period/years ended 30th September 2021, 31st March 2021, 31st March 2020 and 31st March 2019, and Significant Accounting Policies and other explanatory information to the Restated Financial Information (hereinafter collectively referred to as "Restated Financial Information").
The Restated Financial Information has been prepared to comply in all material respects with the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the “Act");

b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations");

c) The Guidance Note on Report in company prospectus (Revised 2019) issued by the ICAI (referred to as the Guidance Note).

The Restated Financial Information has been complied by the Management from:

The audited interim special purpose financial statements as at and for the period ended 30th September 2021, prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other relevant provisions of the Act, which have been approved by the Board of Directors at their meeting held on October 19, 2021.

The audited financial statements as at and for the period ended 31stst March 2021, prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other relevant provisions of the Act, which have been approved by the Board of Directors at their meeting held on 28th July 2021.

The audited financial statements as at and for the period ended 31st March 2020, prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other relevant provisions of the Act, which have been approved by the Board of Directors at their meeting held on 12th August 2020.

The audited financial statements as at and for the period ended 31st March 2019, prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other relevant provisions of the Act, which have been approved by the Board of Directors at their meeting held on 14th August 2019.

In addition, in accordance with the ICDR Regulations and the Guidance Note, certain adjustment have been incorporated for alignment of accounting policies, rectification of errors and regroupings across the different periods for the preparation of the restated financials information for the years ended 31st March 2021 and 31st March 2019 based on the accounting policies followed by the company for the preparation of its special purpose interim financial statement as at and for the six month ended 30th September 2021.

All amount included in the financial statements are reported in Indian rupee (In Rs. Million) except shares and per share data, unless otherwise stated. Amount presented as “0” are non – zero numbers rounded off in Rs Million. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

2.2 Significant accounting, judgements, estimates and assumptions

a) Significant accounting judgements, estimates and assumptions

The preparation of Restated Financial Information in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities, at the end of the reporting period. 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 period/year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were 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.

The areas involving significant judgement and estimates are as follows:

a) Estimated Useful life of Property, Plant and Equipment and Intangibles.

The charge in respect of periodic depreciation/ amortization is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The assets’ residual values, useful lives and methods of depreciation are reviewed at each financial year and adjusted prospectively, if appropriate. Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets.

Useful lives used by the Company are same as prescribed rates prescribed under Schedule II of the Companies Act 2013.
Refer Point (i) and point (j) for estimated useful lives of property, plant and equipment and for intangibles respectively. The carrying value of property, plant and equipment and intangibles has been disclosed at note 3 and note 4 respectively.

b) Estimated value and useful life of Right –Of-Use Asset.

Ind AS 116 requires the lessee to determine the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Company has several lease contracts that include extension and termination options. Out of such lease contracts few lease arrangements are of such nature where the contracts are not readily available. So in such a case the company applies the judgement that based on the mutual consent the contract shall be extended up to 5 years. The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).When it is reasonably certain to exercise extension option and not to exercise termination option, the Company includes such extended term and ignore termination option in determination of lease term.

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The Company has taken indicative rates from its bankers and used them for Ind AS 116 calculation purposes.

c) Impairment of non- financial assets including ROU

Non-financial assets are reviewed for impairment, whenever events or changes in circumstances (including modification of the lease term) indicate that the carrying amount of such assets may not be recoverable. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). The calculation of value in use and fair value involves use of significant estimates and assumptions, which includes turnover, growth rates and net margins used to calculate projected future cash flows, risk adjusted discount rate, future economic and market conditions.

d) Estimation of defined benefit obligation

a) Defined benefit plans (gratuity benefits)

The Company's obligation on account of gratuity and compensated absences is determined based on actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, these liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.
Further details about gratuity obligations are given in note 17.

b) Revenue Recognition

Timing of 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 has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer. The disclosures of significant accounting judgements, estimates and assumptions relating to revenue from contracts with customers are provided in Note 2.2.

Sale of goods

Revenue from sale of all types of goods is recognised at the point in time when control of the asset is transferred to the customer, based on delivery terms. The normal credit term is 30 to 90 days upon delivery. 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 for the sale of goods, the Company considers the effects of variable consideration, non-cash consideration, and consideration payable to the customer (if any).

Variable consideration

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some contracts provide customers with a right of return the goods within a specified period. The Company also provides retrospective volume rebates to certain customers once the quantity of goods purchased during the period exceeds the threshold specified in the contract. The rights of return and volume rebates give rise to variable consideration

Transaction with related party/s
The Company has determined that the transaction with related parties is at arm's length based on the transfer pricing study conducted by an independent external expert.

e) 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 financial statements were 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.

f) Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations and the amount and timing of future taxable income. Given the wide range of business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates, for possible consequences of audits by the tax authorities of the respective countries in which it operates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the Company's domicile.

Further details on taxes are disclosed in note 29.

g) Exceptional items

Certain occasions, the size, type or incidence of an item of income or expense, pertaining or the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial instruments.

h) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements 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 financial instruments. See Note 34 and 35 for further disclosures.

2.4 Summary of significant accounting policies

The accounting policies set out below used for the preparation of Special Purpose Restated Ind-AS Financial Statements as at and for the six months ended 30th September, 2021 have been applied consistently to the periods presented in the Restated Financial Information.

a) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised in normal operating cycle or within twelve months after the reporting period or

- Cash or cash equivalents 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 or due to be settled within twelve months after the reporting period.
- 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.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified period of twelve months as its operating cycle.

b) Foreign currencies

The Company's financial statements are presented in INR, which is also the Company's functional currency. For each entity the Company determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rates at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate.

Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognised as income or expense in the period in which they arise. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value denominated in a foreign currency, are translated using the exchange rate at the date when such fair value was determined. The gain or loss arising on translation of non-monetary items is recognised in line with the gain or loss of the item that gave rise to translation difference (i.e. translation difference on items whose gain or loss is recognised in other comprehensive income or the statement of profit and loss is also recognised in other comprehensive income or the statement of profit and loss respectively).

c) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.
The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements 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 financial instruments. Refer Note 34 and 35.

d) Revenue recognition

To determine whether the Company should recognize revenues, the Company follows 5-step process:
A. identifying the contract, or contracts, with a customer
B. identifying the performance obligations in each contract
C. determining the transaction price
D. allocating the transaction price to the performance obligations in each contract.
E. recognizing revenue when, or as, we satisfy performance obligations by transferring the promised goods or services.

Revenue is recognised when the Company transfers promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods and services. In this regard, revenue is recognised when:

(i) The parties to the contract have approved the contract (in writing, orally, or in accordance with other customary business practices) and are committed to perform their respective obligations;
(ii) The entity can identify each party’s rights regarding the goods or services to be transferred;
(iii) The entity can identify the payment terms for the goods or services to be transferred;
(iv) The contract has commercial substance (that is, the risk, timing, or amount of the entity’s future cash flows is expected to change as a result of the contract);and

(v) It is probable that the entity will collect substantially all of the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer.

Revenue is measured at the fair value of the consideration received or receivable, considering contractually defined terms of payment, and excluding variable considerations such as volume or cash discounts and taxes or duties collected on behalf of the government.

Accrual for sales returns is provided at the point of sale, based upon past experience. Adjustments to such returns are made as new information becomes available.

A contract liability is an entity's obligation to transfer goods or services to a customer for which the entity has received consideration (or the amount is due) from the customer and presented as 'Deferred revenue'. Advance payments received from customers for whom no services have been rendered are presented as 'Advance from customer's'.

Unbilled revenues are classified as a financial asset where the right to consideration is unconditional upon passage of time.

Principal VS Agent

Revenue is reported on a gross or net basis based on management's assessment of whether the Company is acting as a principal or agent in the transaction. The determination of whether the Company act as a principal or an agent in a transaction is based on an evaluation of whether the goods or services are controlled prior to transfer to the customer.

Any third-party costs related to such direct relationships are recognized as direct cost of revenues.

Accounts receivable

Accounts receivable are recorded at the original invoice amount, less an estimate made for doubtful accounts, if any. The Company provides an allowance for doubtful accounts for potential credit losses based on its evaluation of the collectability and the customers' creditworthiness. Accounts receivable are written off when they are determined to be uncollectible.

e) Income Taxes

Income tax expense comprises current tax expenses and net change in the deferred tax assets or liabilities during the period. Current and deferred taxes are recognized in the Consolidated statement of profit and loss, except when they relate to item that are recognized in Other comprehensive income or directly in Equity, in which case, the current and deferred tax are also recognized in Other comprehensive income or directly in Equity respectively.

i. Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income- Tax Act, 1961 enacted in India and tax laws prevailing in respective tax jurisdictions where the Group operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.
Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously.

ii. Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries and interests in joint ventures when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences and the carry forward of any unused tax losses.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries and interests in joint ventures deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period/year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. Acquired deferred tax benefits recognised within the measurement period reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date. If the carrying amount of goodwill is zero, any remaining deferred tax benefits are recognised in OCI/ capital reserve depending on the principle applicable for bargain purchase gains. All other acquired tax benefits realised are recognised in profit and loss.

Minimum Alternate Tax (MAT) paid in accordance with Income-tax Act, 1961 for entities in India, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset in the restated balance sheet when it is highly probable that the future economic benefit associated with it will flow to the Group having reasonable certainty that it can be utilized against the normal taxes payable under the Income-tax Act, 1961.

f) Property, plant and equipment

Property and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

After initial recognition, property and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. The carrying values of property and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. The cost of an item of property and equipment is recognized as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The cost includes the cost of replacing part of the property and equipment and borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying property and equipment.

The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part have a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

Property and equipment are eliminated from financial statements, either on disposal or when retired from active use. Losses arising in case of retirement of Property and equipment and gains or losses arising from disposal of Property and equipment are recognised in statement of profit and loss in the period of occurrence.

The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year and adjusted prospectively, if appropriate. Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets. Useful lives used by the Company are same as prescribed rates prescribed under Schedule II of the Companies Act 2013. The range of useful lives of the property, plant and equipment are as follows:

Particulars	Useful Lives
Buildings	**30 years**
Plant and Equipments	**15 years**
Computer Software	**5 years**
Computers	**3 years**
Motor cars	**8 years**
Furniture & Fixtures	**10 years**
Office Equipments	**5 years**

g) Intangible Assets

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the asset can be measured reliably. Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding the amount at which development cost is capitalised are not capitalised and the related expenditure is charged to Statement of profit or loss in the period in which the expenditure is incurred. Developed Technology/ Software and Non- Compete acquired in a business combination are recognised at fair value at the acquisition date.

Intangible assets are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

Company amortises intangible assets over the period of 3 to 10 years, as the Company expects to generate future benefits from the given assets for a period of 3 to10 years.

The amortization expense on intangible assets is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

h) Investment properties

Investment properties comprise portions of office buildings and residential premises that are held for long-term rental yields and/or for capital appreciation. Investment properties are initially recognised at cost.

Subsequently investment property comprising of building is carried at cost less accumulated depreciation and accumulated impairment losses.

The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment property are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit and loss as incurred.

Depreciation on building is provided over the estimated useful lives as specified in Schedule II to the Companies Act, 2013. The residual values, useful lives and depreciation method of investment properties are reviewed, and adjusted on prospective basis as appropriate, at each financial year end. The effects of any revision are included in the statement of profit and loss when the changes arise.

Though the group measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes.

Investment properties are derecognised when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the statement of profit and loss in the period of de-recognition.

i) 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 or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company's of assets. When the carrying amount of an asset or CGU 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 assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

The impairment calculations are based on detailed budgets and forecast calculations for each of the Company's CGUs covering a period of five years and applying a long-term growth rate to project future cash flows after the fifth year.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses of operations are recognised in the statement of profit and loss.
At each reporting date if there is an indication that previously recognised impairment losses no longer exist or have decreased, the Company estimates the asset's or CGU's recoverable amount . A previously recognised impairment loss is reversed in the statement of profit and loss only to the extent of lower of its recoverable amount or carrying amount net of depreciation considering no impairment loss recognised in

prior years only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised.

j) Borrowing costs

a) Borrowing costs that are attributable to the acquisition, construction, or production of a qualifying asset are capitalised as a part of the cost of such asset till such time the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time (generally over twelve months) to get ready for its intended use or sale.
b) All other borrowing costs are recognised as expense in the period in which they are incurred.

k) Leases

The Group evaluates at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

<u>Company as Lessee</u>

The Company's leased assets consist of leases for Buildings. The Company assesses whether a contract contains 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 in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:
A. the contract involves the use of an identified asset
B. the Company has substantially all the economic benefits from use of the asset through the period of the lease and
C. the Company has the right to direct the use of the asset

The Company determines the lease term as the non-cancellable period of a lease, together with periods covered by an option to extend the lease, where the Company is reasonably certain to exercise that option.

The Company at the commencement of the lease contract recognizes a Right-of-Use (ROU) asset at cost and corresponding lease liability, except for leases with term of less than twelve months (short term leases) and low-value assets. 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 lease term.

The cost of the ROU assets comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease plus any initial direct costs, less any lease incentives received. Subsequently, the ROU assets are measured at cost less any accumulated depreciation and accumulated impairment losses, if any. ROU asset are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of ROU assets. The estimated useful lives of ROU assets are determined on the same basis as those of property and equipment.

The Company applies Ind-AS 36 to determine whether a ROU asset is impaired and accounts for any identified impairment loss as described in the impairment of non-financial assets above.

For lease liabilities at the commencement of the lease, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate is readily determined, if that rate is not readily determined, the lease payments are discounted using the incremental borrowing rate that the Company would have to pay to borrow funds, including the consideration of factors such as the nature of the asset and location, collateral, market terms and conditions, as applicable in a similar economic environment.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

The Company recognizes the amount of the re-measurement of lease liability as an adjustment to the right-of-use assets. Where the carrying amount of the right of-use assets is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognizes any remaining amount of the re-measurement in statement of income.

Lease liability payments are classified as cash used in financing activities in the statement of cash flows.

Short-term leases and leases of low-valued assets

The Company applies the short-term lease recognition exemption to its short-term leases of lease hold land (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment's that are low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense in statement of profit and loss.

l) Corporate Social Responsibility (CSR) Expenditure

CSR expense is recognized as it is incurred by the Group or when Group has entered into any legal or constructive obligation for incurring such an expense.

m) Provisions , Contingent liabilities, Contingent assets and Commitments

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 a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss.

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 balance sheet date and adjusted to reflect the current best estimates.
A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only 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 arises from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is disclosed, where an inflow of economic benefits is probable.
Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets.
Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

n) Retirement and other employee benefits

Retirement benefit in the form of provident fund, pension fund and superannuation fund are defined contribution schemes. The Company has no obligation, other than the contribution payable to such schemes. The Company recognises contribution payable to such schemes as an expense, when an employee renders the related service.

The Company's obligation on account of gratuity is determined based on actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, these liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The Company recognizes the service costs comprising current service costs and net interest expense or income in the net defined benefit obligation as an expense in the statement of profit and loss.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

The Company operates a defined benefit gratuity plan, which requires contributions to be made to a separately administered fund. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. Liability for gratuity as at the year-end is provided on the basis of actuarial valuation.

Re-measurement, comprising of actuarial gains and losses and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit and loss in subsequent periods.
Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

Short-term employee benefits

All employee benefits which are due within twelve months of rendering the services are classified as short-term employee benefits. Benefits such as salaries, wages, and short term compensated absences, etc. and the expected cost of bonus, ex-gratia is recognised in the period in which the employee renders the related service. All short-term employee benefits are accounted on undiscounted basis during the accounting period based on services rendered by employees.

o) 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.

i. Financial assets

Initial recognition and measurement
All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement
For purposes of subsequent measurement, financial assets are classified in following broad categories:

- Financial assets at amortized cost
- Financial assets at fair value through OCI (FVOCI)
- Financial assets, derivatives and at fair value through profit and loss (FVTPL)

When assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e. fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

Financial Asset at Amortised Cost

A financial asset that meets the following two conditions is measured at amortised cost (net of any write down for impairment) unless the asset is designated at fair value through profit and loss under fair value option.

- **Business model test:** The objective of the Company's business model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realize its fair value changes).
- **Cash flow characteristics test:** 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.

Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. 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 in finance income in the profit and loss. The losses arising from impairment are recognised statement of profit and loss. This category generally applies to trade and other receivables

Financial Asset at Fair Value through OCI (FVTOCI)

A financial asset that meets the following two conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit and loss under fair value option.

- **Business model test:** The financial asset is held within a business model whose objective is achieved by both collected contractual cash flows and selling financial instruments.
- **Cash flow characteristics test:** 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 Asset at Fair Value through Profit and Loss (FVTPL)

FVTPL is a residual category for Company's investment instruments. Any instruments which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

All investments (except investment in associate and joint venture) included within the FVTPL category are measured at fair value with all changes recognized in the Profit and Loss

In addition, the Company may elect to designate an instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Derecognition

When the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; It evaluates if and to what extent it has retained the risks and rewards of ownership.
A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised when:

a. The rights to receive cash flows from the asset have expired, or
b. Based on above evaluation, either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Trade receivables that result from transactions that is within the scope of Ind AS 18

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12- month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/ expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost, trade receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. 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.

ii. Financial liabilities

Initial recognition and measurement
Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or at amortised cost, as appropriate.
All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.
The Company's financial liabilities include trade payables, lease obligations, and other payables.

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. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.
Gains or losses on liabilities held for trading are recognised in the profit or loss.

The Company has not designated any financial liability as at fair value through profit and loss.

Financial liabilities at amortised cost

After initial recognition, interest-bearing loans and borrowings and other payables are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised 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 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 statement of profit and loss.

iii. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet 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.

iv. Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

p) Segment Accounting

The Board of Directors of the Company performs the function of allotment of resources and assessment of performance of the Company. Considering the level of activities performed, frequency of their meetings and level of finality of their decisions, the Company has identified that Chief Operating Decision Maker function is being performed by the Managing Director. The financial information presented to the Board in the context of results and for the purposes of approving the annual operating plan is on a consolidated basis for various products of the Company. As the Company's business activity falls within a single business segment, the financial statements are reflective of the information required by Ind AS 108 "Operating Segments".

q) Cash and cash equivalents

Cash and cash equivalent in the balance sheet 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 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.

r) Dividend distribution to equity holders

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. A distribution in case of final dividend is authorised when it is approved by the shareholders. A corresponding amount is accordingly recognised directly in equity. In case of interim dividend it is authorised when it is approved by the Board of Directors.

s) Foreign currencies

The Company's financial statements are presented in INR, which is also the Company's functional currency. For each entity the Company determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rates at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate.

Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognised as income or expense in the period in which they arise. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value denominated in a foreign currency, are translated using the exchange rate at the date when such fair value was determined. The gain or loss arising on translation of non-monetary items is recognised in line with the gain or loss of the item that gave rise to translation difference (i.e. translation difference on items whose gain or loss is recognised in other comprehensive income or the statement of profit and loss is also recognised in other comprehensive income or the statement of profit and loss respectively)

t) 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 adjusted for bonus elements and share split in equity shares, if any, issued during the period/year. The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a right issue, shares split and reserve share splits (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders after taking into account the after-income tax effect of interest and other financing costs associated with dilutive potential equity shares and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

Supriya Lifescience Ltd
CIN No: U51900MH2008PLC180452
Notes to Restated Standalone Ind AS Financial Statements for the period ended September 30, 2021
(All amounts in Indian ₹ million, except as otherwise stated)

NOTE : 3 PROPERTY, PLANT AND EQUIPMENT

(₹ In million)

Particulars	Factory Land	Factory Building	Plant &Machinery	Electrical Fittings	Furniture &Fixtures	Laboratory Equipments	Office Equipment	Air Conditioners	Books	Computer	Motor Car *	Total	Right To Use Asset
At March 31, 2019	**20.96**	**254.48**	**492.02**	**49.65**	**12.54**	**38.81**	**4.78**	**2.52**	**0.52**	**5.34**	**15.80**	**897.41**	**23.68**
Additions	7.62	27.01	113.13	5.23	6.95	7.51	2.38	0.38	0.19	2.43	8.30	181.13	0.20
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-
At March 31, 2020	**28.58**	**281.49**	**605.15**	**54.88**	**19.49**	**46.32**	**7.16**	**2.90**	**0.70**	**7.76**	**24.10**	**1,078.54**	**23.88**
Additions	49.28	-	1.32	-	14.83	-	1.30	0.92	0.16	6.92	18.85	93.58	-
Disposals	-	-	-	-	-	-	-	-	-	-	8.30	8.30	-
At March 31, 2021	**77.86**	**281.49**	**606.46**	**54.88**	**34.33**	**46.32**	**8.47**	**3.82**	**0.87**	**14.68**	**34.64**	**1,163.81**	**23.88**
Additions	14.59	-	464.53	25.29	8.20	2.59	22.18	0.28	-	1.79	-	539.45	-
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-
At September 30, 2021	**92.45**	**281.49**	**1,071.00**	**80.16**	**42.53**	**48.90**	**30.64**	**4.10**	**0.87**	**16.47**	**34.64**	**1,703.26**	**23.88**
Depreciation:													
At March 31, 2019	**-**	**14.59**	**48.58**	**10.25**	**2.48**	**7.26**	**1.98**	**1.27**	**0.05**	**2.21**	**3.53**	**92.22**	**1.91**
Charge for the year	-	8.72	28.29	5.59	1.75	5.62	1.42	0.72	0.03	1.65	3.01	56.79	3.56
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-
At March 31, 2020	**-**	**23.31**	**76.87**	**15.85**	**4.23**	**12.88**	**3.40**	**1.99**	**0.08**	**3.86**	**6.54**	149.01	**5.47**
Charge for the year	-	9.03	31.05	5.66	3.09	2.77	1.03	0.30	0.05	2.59	3.51	59.08	3.69
Disposals	-	-	-	-	-	-	-	-	-	-	0.83	0.83	-
At March 31, 2021	**-**	**32.34**	**107.92**	**21.51**	**7.32**	**15.65**	**4.43**	**2.29**	**0.13**	**6.45**	**9.22**	**207.26**	**9.16**
Charge for the year	-	7.18	26.05	3.45	1.86	1.45	0.68	0.19	0.02	1.91	2.35	45.14	1.86
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-
At September 30, 2021	**-**	**39.52**	**133.97**	**24.96**	**9.17**	**17.10**	**5.11**	**2.48**	**0.16**	**8.36**	**11.57**	**252.39**	**11.02**
As at March 31, 2019	**20.96**	**239.89**	**443.43**	**39.40**	**10.06**	**31.55**	**2.80**	**1.25**	**0.46**	**3.13**	**12.26**	**805.19**	**21.77**
As at March 31, 2020	**28.58**	**258.18**	**528.28**	**39.03**	**15.26**	**33.44**	**3.76**	**0.91**	**0.62**	**3.90**	**17.56**	**929.53**	**18.41**
As at March 31, 2021	**77.86**	**249.15**	**498.54**	**33.37**	**27.01**	**30.67**	**4.04**	**1.52**	**0.74**	**8.23**	**25.42**	**956.56**	**14.72**
As at September 30, 2021	**92.45**	**241.97**	**937.03**	**55.21**	**33.35**	**31.81**	**25.54**	**1.61**	**0.71**	**8.11**	**23.07**	**1,450.87**	**12.86**

*** Motor Car**

Out of the total value of motor car, block of Rs. 60,24,645.77/- is not in the name of the company.

NOTE :4 INTANGIBLE ASSETS

(₹ In million)

Particulars	**Know-how(Swastik industries)**	**Computer Software**	**Product Registration**	**Total**
Cost*				
At March 31, 2019	**-**	**11.95**	**10.89**	**22.84**
Additions	0.85	8.80	5.86	**15.51**
Disposals	-	-	-	**-**
At March 31, 2020	**0.85**	**20.75**	**16.75**	**38.36**
Additions	-	3.08	**-**	**3.08**
Disposals	-		**-**	**-**
At March 31, 2021	**0.85**	**23.83**	**16.75**	**41.44**
Additions	-	2.81	-	**2.81**
Disposals	-	-	-	**-**
At September 30, 2021	**0.85**	**26.64**	**16.75**	**44.25**
Depreciation		-		
At March 31, 2019	**-**	**1.85**	**1.12**	**2.97**
Charge for the year	0.05	2.66	0.69	3.40
Disposals	-	-	-	**-**
At March 31, 2020	**0.05**	**4.50**	**1.82**	**6.37**
Charge for the year	0.09	3.92	0.84	4.85
Disposals	-	**-**	**-**	-
At March 31, 2021	**0.13**	**8.43**	**2.66**	**11.22**
Charge for the year	0.12	1.86	0.42	**2.40**
Disposals	-	-	-	**-**
At September 30, 2021	**0.25**	**10.29**	**3.08**	**13.62**
Net book value				
As at March 31, 2019	**-**	**10.11**	**9.76**	**19.87**
As at March 31, 2020	**0.80**	**16.25**	**14.94**	**31.99**
As at March 31, 2021	**0.72**	**15.41**	**14.10**	**30.22**
As at September 30, 2021	**0.60**	**16.35**	**13.67**	**30.63**

NOTE: 5 CAPITAL WORK IN PROGRESS

(₹ In million)

Particulars	Building Lote	Plant & Machinery Lote	Building Ambernath	Plant & Machinery Ambernath	Furniture & Fixtures	Electrical Fitting Ambernath	Total
Cost*							
At March 31, 2019	**-**	**-**	**199.08**	**140.71**	**-**	**13.73**	**353.52**
Additions	45.80	74.42	0.20	-	-	-	**120.43**
Disposals	-	-	-	71.82	-	-	**71.82**
At March 31, 2020	**45.80**	**74.42**	**199.29**	**68.89**	**-**	**13.73**	**402.14**
Additions	66.87	318.87	-	-	-	-	**385.74**
Disposals	-	-	-	-	-	-	**-**
At March 31, 2021	**112.67**	**393.30**	**199.29**	**68.89**	**-**	**13.73**	**787.88**
Additions	3.70	-	-	-	0.67	-	4.37
Disposals	-	337.68	112.67	-	-	-	450.35
At September 30, 2021	**116.38**	**55.62**	**86.61**	**68.89**	**0.67**	**13.73**	**341.90**
As at March 31, 2019	**-**	**-**	**199.08**	**140.71**	**-**	**13.73**	**353.52**
As at March 31, 2020	**45.80**	**74.42**	**199.29**	**68.89**	**-**	**13.73**	**402.14**
As at March 31, 2021	**112.67**	**393.30**	**199.29**	**68.89**	**-**	**13.73**	**787.88**
As at September 30, 2021	**116.38**	**55.62**	**86.61**	**68.89**	**0.67**	**13.73**	**341.90**

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FINANCIAL ASSETS

NOTE: 6 NON-CURRENT INVESTMENTS

(₹ In million)

Particulars	September 30,2021	March 31,2021	March 31, 2020	March 31, 2019
A. Investments in Unquoted Instruments (Equity Shares)				
Saraswat Bank	0.53	0.53	0.53	0.53
TOTAL	**0.53**	**0.53**	**0.53**	**0.53**

NOTE: 7 OTHER FINANCIAL ASSETS(Unsecured, considered good)

Particulars	Non - Current				Current			
	September 30,2021	March 31, 2021	March 31, 2020	March 31, 2019	September 30,2021	March 31, 2021	March 31, 2020	March 31, 2019
Deposit againt Rent	4.37	4.34	1.78	0.38	-	-	-	-
Sundry Deposits (Assets)	-	-	-	-	7.00	6.91	6.06	8.23
Loans and Advances to Staff	-	-	-	-	5.68	5.28	4.57	3.41
Others	-	-	-	-	0.10	0.10	0.20	112.15
TOTAL	**4.37**	**4.34**	**1.78**	**0.38**	**12.78**	**12.29**	**10.83**	**123.79**

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NOTE: 8 INVENTORIES

(₹ In million)

Particulars	Current			
	September 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Raw Materials	346.48	244.95	145.13	101.15
Work-in-progress	339.55	238.01	80.74	99.34
Finished Goods	174.50	224.24	257.07	99.51
Stores/Spares & Packing material	24.07	17.60	11.65	7.31
TOTAL	**884.60**	**724.80**	**494.58**	**307.32**

NOTE: 9 TRADE RECEIVABLES

(₹ In million)

Particulars	Current			
	September 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Unsecured and considered good				
Over Six months				
Export Debtors	-	-	-	-
Merchant Export Debtors	-	-	-	-
Local Debtors	-	-	-	-
Others				
Export Debtors	555.24	422.78	191.65	325.68
Local Debtors	298.36	322.61	338.92	276.50
	853.60	**745.39**	**530.58**	**602.18**
Less: Expected Credit Loss	9.68	7.93	5.72	2.67
TOTAL	**843.92**	**737.46**	**524.86**	**599.51**

NOTE: 10 (a) CASH AND CASH EQUIVALENTS

(₹ In million)

Particulars	Current			
	September 30, 2021	**March 31, 2021**	**March 31, 2020**	**March 31, 2019**
Cash on hand	1.60	1.66	1.33	0.59
Balances with banks:				
Current accounts	9.68	7.10	14.10	16.72
Fixed Deposits (with less than 3 month of original maturity)	12.48	301.96	-	-
Bank balances other than above (with more than 3 month but less than 12 month of original maturity)	762.65	124.27	-	-
TOTAL	**786.41**	**434.98**	**15.43**	**17.32**

NOTE: 10 (b) OTHER FINANCIAL ASSETS

(₹ In million)

Particulars	Current			
	September 30, 2021	**March 31, 2021**	**March 31, 2020**	**March 31, 2019**
Balances with banks:				
Fixed Deposits# (with more than than 12 month of original maturity)	216.64	487.95	731.62	106.66
TOTAL	**216.64**	**487.95**	**731.62**	**106.66**

Includes Deposits worth Rs.2,91,77,682/- for period ended September 30, 2021 (FY-20-21 : Rs.2,85,06,694/-) earmarked against letter of credit facility from the bank due in next twelve months

NOTE: 11 OTHER CURRENT ASSETS

(₹ In million)

Particulars	**Current**			
	September 30, 2021	**March 31, 2021**	**March 31, 2020**	**March 31, 2019**
MAT Credit Entitlement	-	-	15.32	2.64
Advance Against Properties	143.68	-	-	-
Prepaid Expenses				
-Prepaid Insurance	-	-	0.35	-
-US FDA Fees and others	-	-	-	3.17
-Other Prepaid	52.01	9.98	10.73	-
-Trade Advances recoverable in cash or kind	86.88	85.44	32.89	46.55
-Statutory dues & Refunds	172.94	171.09	143.32	122.30
TOTAL	**455.52**	**266.51**	**202.61**	**174.65**

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12. EQUITY SHARE CAPITAL

(₹ In million)

	September 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Authorised share capital (No.)				
30th September 2021: 17,50,00,000* , 31st March 2021: 17,50,00,000* equity shares of Rs. 2 each	350.00	350.00	150.00	150.00
31st March 2020: 150,00,000 31st March 2019: 150,00,000 equity shares of Rs. 10 each				-
Issued, subscribed and fully paid-up shares (No.)				
30th September 2021: 7,31,83,530 , 31st March 2021: 7,31,83,530 Equity Shares of Rs.2 Each	146.37	146.37	146.37	146.37
31st March 2020: 1,46,36,706 31st March 2019: 1,46,36,706 equity shares of Rs. 10 each				
Total issued, subscribed and fully paid-up shares				
30th September 2021: 7,31,83,530, 31st March 2021: 7,31,83,530 Equity Shares of Rs.2 Each	146.37	146.37	146.37	146.37
31st March 2020: 1,46,36,706 31st March 2019: 1,46,36,706 equity shares of Rs. 10 each				

*During the previous year, the Company with requisite approval in place has sub-divided the face value of equity shares of the Company from Rs. 10/- each to Rs. 2/- each. The Record date for the sub-division was 26 December 2020. Consequently, the Company has issued total 58,546,824 equity shares of Rs. 2/- each in lieu of 14,636,706 equity shares of Rs. 10/- each.

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity shares	September 30, 2021		March 31, 2021		March 31, 2020		March 31, 2019	
	No. in millions	Amount	No. in millions	Amount	No. in millions	Amount	No. in millions	Amount
At the beginning of the year	7,31,83,530.00	146.37	1,46,36,706.00	146.37	1,46,36,706.00	146.37	1,46,36,706.00	146.37
Stock Split during the year	-	-	5,85,46,824.00	-	-	-	-	-
Issued during the Year	-	-	-	-	-	-	-	-
Balance at the end of the year	**7,31,83,530.00**	**146.37**	**7,31,83,530.00**	**146.37**	**1,46,36,706.00**	**146.37**	**1,46,36,706.00**	**146.37**

(b) Terms/ rights attached to equity shares
The Company has only one class of equity shares having a par value of Rs. 2 per share. Each holder of equity share is entitled to one vote per share.
In event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Shares held by each shareholder holding more than five percent

	September 30, 2021		March 31, 2021		March 31, 2020		March 31, 2019	
Name of Shareholders	**No of Shares held**	**% holding**	**No of Shares held**	**% holding**	**No of Shares held**	**% holding**	**No of Shares held**	**% holding**
Satish.W.Wagh	72642380.00	99.26%	72635070.00	99.25%	14527014.00	99.25%	14527014.00	99.25%

*During the previous year, the Company with requisite approval in place has sub-divided the face value of equity shares of the Company from Rs. 10/- each to Rs. 2/- each. The Record date for the sub-division was 26 December 2020. Consequently, the Company has issued total 58,546,824 equity shares of Rs. 2/- each in lieu of 14,636,706 equity shares of Rs. 10/- each.

*During the previous year, the Company with requisite approval in place has sub-divided the face value of equity shares of the Company from Rs. 10/- each to Rs. 2/- each. The Record date for the sub-division was 26 December 2020. Consequently, the Company has issued total 58,546,824 equity shares of Rs. 2/- each in lieu of 14,636,706 equity shares of Rs. 10/- each.

13 OTHER EQUITY

(₹ In million)

Particulars	**Reserves and Surplus**	
	Retained Earnings	**Total**
Balance as at 31.03.2019	**791.54**	**791.54**
Profit for the year	734.03	
Other Appropriations		
Items of OCI , net of Tax		
Remeasurement of Defined Benefit	-3.55	
Dividends	(146.37)	
Dividend Distribution Tax	(30.09)	
Transfer to General Reserve		
Balance as at 31.03.2020	**1,345.56**	**1,345.56**
Profit for the year	1,238.28	
Other Appropriations		
Items of OCI , net of Tax		
Remeasurement of Defined Benefit	(1.24)	
Dividends	(39.56)	
Dividend Distribution Tax		
Transfer to General Reserve		
Balance as at 31.03.2021	**2,543.05**	**2,543.05**
Profit for the year	659.59	
Other Appropriations		
Items of OCI , net of Tax		
Remeasurement of Defined Benefit	(0.37)	
Fair Value Gain / (Loss) equity instruments		
Fair Value Gain / (Loss) Debt instruments		
Total Comprehensive Income		
Dividends		
Dividend Distribution Tax		
Transfer to General Reserve		
Balance as at 30.09.2021	**3,202.27**	**3,202.27**

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NOTE: 14 BORROWINGS

(₹ In million)

Particulars	September 30,2021	March 31,2021	March 31, 2020	March 31, 2019
Non-current borrowings				
(a) Secured				
Term Loans from Banks *	-	-	23.93	81.36
Total non-current borrowings (a + b)	**-**	**-**	**23.93**	**81.36**
Current Borrowings				
(a) Secured				
Working Capital Loans from Banks	699.63	663.83	757.24	757.12
(b) Unsecured				
Loan from Directors	10.27	10.27	9.59	14.94
Total current borrowings	**709.91**	**674.10**	**766.83**	**772.05**

Nature of security	Terms of Repayment
Non-current borrowings	
(a) Secured *	
Term Loan from Bank, balance outstanding amounting to Rs. 0/- (previous year - Rs. 2,71,94,901/-) is secured by charge by way collateral security of the land and building located at A-5/2, Lote Parshuram Ind Area, MIDC, Taluka Khed, Dist Ratnagiri and charge by way of hypothecation of all movable assets (except book debts and inventory) located at A-5/2, Lote Parshuram Ind Area, MIDC, Taluka Khed, Dist Ratnagiri **Current Borrowings**	Term Loan is repaid in FY 21-22
a) Secured	
Working capital from Bank is secured by way of collateral security of land and building located at A-5/2, Lote Parshuram Ind Area, MIDC, Taluka Khed, Dist Ratnagiri and hypothecation of all receivables and inventories	

NOTE: 15 LEASE LIABILITIES

(₹ In million)

Particulars	September 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Lease Liabilities	19.19	20.65	23.10	25.30
TOTAL	**19.19**	**20.65**	**23.10**	**25.30**

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NOTE: 16 OTHER FINANCIAL LIABILITIES

(₹ In million)

Particulars	Non-Current				Current			
	September 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019	September 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Current maturities of Long term Debts	-	-	-	-	-	27.19	31.34	44.97
Security Deposit	-	194.86	149.21	28.26	-	-	-	-
Deferred Income on Security Deposit Liability (Hunan)	-	-	36.84	4.85	-	-	-	-
TOTAL	**-**	**194.86**	**186.05**	**33.11**	**-**	**27.19**	**31.34**	**44.97**

NOTE: 17 PROVISIONS

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(₹ In million)

Particulars	Non-Current				Current			
	September 30, 2021	March 31,2021	March 31, 2020	March 31, 2019	September 30, 2021	March 31,2021	March 31, 2020	March 31, 2019
Long term Provisions								
-- Gratutiy Provision	22.01	13.01	10.31	6.89	-	-	-	-
Provision for Bonus to Employees	-	-	-	-	3.73	5.66	6.52	5.00
Short term Provisions								
-- Gratutiy Provision	-	-	-	-	2.62	9.06	8.35	7.45
TOTAL	**22.01**	**13.01**	**10.31**	**6.89**	**6.35**	**14.71**	**14.86**	**12.45**

NOTE: 18 TRADE PAYABLES

(₹ In million)

Particulars	Current			
	September 30, 2021	March 31,2021	March 31, 2020	March 31, 2019
Micro Enterprises and Small Enterprises	39.70	49.06	-	42.12
Other than micro and small enterprises	0.28	0.15	32.48	14.01
To Related Parties	-	-	-	-
To Others	521.06	461.01	461.43	385.15
TOTAL	**561.04**	**510.22**	**493.92**	**441.28**

18.1 The Company has amounts due to micro and small suppliers registered under the Micro, Small and Medium Enterprises Development Act 2006 (MSMED Act)

a) the principal amount remaining unpaid to any supplier at the end of each accounting year;	39.97	49.21	32.48	56.13
b) 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;	-	-	-	-
c) the amount of interest due and payable for the period of delay in making payment (which 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;	-	-	-	-
d) 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.	-	-	-	-
The above Disclosure in respect of amount payable to such Enterprises as at 31st March,2021, has been made in the Financial statement based on information received and avaliable with the Company. Further in view of the management the impact of Interest, if any , that may be payable in accordance with the provision of Act is not expected to be material. The Company has not received any claim for Interest from any MSME Supplier registered under the said MSME Act.	-	-	-	-

NOTE: 19 OTHER CURRENT LIABILITIES

(₹ In million)

Particulars	Current			
	September 30, 2021	March 31,2021	March 31, 2020	March 31, 2019
Advance from Customers	42.23	9.41	192.65	12.09
Statutory Liabilities	6.78	20.15	6.19	4.87
Other Liabilities	19.48	52.55	26.52	20.47
TOTAL	**68.48**	**82.11**	**225.36**	**37.44**

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NOTE: 20 REVENUE FROM OPERATIONS

(₹ In million)

Particulars	September 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Sale of Products				
Export Sales	1,776.55	3,242.57	2,569.27	2,273.35
Domestic Sales	696.62	1,008.64	1,026.34	939.48
Gross Sales	**2,473.17**	**4,251.20**	**3,595.61**	**3,212.83**
Less: GST	(225.17)	(397.55)	(479.16)	(434.43)
TOTAL	**2,248.00**	**3,853.66**	**3,116.44**	**2,778.40**

NOTE: 21 OTHER INCOME

(₹ In million)

Particulars	September 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Interest Income	28.61	49.79	21.73	6.24
Sundry Balances written back	0.07	-	0.01	0.78
Export Incentive	0.76	39.54	83.38	39.80
Capital Gain (Redemption Of Mutual Fund)	-	-	-	0.02
Insurance claim Received	-	0.25	0.23	-
Rent Received	-	-	-	8.22
Miscellaneous Income	0.11	0.00	0.17	0.12
Foreign Currency Fluctuation Gain	8.80	18.71	-	-
Interest Income on Staff Advance	0.03	0.06	-	-
Deferred Creditors	-	0.15	-	-
Interest Income on Security Deposit (Assets)	0.03	0.06	-	-
Profit/loss on Sales of Assets	-	-	-	22.22
Fair Value Gain on Financial Instruments at fair value through Profit or Loss	-	-	5.17	2.83
Duty Drawback Received	14.19	-	-	-
TOTAL	**52.61**	**108.56**	**110.69**	**80.23**

NOTE: 22 COST OF RAW MATERIALS, COMPONENTS AND STORES CONSUMED

(₹ In million)

Particulars	September 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Opening Stock	244.95	145.13	101.15	102.78
Purchases	966.93	1,505.54	1,564.71	1,456.27
Purchases Research & Development	-	-	3.10	2.82
	1,211.88	**1,650.67**	**1,668.97**	**1,561.88**
Closing Stock	346.48	244.95	145.13	101.15
TOTAL	**865.40**	**1,405.71**	**1,523.84**	**1,460.72**

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NOTE: 23 (INCREASE)/ DECREASE IN INVENTORIES

(₹ In million)

Particulars	September 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Opening Stock				
Finished Goods	224.24	257.07	99.51	102.94
Work-in-Progress	238.01	80.74	99.34	111.27
	462.25	**337.81**	**198.85**	**214.21**
Closing Stock				
Finished Goods	174.50	224.24	257.07	99.51
Work-in-Progress	339.55	238.01	80.74	106.66
	514.05	**462.25**	**337.81**	**206.17**
TOTAL	**(51.80)**	**(124.45)**	**(138.95)**	**8.04**

NOTE: 24 EMPLOYEE BENEFIT EXPENSE

(₹ In million)

Particulars	September 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Salaries, Wages, Allowances and Bonus	164.68	313.67	241.99	180.47
Salaries, Wages, Allowances and Bonus _ R & D	-	-	5.93	4.75
Contribution to Employee Benefit Funds	6.14	7.13	3.62	1.55
Staff Welfare Expenses	6.99	6.80	4.38	2.94
TOTAL	**177.80**	**327.61**	**255.91**	**189.71**

NOTE: 25 DEPRECIATION AND AMORTIZATION EXPENSE

(₹ In million)

Particulars	September 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Depreciation of property, plant and equipment (note 3)	47.54	63.09	60.19	52.44
Depreciation on ROU	1.86	3.69	3.56	1.91
TOTAL	**49.40**	**66.78**	**63.76**	**54.35**

NOTE: 26 FINANCE COSTS

(₹ In million)

Particulars	September 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Interest				
Working Capital Finance	10.56	21.78	38.15	55.02
Others	0.49	4.64	8.65	28.67
Other Financial Costs	8.13	11.63	14.48	14.35
Interest Expense on Creditors	0.14	0.22	0.26	0.39
Interest Expense on SD (Liability)	-	0.46	4.64	2.55
Interest Expense on Lease Liability (As per IndAS 116)	1.00	2.06	2.30	1.25
TOTAL	**20.32**	**40.80**	**68.49**	**102.22**

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NOTE: 27 OTHER EXPENSES

(₹ In million)

Particulars	September 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Manufacturing Expenses				
Jobwork Charges	1.19	2.52	22.58	66.65
Hel Majuri Exp.	0.93	1.54	1.41	1.41
Stores and Spares Consumed	5.96	17.88	5.90	11.47
Fuel,Oil & Lubricant Consumed	18.32	31.32		
Packing Materials	6.17	13.88	14.89	13.47
Power & Fuel	40.03	61.05	89.66	80.58
Laboratory Expenses	22.29	28.34	21.76	20.46
Pollution Control Expenses	0.64	1.10	2.17	0.14
Environment Health & Safety (EHS)	1.63	2.03	-	-
Research & Development Expenses	-	6.61	-	-
Repairs to Machinery	49.50	47.65	74.40	64.16
Other Expenses	14.02	16.49	9.81	8.10
Selling and Distribution Expenses				
Commission	27.95	57.40	45.82	42.42
Sales Promotion Expenses	65.59	173.80	89.56	71.30
Administrative and Other Expenses				
Travelling Expenses	2.25	6.29	14.85	14.45
Rates and Taxes	2.33	6.72	5.18	7.72
Insurance Premium	12.74	19.90	19.66	18.42
Repairs& Maintenance to Others	0.06	0.07	0.22	0.22
Motor Car Expenses	1.07	2.43	1.78	1.72
Postage & Courier Charges	2.61	3.06	4.76	4.08
Printing & Stationery	1.69	3.53	5.23	4.85
Telephone Expenses	0.74	1.23	1.09	0.89
Legal and Professional Fees	6.82	29.08	20.86	10.12
Payments to Auditor	1.25	0.84	2.80	1.81
CSR Expenses	5.30	11.35	7.63	1.87
Donation	2.13	3.90	4.76	-
Security Charges	4.61	7.88	7.42	6.54
General expenses	3.84	8.95	8.51	-3.02
Foreign Currency Fluctuation Loss	-	-	4.45	17.17
Allowance for douthful debt	1.75	4.96	4.40	5.50
Subscription Expenses	0.38	0.01	-	-
Deferred Staff Advance	-	-	0.27	0.05
Director Sitting Fees	0.55	-	-	-
TOTAL	**304.33**	**571.83**	**491.82**	**472.54**

NOTE- 28 (i)AUDITOR'S REMUNERATION

(₹ In million)

Particulars	September 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
(I) Payment to the auditor's comprises of:				
For Statutory Audit	-	0.80	0.30	0.30
For Tax Audit	-	-	0.60	0.60
For VAT Audit	-	-	0.60	0.60
Others	1.25	0.04	1.30	0.31
TOTAL	**1.25**	**0.84**	**2.80**	**1.81**

Note- 28 (ii) Corporate Social Responsibilities

As per section 135 of the companies Act 2013 and rules there in, the companies is required to spend at least 2% of the average net profit of the past three years towards corporate social responsibility

Details of Corporate social expenses is as follows

(₹ In million)

Particulars	September 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Gross amount required to be spend during the year	21.21	11.32	5.41	2.12
Amount spend during the Period/Year				
- Construction/ acquisition of an asset	0.28	-	-	-
- On purpose other than above	5.02	11.35	7.63	1.23
Total Amount spend during the Period/ Year	**5.30**	**11.35**	**7.63**	**1.23**

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NOTE: 29 INCOME TAX RECONCILIATION

(a) Tax Expense recognised in Statement of profit and Loss comprises

(₹ In million)

	September 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Current income tax:				
Current income tax charge	213.29	422.37	240.28	155.00
Change/ Credit in respect of earlier years	-	3.12	10.45	15.00
Deferred tax:				
Relating to origination and reversal of temporary differences	44.07	5.43	(22.49)	6.79
Income tax expense reported in the statement of profit or loss	**257.36**	**430.91**	**228.24**	**176.79**

(b) Deferred tax related to items recognised in OCI during in the year:

Net loss/(gain) on remeasurements of defined benefit plans	(0.13)	(0.42)	(0.71)	(0.58)
Income tax charged to OCI	**(0.13)**	**(0.42)**	**(0.71)**	**(0.58)**

(c) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for September 30, 2021;March 31, 2021; March 31, 2020 and March 31, 2019:

(₹ In million)

	September 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Accounting profit before income tax	916.95	1,673.93	962.27	571.04
Tax on accounting profit at statutory income tax rate 25.168% (March 31, 2021 25.474%) (March 31, 2020: 25.17%) (March 31,2019: 29.12%)	230.78	426.42	242.20	166.29
Disallowance u/s 80G	2.13	0.99	3.12	0.54
Change/ Credit in respect of earlier years	-	3.12	(17.78)	10.64
Tax expense reported in the statement of profit or loss	**232.90**	**430.53**	**227.54**	**177.47**
Effective Tax Rate	**25.40%**	**25.72%**	**23.65%**	**31.08%**

(d) Components of Deferred tax assets/ (Liabilities) recognised in Balance sheet and Statement of profit and loss

(₹ In million)

Particulars	**Balance sheet** As at September 30, 2021	As at March 31, 2021	As at March 31,2020	As at March 31,2019	**Statement of Profit and Loss** As at September 30, 2021	As at March 31, 2021	As at March 31,2020	As at March 31,2019
Difference between Book depreciation and tax depreciation	126.48	83.04	85.23	96.77	43.45	(2.20)	(11.54)	3.40
Deferred Tax Asset on Gratuity	(0.66)	(1.17)	(4.70)	(4.18)	0.51	3.53	(0.52)	(0.72)
Deffered Tax Asset on Trade Payables	0.06	(0.10)	(0.12)	(0.15)	0.16	0.02	0.04	0.17
Deferred Tax Asset on Staff Advance	(0.24)	(0.15)	(0.16)	(0.12)	(0.09)	0.01	(0.04)	0.01
Deferred Tax Liability on accunt of investments in Mutual Fund	-	-	-	-	-	-	-	(0.06)
Deferred Tax Asset (Rental Security Deposit -Asset)	-	-	(0.07)	(0.03)	-	0.07	(0.03)	(0.03)
Deferred Tax Liability on ROU IndAS 116	3.24	3.75	4.63	6.34	(0.51)	(0.88)	(1.71)	6.34
Deferred Tax Liab (SD Liability -Hunan)		-	(0.57)	(1.48)	-	0.57	0.90	(1.48)
Deferred Tax Asset (Lease Liability as per IndAS 116)	(4.83)	(5.26)	(0.33)	(0.26)	0.43	(4.93)	(0.07)	(0.26)
Deferred Tax Asset (SD Liab-Tasly)	-	-	(8.82)	-	-	8.82	(8.82)	-
Other Difference	-	-	-	-	0.13	0.42	(0.71)	(0.58)
Deferred Tax Income / (Expense)	-	-	-	-	**44.07**	**5.43**	**(22.49)**	**6.79**
Net Deferred Tax Asset / (Liabilities)	**124.06**	**80.11**	**75.10**	**96.88**	-	-	-	-

(e) Reconciliation of deferred tax liabilities (net):

(₹ In million)

	September 30, 2021	**March 31, 2021**	**March 31, 2020**
Opening balance	**80.11**	**75.10**	**96.88**
Tax (Income)/ Expense during the period recognised in		-	-
(i) Statement of Profit and loss in profit and loss	44.07	5.43	(22.49)
(ii) Statement of Other Comprehensive Income	(0.13)	(0.42)	0.71
Closing balance	**124.06**	**80.11**	**75.10**

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NOTE: 30 EARNINGS PER SHARE

(₹ In million)

Particulars	**September 30, 2021**	**March 31, 2021**	**March 31, 2020**	**March 31, 2019**
Profit after tax attributable to equity shareholders	659.59	1,238.28	734.03	394.24
Weighted average number of equity shares for basic EPS (No. in Millions)	7,31,83,530.00	7,31,83,530.00	7,31,83,530.00	7,31,83,530.00
Earnings per Share (Basic/Diluted)	**9.01**	**16.92**	**10.03**	**5.39**

*During the previous year, the Company with requisite approval in place has sub-divided the face value of equity shares of the Company from Rs. 10/- each to Rs. 2/- each. The Record date for the sub-division was 26 December 2020. Consequently, the Company has issued total 58,546,824 equity shares of Rs. 2/- each in lieu of 14,636,706 equity shares of Rs. 10/- each.

NOTE- 31 LEASES

31.1 Amounts recognised in Balance Sheet

(₹ In million)

Particulars	**September 30, 2021**	**March 31, 2021**	**March 31, 2020**	**March 31, 2019**
(i)Right to use Assets				
Opening	14.72	18.41	21.77	-
Add: Addition		-	0.20	23.68
Less: Depreciation	1.86	3.69	3.56	1.91
Closing	12.86	14.72	18.41	21.77
Total	**12.86**	**14.72**	**18.41**	**21.77**
(ii) Lease Liabilities				
Opening	20.65	23.10	25.30	26.15
Add: Interest Cost	1.00	2.06	2.30	1.25
Less: Lease Rent	2.46	4.50	4.50	2.10
Closing	19.19	20.65	23.10	25.30
Total	**19.19**	**20.65**	**23.10**	**25.30**

31.2 Amounts recognised in the statement of profit and loss

(₹ In million)

Particulars	Note No.	For the period ended 30th September, 2021	For the period ended 31st March, 2021	For the year ended 31st March, 2020	For the year ended 31st March, 2019
(i) Depreciation and amortisation expense	3	1.86	3.69	3.56	1.91
(ii) Interest Expenses (included in finance cost)	26	1.00	2.06	2.30	1.25
(iii) Expenses relating to lease payments*	27	2.46	4.50	4.50	2.10

* Expenses relating to lease payments has been accounted for applying paragraph 6 of Ind AS 116- Leases and accordingly recognised as expense in the statement of profit and loss.

31.3 The impact on the statement of profit and loss for the year ended 30th September, 2021 is as below:

(₹ In million)

Particulars	For the year ended 30th September, 2021	For the year ended 31st March, 2021	For the year ended 31st march, 2020	For the year ended 31st march, 2019
Rent is lower by	2.46	4.50	4.50	2.10
Depreciation is higher by	1.86	3.69	3.56	1.91
Finance cost is higher by	1.00	2.06	2.30	1.25

The company has discounted lease payments @ 9.90% p.a

31.4 Additional information on extension / termination options.

Extension and termination options are included in a number of property lease arrangements of the Company. These are used to maximise operational flexibility in terms of managing the assets used in the Company's operations. The majority of extension and termination options held are exercisable based on mutual consent of the Company and respective lessors.

NOTE: 32 RELATED PARTY TRANSACTIONS

(i) Details of Related Party	
Particulars	**Name of the Party**
Enterprise over which the key managerial personnel has Control	Prime Chemicals Ravi Industries Swastik Industries
Key Managerial Personnel (Director)	Satish W Wagh Smita S Wagh Saloni S Wagh Shivani S Wagh Balasaheb Sawant (Whole Time Director)
Relatives of Key Managerial Personnel	Arun W Wagh Asha W Wagh
Enterprise over which the relatives of key managerial personnel have control	Vaibhav Chemicals
Key Managerial Personnel (Others)	
COO	Tushar Mehta
CEO	Shireesh Bhalachandra Ambhaikar
CFO	Ashish Nayak
Chief Scientific Officer	Narendra Joshi (till August 31,2021) Sushanta-Kumar Gouranga Mishra (w.e.f. September 7, 2021)
Company Secretary	Shweta Singh
Head – Regulatory	Prashant Zate
Head-Sale	Partha Sarathi Pal
Head - IT	Pratap Desai

(ii) Table providing total amount of transactions that have been entered into with related parties for the relevant financial year:

Key Managerial Persons- Directors	Particulars	Year ended	Transactions during the year: Job Work/Reimbrsement of Labour	Sale of SLL Office to Satish Wagh	Assets of Swastik Ind. purchased by supriya	Purchase of Property of Ravi Industries	Advance Against Properties	Director's Remuneration	Salary	Loan Repaid	Loan Recovered	Rent	Balance at the end of the period September 21
Designation	**Related parties where control exists**												
Director	Satish W Wagh	30-Sep-21	-	-	-	-	-	20.18	-	-	-	2.12	**(4.69)**
		31-Mar-21	-	-	-	-	-	59.93	-	58.13	57.23	3.97	**(11.71)**
		31-Mar-20	-	-	138.37	-	-	36.52	-	0.44	1.78	2.10	**(1.75)**
		31-Mar-19	-	113.00	-	-	-	30.79	-	2.46	1.04	-	**(114.59)**
Director	Smita S Wagh	30-Sep-21	-	-	-	-	-	6.28	-	-	-	-	**(1.05)**
		31-Mar-21	-	-	-	-	-	13.31	-	-	0.22	-	**(4.01)**
		31-Mar-20	-	-	-	-	-	11.73	-	-	4.00	-	**(1.36)**
		31-Mar-19	-	-	-	-	-	14.05	-	-	-	-	-
Director	Saloni S Wagh	30-Sep-21	-	-	-	-	-	5.16	-	-	-	-	**(0.86)**
		31-Mar-21	-	-	-	-	-	10.92	-	-	-	-	**(0.21)**
		31-Mar-20	-	-	-	-	-	7.83	2.48	-	-	-	**0.07**
		31-Mar-19	-	-	-	-	-	-	10.28	-	-	-	**(0.14)**
Director	Shivani S Wagh	30-Sep-21	-	-	-	-	-	5.16	-	-	-	-	**(0.86)**
		31-Mar-21	-	-	-	-	-	10.92	-	-	-	-	**(0.24)**
		31-Mar-20	-	-	-	-	-	7.83	-	-	-	-	**(0.30)**
		31-Mar-19	-	-	-	-	-	-	-	-	-	-	-
Whole Time Director	Balasaheb Sawant	30-Sep-21	-	-	-	-	-	2.25	-	-	-	-	**(0.37)**
		31-Mar-21	-	-	-	-	-	3.47	-	-	-	-	**(0.14)**
		31-Mar-20	-	-	-	-	-	-	-	-	-	-	-
		31-Mar-19	-	-	-	-	-	-	-	-	-	-	-
Key Managerial Persons- Others													
COO	Tushar Mehta	30-Sep-21	-	-	-	-	-	-	3.29	-	-	-	-
		31-Mar-21	-	-	-	-	-	-	11.90	-	-	-	**(0.45)**
		31-Mar-20	-	-	-	-	-	-	5.51	-	-	-	-
		31-Mar-19	-	-	-	-	-	-	-	-	-	-	-
CEO	Shireesh Bhalachandra Ambhaikar	30-Sep-21	-	-	-	-	-	-	4.46	-	-	-	**(1.49)**
CFO	Ashish Nayak	30-Sep-21	-	-	-	-	-	-	2.32	-	-	-	**(0.37)**
		31-Mar-21	-	-	-	-	-	-	4.53	-	-	-	**(0.21)**
		31-Mar-20	-	-	-	-	-	-	2.51	-	-	-	-
		31-Mar-19	-	-	-	-	-	-	-	-	-	-	-
Chief Scientific Officer	Narendra Joshi	30-Sep-21	-	-	-	-	-	-	2.64	-	-	-	-
		31-Mar-21	-	-	-	-	-	-	3.71	-	-	-	**(0.30)**
		31-Mar-20	-	-	-	-	-	-	-	-	-	-	-
		31-Mar-19	-	-	-	-	-	-	-	-	-	-	-
Chief Scientific Officer	Sushanta-Kumar Gouranga Mishra	30-Sep-21	-	-	-	-	-	-	0.26	-	-	-	**(0.26)**
Company Secretary	Shweta Singh	30-Sep-21	-	-	-	-	-	-	0.24	-	-	-	**(0.04)**
		31-Mar-21	-	-	-	-	-	-	0.50	-	-	-	**(0.04)**
		31-Mar-20	-	-	-	-	-	-	0.26	-	-	-	-
		31-Mar-19	-	-	-	-	-	-	-	-	-	-	-
Head – Regulatory	Prashant Zate	30-Sep-21	-	-	-	-	-	-	2.35	-	-	-	**(0.39)**
		31-Mar-21	-	-	-	-	-	-	4.98	-	-	-	**(0.19)**
		31-Mar-20	-	-	-	-	-	-	4.18	-	-	-	-
		31-Mar-19	-	-	-	-	-	-	3.70	-	-	-	-
Head - IT	Pratap Desai	30-Sep-21	-	-	-	-	-	-	0.37	-	-	-	**(0.06)**
		31-Mar-21	-	-	-	-	-	-	0.47	-	-	-	**(0.06)**
		31-Mar-20	-	-	-	-	-	-	-	-	-	-	-
		31-Mar-19	-	-	-	-	-	-	-	-	-	-	-
Head-Sales	Partha Sarathi Pal	30-Sep-21	-	-	-	-	-	-	3.41	-	-	-	**(0.77)**
Relative of Key Managerial Personnel	Asha W Wagh	30-Sep-21	-	-	-	-	-	-	1.71	-	-	-	**(0.28)**
		31-Mar-21	-	-	-	-	-	3.40	0.28	-	-	-	**(0.28)**
		31-Mar-20	-	-	-	-	-	3.20	-	-	-	-	**(6.69)**
		31-Mar-19	-	-	-	-	-	3.19	-	-	-	-	**(6.70)**
Relative of Key Managerial Personnel	Arun W Wagh	30-Sep-21	-	-	-	-	-	-	0.68	-	-	-	**(0.11)**
		31-Mar-21	-	-	-	-	-	-	0.91	-	-	-	**(0.11)**

Enterprise over which the key managerial personnel has significant influence													
Partnership firm of Satish Wagh & Smita Wagh	Prime Chemicals	30-Sep-21	-	-	-	-	14.56	-	-	-	-	-	**-**
Partnership firm of Satish Wagh and Smita Wagh	Ravi Industries	30-Sep-21	-	-	-	-	-	-	-	-	-	-	**-**
		31-Mar-21	-	-	-	5.32	-	-	-	-	-	-	**-**
Proprietorship of Satish Wagh	Swastik Industries	30-Sep-21	2.94	-	-	-	-	-	-	-	-	-	
		31-Mar-21	9.66	-	-	-	-	-	-	-	-	-	**-**
		31-Mar-20	23.06	-	-	-	-	-	-	-	-	-	**-**
		31-Mar-19	74.95	-	-	-	-	-	-	-	-	-	**-**
Enterprise over which the relatives of key managerial personnel have significant influence													
Partnership firm of Arun Wagh & Asha Wagh	Vaibhav Chemicals	30-Sep-21	-	-	-	-	-	-	-	-	-	0.52	**(0.09)**
		31-Mar-21	-	-	-	-	-	-	-	-	-	0.96	**(0.08)**
		31-Mar-20	-	-	-	-	-	-	-	-	-	1.04	**(0.08)**
		31-Mar-19	-	-	-	-	-	-	-	-	-	0.90	**0.03**

NOTE: 33 CONTINGENT LIABILITIES AND COMMITMENTS

(₹ In million)

Particulars	September 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Bank Guarantees	9.61	9.15	9.15	5.41
Commitments	-	-	-	-
Disputed Income Tax, Sales Tax, Service Tax and GST Demand:				
i) Pending before Tribunal	6.55	6.55	0.00	0.00
TOTAL	**16.16**	**15.70**	**9.15**	**5.41**

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NOTE: 34 DISCLOSURE IN PURSUANT TO IND AS 19 DEFINED BENEFIT EMPLOYEE

Assets and Liability (Balance Sheet Position)

(₹ In million)

Particulars	As at September 30, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Present Value of Benefit Obligation at the end of the period	(24.63)	(22.07)	(18.66)	(14.34)
Fair Value of Plan Assets at the end of the Period				
Surplus / (Deficit)	(24.63)	(22.07)	(18.66)	(14.34)
Effects of Asset Ceiling, if any		-	-	-
Net Asset / (Liability) Recognised in the Balance Sheet	**(24.63)**	**(22.07)**	**(18.66)**	**14.34**

Particulars	For the period ending September 30, 2021	For the period ending March 31, 2021	For the period ending March 31, 2020	For the period ending March 31, 2019
In Income Statement	2.12	2.93	1.98	1.55
In Other Comprehensive Income	0.50	1.66	2.84	2.32
Total Expenses Recognized during the period	**2.62**	**4.59**	**4.82**	**3.88**

Graphical Representation of Liability and Expenses

Particulars	**For the period ending September 30, 2021**	**For the period ending March 31, 2021**	**For the period ending March 31, 2020**	**For the period ending March 31, 2019**
Present Value of Obligation as at the beginning	**22.07**	**18.66**	**14.34**	**10.47**
Current Service Cost	1.40	1.71	0.91	0.75
Interest Expense or Cost	0.72	1.22	1.07	0.80
Re-measurement (or Actuarial) (gain) / loss arisingfrom:				
- change in demographic assumptions	0.02			
- change in financial assumptions	0.19	0.08	0.69	0.09
- experience variance (i.e. Actual experiencevs assumptions)	0.29	1.58	2.15	2.23
- others	-	-	-	-
Past Service Cost	-	-	-	-
Effect of change in foreign exchange rates	-	-	-	-
Benefits Paid	(0.06)	(1.18)	(0.51)	-
Acquisition Adjustment	-	-	-	-
Effect of business combinations or disposals	-	-	-	-
Present Value of Obligation as at the end	**24.63**	**22.07**	**18.66**	**14.34**

Expenses Recognised in the Income Statement

Particulars	For the period ending September 30, 2021	For the period ending March 31, 2021	For the period ending March 31, 2020	For the period ending March 31, 2019
Current Service Cost	1.40	1.71	0.91	0.75
Past Service Cost	-	-	-	-
Loss / (Gain) on settlement	-	-	-	-
Net Interest Cost / (Income) on the Net Defined Benefit Liability / (Asset)	0.72	1.22	1.07	0.80
Expenses Recognised in the Income Statement	**2.12**	**2.93**	**1.98**	**1.55**

Particulars	For the period ending September 30, 2021	For the period ending March 31, 2021	For the period ending March 31, 2020	For the period ending March 31, 2019
Actuarial (gains) / losses				
- change in demographic assumptions	0.02	-	-	-
- change in financial assumptions	0.19	0.08	0.69	0.09
- experience variance (i.e. Actual experience vsassumptions)	0.29	1.58	2.15	2.23
- others				
Return on plan assets, excluding amount recognised in net interest expense	-	-	-	-
Re-measurement (or Actuarial) (gain)/loss arising because of change in effect of asset ceiling	-	-	-	-
Components of defined benefit costs recognised in other comprehensive income	**0.50**	**1.66**	**2.84**	**2.32**

Actuarial Assumptions

We have used actuarial assumptions selected by the Company. The Company has been advised that the assumptions selected should be unbiased and mutually compatible and should reflect the Company's best estimate of the variables of the future. The Company has also been advised to consider the requirement of Para 44 of IndAS 19 in this regard.

(i)Financial Assumptions

The principal financial assumptions used in the valuation are shown in the table below:

Particulars	As at **September 30, 2021**	As at **March 31, 2021**	As at **March 31, 2020**	As at **March 31, 2019**
Discount rate (per annum)	6.36%	6.49%	7.48%	7.48%
Salary growth rate (per annum)	10%	10%	10%	10%

The discount rate indicated above reflects the estimated timing and currency of benefit payments. It is based on the yields/ reates available on applicable bonds as on the current valuation date.

The salary growth rate indicated above is the Company's best estimate of an increase in salary of the employees in future years, determined considering the general trend in inflation, senority, promotions, past experience and other relevant factors such as demand and supply in employment market, etc.

(ii) Demographic Assumptions

The principal demographic assumptions used in the valuation are shown in the table below:

Particulars	As at **September 30, 2021**	As at **March 31, 2021**	As at **March 31, 2020**	As at **March 31, 2019**
Mortality rate (% of IALM 06-08)	100%	100%	100%	100%
Normal retirement age	58years	58years	58years	58years
Attrition / Withdrawal rates, based on age: (perannum)				
Upto 30 years	10%	10%	10%	10%
31-44 years	10%	10%	10%	10%
Above 44 years	10%	10%	10%	10%

(iii) Sensitivity Analysis

Significant actuarial assumptions for the detemination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

Particulars	**As at September 30,2021**		**As at March 31,2021**		**As at March 31, 2020**		**As at March 31, 2019**	
Defined Benefit Obligation (Base)	24.63		22.07		18.66		14.34	
Particulars	Decrease	Increase	Decrease	Increase	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%) (% change compared to base due to sensitivity)	1.40	1.59	1.02	1.17	0.75	0.85	0.45	0.51
Salary Growth Rate (- / + 1%) (% change compared to base due to sensitivity)	1.37	1.51	1.00	1.12	0.73	0.81	0.45	0.49
Attrition Rate (- / + 50% of attrition rates) (% change compared to base due to sensitivity)	0.39	0.43	0.32	0.35	0.20	0.22	0.09	0.10

Supriya Lifescience Ltd
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Notes to Standalone Ind AS Financial Statements for the period ended September 30, 2021
(All amounts in Indian ₹ million, except as otherwise stated)

NOTE: 35 (A) CATEGORY WISE CLASSIFICATION OF FINANCIAL INSTRUMENTS

(₹ In million)

Particulars	Non Current				Current			
	As at 30.09.2021	As at 31.03.2021	As at 31.03.2020	As at 31.03.2019	As at 30.09.2021	As at 31.03.2021	As at 31.03.2020	As at 31.03.2019
Financial Assets measured at Fair value through Other Comprehensive Income								
Investment in quoted instruments	-	-	-	-	-	-	-	-
TOTAL	-	-	-	-	-	-	-	-

Financial assets measured at Amortized cost

(₹ In million)

Particulars	Non Current				Current			
	As at 30.09.2021	As at 31.03.2021	As at 31.03.2020	As at 31.03.2019	As at 30.09.2021	As at 31.03.2021	As at 31.03.2020	As at 31.03.2019
Loans to employees	5.68	5.28	4.57	3.41	-	-	-	-
Rental Deposits	4.37	4.34	1.28	0.38	-	-	-	-
Trade Receivables	-	-	-	-	843.92	737.46	530.58	602.18
Cash and Cash Equivalents	-	-	-	-	1,003.05	922.93	747.05	123.98
TOTAL	**10.05**	**9.62**	**5.85**	**3.80**	**1,846.96**	**1,660.39**	**1,277.62**	**726.16**

Financial assets measured at fair value through profit and loss

(₹ In million)

Particulars	Non Current				Current			
	As at 30.09.2021	As at 31.03.2021	As at 31.03.2020	As at 31.03.2019	As at 30.09.2021	As at 31.03.2021	As at 31.03.2020	As at 31.03.2019
Investment in equity based Mutual funds	-	-	-	-	-	-	-	-
Investments in Debt based Mutual Funds	-	-	-	-	-	-	-	-
TOTAL	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

Financial Liabilities measured at Amortized cost

(₹ In million)

Particulars	Non Current				Current			
	As at 30.09.2021	As at 31.03.2021	As at 31.03.2020	As at 31.03.2019	As at 30.09.2021	As at 31.03.2021	As at 31.03.2020	As at 31.03.2019
Borrowings	-	-	33.52	96.30	709.91	701.30	788.58	802.08
Trade payables (including retained creditors)	-	-	-	-	561.04	510.22	493.92	441.28
Deposits	-	-	186.05	33.11	-	-	-	-
Deferred Income	-	-	-	-	-	-	-	-
TOTAL	**-**	**-**	**219.57**	**129.40**	**1,270.94**	**1,211.52**	**1,282.50**	**1,243.36**

35 (B) **FAIR VALUE HIERARCHY**

The following table provides the fair value measurement hierarchy of the Company's financial assets and liabilities

(₹ In million)

As at 31.03.2019	**Fair value hierarchy**			
Financial Assets / Financial Liabilities	**Fair Value as at 31.03.2019**	**Quoted Prices in active markets (Level 1)**	**Significant observable Inputs (Level 2)**	**Significant unobservable Inputs (Level 3)**
Financial Assets measured at Fair value through other comprehensive income				
Investments in quoted equity shares	-	-	-	-
Financial Assets measured at Fair value through Profit and Loss				
Investments in Debt based Mutual Funds	-	-	-	-
Investment in equity based Mutual funds	-	-	-	-
Financial Liability measured at Fair value through Profit and Loss				

(₹ In million)

As at 31.03.2020		**Fair value hierarchy**		
Financial Assets / Financial Liabilities	**Fair Value as at 31.03.2020**	**Quoted Prices in active markets (Level 1)**	**Significant observable Inputs (Level 2)**	**Significant unobservable Inputs (Level 3)**
Financial Assets measured at Fair value through other comprehensive income				
Investments in quoted equity shares	-	-	-	-
Financial Assets measured at Fair value through Profit and Loss				
Investments in Debt based Mutual Funds	-	-	-	-
Investment in equity based Mutual funds	-	-	-	-
Financial Liability measured at Fair value through Profit and Loss				

(₹ In million)

As at 31.03.2021		Fair value hierarchy		
Financial Assets / Financial Liabilities	**Fair Value as at 31.03.2021**	**Quoted Prices in active markets (Level 1)**	**Significant observable Inputs (Level 2)**	**Significant unobservable Inputs (Level 3)**
Financial Assets measured at Fair value through other comprehensive income				
Investments in quoted equity shares	-	-	-	-
Financial Assets measured at Fair value through Profit and Loss				
Investments in Debt based Mutual Funds	-	-	-	-
Investment in equity based Mutual funds	-	-	-	-
Financial Liability measured at Fair value through Profit and Loss				

(₹ In million)

As at 30.09.2021		Fair value hierarchy		
Financial Assets / Financial Liabilities	**Fair Value as at 30.09.2021**	**Quoted Prices in active markets (Level 1)**	**Significant observable Inputs (Level 2)**	**Significant unobservable Inputs (Level 3)**
Financial Assets measured at Fair value through other comprehensive income				
Investments in quoted equity shares	-	-	-	-
Financial Assets measured at Fair value through Profit and Loss				
Investments in Debt based Mutual Funds	-	-	-	-
Investment in equity based Mutual funds	-	-	-	-
Financial Liability measured at Fair value through Profit and Loss	-	-	-	-

The fair value of financial asset and liabilities measured at amortised cost approximate there fair values

NOTE: 36 FINANCIAL RISK MANAGEMENT

Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Managing Board.
Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument.
The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments.
Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings.

(i) Foreign Currency Risk

The Company operates internationally and portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risk through its sales and services in overseas , and purchases from overseas suppliers in various foreign currencies.

Foreign currency exposure as at 30th September 2021

(USD In million)

Particulars	USD	Total
Trade receivables	7.48	7.48
Bank Balances	0.02	0.02
Working Capital Outstanding	7.63	7.63
Trade payables	2.01	2.01

Foreign currency exposure as at 31st March 2021

(USD In million)

Particulars	USD	Total
Trade receivables	5.85	5.85
Bank Balances	0.03	0.03
Working Capital Outstanding	8.92	8.92
Trade payables	1.87	1.87

Foreign currency exposure as at 31st March 2020

(USD In million)

Particulars	**USD**	**Total**
Trade receivables	2.59	2.59
Bank Balances	0.04	0.04
Working Capital Outstanding	8.36	8.36
Trade payables	2.42	2.42

Foreign currency exposure as at 31st March 2019

(USD In million)

Particulars	**USD**	**Total**
Trade receivables	4.22	4.22
Bank Balances	0.10	0.10
Working Capital Outstanding	8.97	8.97
Trade payables	2.03	2.03

Foreign currency sensitivity

	2021-22		**2020-21**		**2019-20**	
Particulars	**1 % Increase**	**1 % decrease**	**1 % Increase**	**1 % decrease**	**1 % Increase**	**1 % decrease**
USD	-0.02	0.02	-0.05	0.05	(0.08)	0.081
Increase \ (Decrease) in profit or loss	**-0.02**	**0.02**	**-0.05**	**0.05**	**(0.081)**	**0.081**

(ii) Equity Price Risk

The company’s investment portfolio consists of investments in quoted instruments like mutual funds carried at fair value in the balance sheet.

(iii) Credit risk

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

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 throughout each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition.

It considers available reasonable and supportive forwarding-looking information such as :

(i) Actual or expected significant adverse changes in business

Exposure to credit risk

(₹ In million)

Particulars	September 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Loans to employees	5.68	5.28	4.57	3.41
Rental Deposits	1.37	1.34	1.28	0.38
Trade Receivables	843.92	737.46	524.48	602.18
Cash and Cash Equivalents	1,003.05	922.93	747.05	123.98

The aging analysis of the receivables has been considered from the date the invoice falls due. The age wise break up of receivables that are past due, is given below:

(₹ In million)

Particulars	Amount
September 30,2021	
Upto 30 days	443.42
Up to 60 days	205.69
Up to 90 days	99.35
Up to 120 days	81.57
More than 120 days	13.89
Total	**843.92**

Particulars	Amount
March 31,2021	
Upto 30 days	248.09
Up to 60 days	255.68
Up to 90 days	137.59
Up to 120 days	67.52
More than 120 days	28.57
Total	**737.46**
March 31,2020	
Upto 30 days	76.18
Up to 60 days	234.98
Up to 90 days	99.92
Up to 120 days	100.20
upto than 180 days	13.55
More than 180 days	0.02
Total	**524.86**
March 31,2019	
Up to 30 days	303.47
Up to 60 days	158.61
Up to 90 days	68.94
Up to 120 days	44.29
Up to 180 days	1.69
More than 180 days	22.52
Total	**599.51**

Expected Credit Loss Assessment

Exposures to customers outstanding at the end of each reporting period are reviewed by the company to determine incurred and expected credit losses. Management believes that the unimpaired amount that are past due are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk.

(₹ In million)

Particulars	**Current**			
	September 30, 2021	**March 31, 2021**	**March 31, 2020**	**March 31, 2019**
Export Debtors	555.24	422.78	191.65	325.68
Local Debtors	298.36	322.61	338.92	276.50
	853.60	**745.39**	**530.58**	**602.18**
Less: Expected Credit Loss	9.68	7.93	5.72	2.67
TOTAL	**843.92**	**737.46**	**524.86**	**599.51**

(iv) Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price.
The Company's corporate treasury department is responsible for liquidity, funding as well as settlement management.
In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The table below provides details regarding the remaining contractual maturities of significant financial liabilities at the reporting date based on contractual undiscounted payments.

Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of significant financial liabilities at the reporting date based on contractual undiscounted payments.

(₹ In million)

As at 30 September 2021	**Less than one year**	**1 to 5 years**	**Total**
Borrowings	709.91	-	709.91
Retention Creditors	5.15	-	5.15
Trade payables	561.04	-	561.04
Other financial liabilities	-	-	-
	1,276.09	**-**	**1,276.09**

(₹ In million)

As at 31 March 2021	**Less than one year**	**1 to 5 years**	**Total**
Borrowings	674.10	-	674.10
Retention Creditors	-	-	-
Trade payables	500.91	9.32	510.22
Other financial liabilities	27.19	194.86	222.06
	1,202.20	**204.18**	**1,406.38**

(₹ In million)

As at 31 March 2020	**Less than one year**	**1 to 5 years**	**Total**
Borrowings	766.83	23.93	790.76
Retention Creditors	1.01		1.01
Trade payables	493.92		493.92
Other financial liabilities	31.34	186.05	217.40
	1,293.10	**209.98**	**1,503.08**

(₹ In million)

As at 31 March 2019	**Less than one year**	**1 to 5 years**	**Total**
Borrowings	772.05	81.36	853.41
Retention Creditors	0.05	-	0.05
Trade payables	441.28	-	441.28
Other financial liabilities	44.97	33.11	78.08
	1,258.35	**114.47**	**1,372.82**

(v) Capital management
For the purposes of the Company's Capital Management, capital includes issued capital and all other equity reserves.

The primary objective of the Company's Capital Management is to maximise shareholder value. The company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants. The company does not have gearing as its cash and reserves are substantial to cover up borrowings.

Supriya Lifescience Ltd
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NOTE -37 Statement of Restatement Adjustments

The following reconciliations provide a quantification of the effect of significant differences arising as a result of transition from Previous GAAP to Ind AS in accordance with Ind AS 101:
(i) Equity as at 31st March, 2019
(ii) Equity as at 31st March, 2020
(iii) Equity as at 31st March 2021
(iv) Equity as at 30th September 2021
(iv) Total Comprehensive income for the year ended 31st March, 2020
(v) Total Comprehensive income for the year ended 31st March 2021
(vi) Total Comprehenive income for the year ended 31st August 2021

(₹ In million)

Particulars	Note	For the period ended 30th September 2021	For the period ended 31st March 2021	For the year ended 31st March 2020	For the year ended 31st March 2019
Total net (loss)/profit as per Financial Statements		**678.46**	**1,246.30**	**721.60**	**413.14**
Impact on account of:					
Ind AS 116 Adoption:					
Depreciation	1	(1.86)	(2.85)	(3.27)	(1.91)
Interest on lease liabilities	1	(1.00)	(2.06)	(6.95)	(3.79)
Rent Expense- Adjustment	1	2.46	4.50	4.50	2.10
Interest on Security deposit(Asset)	1	0.03	(0.06)	0.05	0.01
Deferred Security Deposit (Liability)	1	-	(0.46)	4.88	2.77
Sale and Lease Back as per IndAS 116	1	-	-	-	(2.60)
Capital Gain (Redemption Of Mutual Fund)			-	-	(0.18)
Adjustments as per Ind AS 109					
Interest Income on Staff Advance	2	0.03	(0.06)	0.04	0.04
Deferred Creditors	2	-	(0.15)	0.20	-
Interest Expense on Creditors	2	(0.14)	(0.22)	(0.26)	(0.39)
Deferred Staff Advance	2	-	-	(0.27)	(0.05)
Expected Credit Loss	2	(1.75)	(5.35)	(3.05)	2.34
Adjustments as per Ind AS 19					
Gratuity	3	0.50	1.24	0.68	0.95
Adjustment of Tax	4	-	(3.05)	(10.45)	(15.00)
Deferred Tax Impact on Restated Adjustment	4	(17.14)	2.01	28.07	(1.61)
Revaluation Reserve Written Back		-	(1.51)	(1.75)	(1.56)
Total net (loss)/profit as per Restated Statement of Profit and Loss		**659.59**	**1,238.28**	**734.03**	**394.24**

(₹ In million)

Particulars	Note	As at 30th September 2021	As at 31st March 2021	As at 31st March 2020	As at 31st March 2019
Total Equity as per Financial Statements		**3,233.09**	**2,554.64**	**1,352.52**	**819.58**
Cummulative impact on adoption of Ind AS 116	1	(6.51)	(6.14)	(4.20)	(3.18)
Cummulative impact on adoption of Ind AS 109	2	(8.85)	(3.90)	(5.89)	(2.79)
Deferred Tax	4	(15.47)	(1.55)	3.14	(24.22)
Adjustments as per Ind AS 19	3	-	-	-	2.16
Total Equity as per Restated Financial Information		**3,202.27**	**2,543.05**	**1,345.56**	**791.54**

Notes

1. Effective 01 April 2019, the company adopted Ind AS 116 - "Leases", which sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessee to account for leases in a manner similar to accounting for finance leases under erstwhile Ind AS 17. The company adopted Ind AS 116 using the modified retrospective approach. Accordingly as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the comparative figures for each of the years presented in these restated financial information have been adjusted in accordance with the policy mentioned in Note 2.2 (k) of Notes to Restated Financial Information.

2. Under Indian GAAP, the Company had accounted for financial Assets at the undiscounted amount whereas under Ind AS, such financial assets are recognized at present value.

3. Under Indian GAAP, the entire cost, including actuarial gains and losses, are charged to the statement of profit or loss. Under Ind AS, re-measurements comprising of actuarial gains and losses and the return on plan assets excluding amounts included in net interest on the net defined benefit liability are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI.

4. In audited consolidated financial statements, tax pertaining to earlier years were accounted based on assessment by Income-tax authorities including interest on delay payments and other tax related errors. For the purpose of the Restated Consolidated Financial Information, such taxes, interest and errors have been appropriately adjusted in the respective financial year to which they relate

4. Under Indian GAAP, deferred tax is accounted using the income statement approach as per timing differences between taxable profits and accounting profits for the period. Ind AS 12 requires accounting for deferred taxes using the balance sheet approach as per 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. In addition, the various transitional adjustments lead to temporary differences as on the transition date.

Note 38: Material Regroupings

Appropriate Regroupings have been made in the Restated Financial Information of Assets and Liabilities, Statement of Profit and Loss and Statement of Cashflow, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cashflows, in order to bring them in in line with the accounting policies and classification as per the special purpose Restated financial information of the Company for the period ended 30th September 2021 prepared in accordance with Schedule III of Companies Act, 2013, requirements of Ind AS 1 and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018, as amended.

(₹ In million)

Particulars	For the period ended 30th September 2021	For the period ended 31st March 2021	For the year ended 31st March 2020	For the year ended 31st March 2019
Restated profit for the year/ period (₹ in million)	659.59	1,238.28	734.03	394.24
Weighted average number of equity shares in calculating basic EPS*	73.18	73.18	73.18	73.18
Basic/ Diluted Earninngs per share (In ₹)	9.01	16.92	10.03	5.39
Total Equity (₹ in million)	3,348.63	2,689.41	1,491.93	937.91
Restated Profit for the year/ period (₹ in million)	659.59	1,238.28	734.03	394.24
Return on net worth (In Percentage)	**19.70%**	**46.04%**	**49.20%**	**42.03%**
Total Equity (₹ in million)	3,348.63	2,689.41	1,491.93	937.91
Weighted average number of equity shares in calculating basic EPS	73.18	73.18	73.18	73.18
Net Asset Value per Equity Share (basic) / Diluted	45.76	36.75	20.39	12.82
EBITDA (₹ in million)	**986.66**	**1,781.51**	**1,094.52**	**727.61**
EBITDA Margin (%)	**43.89%**	**46.23%**	**35.12%**	**26.19%**

The ratios have been computed as under:

Basic and diluted earnings/ (loss) per equity share: Basic and diluted earnings/ (loss) per equity share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended)

Return on Net Worth ratio: Profit/ (loss) for the period attributable to equity shareholders of the company divided by the Total Equity of the Company at the end of the year/period

*During the previous year, the Company with requisite approval in place has sub-divided the face value of equity shares of the Company from Rs. 10/- each to Rs. 2/- each. The Record date for the sub-division was 26 December 2020. Consequently, the Company has issued total 58,546,824 equity shares of Rs. 2/- each in lieu of 14,636,706 equity shares of Rs. 10/- each.

CAPITALISATION STATEMENT

The following table sets forth our capitalisation as at September 30, 2021, derived from our Restated Financial Statements:

(in ₹ million)

Particulars	Pre-Offer as at September 30, 2021	As adjusted for the Offer*
Borrowings		
Non-current borrowings (including current maturity) (I)	-	[●]
Current borrowings (II)	709.91	[●]
Total borrowings (III = I + II)	**709.91**	**[●]**
Equity		
Equity share capital (IV)	146.37	[●]
Other equity (V)	3,202.26	[●]
Total equity (VI = IV + V)	**3,348.63**	**[●]**
Non-current borrowings / Total equity (VII = I / VI)	0	**[●]**

* *The corresponding post Offer capitalization data is not determinable at this stage pending the completion of the book building process and hence have not been furnished. To be updated upon finalization of the Offer Price.*

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our Restated Financial Statements, which are included in this Red Herring Prospectus. Unless the context requires otherwise, the following discussion and analysis of our financial condition and results of operations as of and for the six months period ended September 30, 2021, the Fiscals 2021, 2020 and 2019 is derived from our Restated Financial Statements, including the related notes, schedules and annexures. Our Restated Financial Statements have been prepared under Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act 2013 to the extent applicable.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under "Risk Factors" and "Forward Looking Statements" beginning on pages 26 *and* 18*, respectively, and elsewhere in this Red Herring Prospectus.*

Our Fiscal ends on March 31 of each year. Accordingly, all references to a particular Fiscal are to the 12 months ended March 31 of that year.

Certain information contained in this section is taken from the report titled 'Market assessment of the Pharmaceutical API segment – May 2021 as updated by addendums dated July 23, 2021, July 29, 2021 and November 3, 2021' prepared and issued by CRISIL Limited which was commissioned and paid for by us, exclusively for the purpose of this Offer. We officially engaged CRISIL Research, a division of CRISIL Limited, in connection with the preparation of the CRISIL Report on March 1, 2021. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable. Industry publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. For more information, see "Risk Factors – We have commissioned an industry report from CRISIL for an agreed fee and third party database which has been used for industry related data in this Red Herring Prospectus." on page 39.

Overview

We are one of the key Indian manufacturers and suppliers of active pharmaceuticals ingredients ("**APIs**"), with a focus on research and development. As of October 31, 2021, we have niche product offerings of 38 APIs focused on diverse therapeutic segments such as antihistamine, analgesic, anaesthetic, vitamin, anti-asthmatic and anti-allergic. We have consistently been the largest exporter of Chlorpheniramine Maleate and Ketamine Hydrochloride from India, contributing to 45-50% and 60-65%, respectively, of the API exports from India, between Fiscal 2017 and 2021. We were among the largest exporters of Salbutamol Sulphate in India contributing to 31% of the API exports from India in FY 2021 in volume terms (*Source: CRISIL Report*).

Our pharmaceutical business is organized into domestic and export sales, according to the geographies in which we operate. From April 1, 2020 until October 31 2021, our products were exported to 86 countries to 1,296 customers including 346 distributors. We have grown our API business in several countries across (i) Europe, which contributed to 17.40 % and 18.53 % of revenue from operation for the year ended March 31, 2021 and for the six month period ended September 30, 2021, respectively; (ii) Latin America, which contributed to 19.15 % and 12.01 % of revenue from operation for the year ended March 31, 2021 and for the six month period ended September 30, 2021, respectively; (iii) Asia (excluding India), which contributed to 29.27 % and 36.76 % of revenue from operation for the year ended March 31, 2021 and for the six month period ended September 30, 2021, respectively; (iv) North America), which contributed to 4.76 % and 2.36 % of revenue from operation for the year ended March 31, 2021 and for the six month period ended September 30, 2021, respectively; and (vi) India, which contributed to 22.53% and 26.43% of revenue from operation for the year ended March 31, 2021 and for the six month period ended September 30, 2021, respectively.

Our customers include global pharma companies such as Syntec Do Brasil LTDA, American International Chemical Inc and AT Planejamento E Desenbolvimento De Negocios Ltda, with whom we have business relationship for over nine years, and Suan Farma Inc, Acme Generics LLP, Akum Drugs Ltd and Mankind Pharma Ltd with whom we have business relationship for over four years. Our products are registered with various international regulatory authorities such as USFDA, EDQM, NMPA (previously known as SFDA), KFDA, PMDA, TGA and Taiwan FDA. As of October 31 , 2021, we have filed 14 active DMFs with USFDA and eight active CEPs with EDQM, for our API products in therapeutic areas such as antihistamine, analgesic, anaesthetic, vitamin, anti-asthmatic and anti-allergic. For the Fiscals 2019, 2020, 2021 and for the six month period ended

September 30, 2021, our export sales accounted for 70.96%, 71.85%77.47% and 73.57%, respectively of our revenue from operations. Similarly, for the Fiscals 2019, 2020,2021 and for the six month period ended September 30, 2021, our domestic sales accounted for 29.04%, 28.15%,22.53% and 26.43%, respectively, of our revenue from operations.

Our business operations are supported by a modern manufacturing facility located in Parshuram Lote, Maharashtra, which is approximately 250 km from Mumbai, Maharashtra. The manufacturing facility is spread across 23,806 sq.mts, having reactor capacity of 547 KL/ day and seven cleanrooms. In addition, our Company has acquired a plot of land, admeasuring 12,551 sq.mt, near the present manufacturing facility, wherein the Company intends to expand its manufacturing infrastructure. For details pertaining to utilisation of the proceeds from the Issue towards our expansion plans, see "*Objects of the Offer*" on page 74. Our manufacturing abilities are also demonstrated by extensive experience regarding production and distribution of controlled substances. Our manufacturing facility has received approvals from USFDA, EDQM TGA-Australia, KFDA-Korea, PMDA-Japan, NMPA (previously known as SFDA)- China, Health Canada, in relation to the products being exported to the relevant jurisdictions by us.

We have a DSIR approved R&D facility in Parshuram Lote, Maharashtra. Our R&D efforts are primarily focused across the value chain of API process development. As on October 31, 2021, we have a team of 23 scientists. Our R&D efforts are demonstrated by a strong pipeline of products such as Dextromethorphan Hydrobromide (decongestant), Pentoxifylline (xanthine derivatives), (S)-Ketamine Hydrochloride (analgesic/ anti-pyretic/ anaesthetic), Phenylephrine Hydrochloride (decongestant), Allopurinol (antigout) and Benfotiamine (diabetic neuropathy).

The below table sets forth some of our key financial performance in the last three Fiscals and for the six month period ended September 30, 2021:

(*In ₹ million*)

Key financial performance	Fiscal 2019	Fiscal 2020	Fiscal 2021	April 1, 2021 to September 30, 2021
Total revenue	2,858.62	3,227.13	3,962.21	2,300.61
EBITDA	727.61	1,094.52	1,781.51	986.66
Profit after tax	394.24	734.03	1,238.28	659.59

Our total revenue represented a growth of 12.89%, and 22.78% , respectively, from Fiscals, 2019 to Fiscal 2020 and from Fiscal 2020 to Fiscal 2021, respectively. Our EBITDA represented a growth of 50.43% and 62.77%, respectively, from Fiscals, 2019 to Fiscal 2020 and from Fiscal 2020 to Fiscal 2021, respectively. Our profit after tax represented a growth of 86.19% and 68.70% respectively, from Fiscals, 2019 to Fiscal 2020 and from Fiscal 2020 to Fiscal 2021, respectively.

Presentation of Financial Information

Unless stated or the context requires otherwise, the financial information in this Red Herring Prospectus is derived from our Restated Financial Statements, which have been prepared in terms of the requirements of Section 26 of the Companies Act, the SEBI ICDR Regulations, as amended from time to time, and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI. For further information on our Company's financial information, see "*Financial Information*" on page 186.

In this 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 percentage figures have been rounded off to two decimal places. In certain instances, (i) the sum or percentage change of such 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.

Further, any figures sourced from third party industry sources may be rounded off to other than to the second decimal to conform to their respective sources.

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. Unless stated otherwise, or the context requires otherwise, all references to a "year" in this Red Herring Prospectus are to a calendar year.

Significant Factors Affecting Our Results of Operations

The following is a discussion of certain factors that have had, and continue to have, a significant effect on our financial results:

Impact of Covid-19

Since first being reported in December 2019, the outbreak of COVID-19 has spread globally. The World Health Organization declared the outbreak of COVID-19 to be a public health emergency of international concern on January 30, 2020, and a global pandemic on March 11, 2020.The COVID-19 pandemic has had, and any future pandemic or widespread public health emergency could have, repercussions across regional and global economies and financial markets. The outbreak of COVID-19 in many countries, including India and the United States, has significantly and adversely impacted economic activity and has contributed to significant volatility and negative pressure in financial markets, and it is possible that the outbreak of COVID-19 will cause a prolonged global economic crisis, recession or depression, despite monetary and fiscal interventions by governments and central banks globally.

The global impact of the outbreak has been rapidly evolving. Most of the jurisdictions, including where we have business operations, have reacted by instituting restrictive measures including invoking lock downs and quarantines, requiring the closure of non-essential businesses and placing restrictions on the types of businesses that may continue to operate, mandating restrictions on travel, implementing "shelter-in-place" rules and "stay-at-home" orders, and enforcing remote working regulations. No prediction can be made of when any of the restrictions currently in place will be further relaxed or expire, or whether or when further restrictions will be announced. Although some governments are beginning to ease or lift these restrictions, the impacts from the severe disruptions caused by the effective shutdown of large segments of the global economy remain unknown.

On March 24, 2020, the Government of India ordered a national lockdown in response to the spread of COVID-19. Our business was determined to be operating in an essential industry, which allowed us to continue our operations subsequent to the introduction of the lockdown in India, subject to certain adjustments in working patterns. With the decrease in number of COVID-19 cases, the lockdown was slowly eased during the end of 2020 and early 2021. However, with gradual increase in number of COVID-19 cases from February 2021 and steep increase from March 2021, various States in India have imposed stricter lockdown, which is presently continuing. There can be no assurance that there will not be any material impact on our operations if the outbreak of COVID-19 is not effectively controlled. Further, although we were declared an essential business and were able to adjust our business to continue operating during the lockdown, there can be no assurance that further restrictions will not be introduced or that we will continue to retain such essential status. Further, we may be required to quarantine employees that are suspected of being infected of COVID-19, as well as others that have come into contact with those employees or shut down our specific manufacturing area, which could have an adverse effect on our business operations. If any of our suppliers are affected by COVID-19 to the extent our supply chain is disrupted, this may affect our ability to meet the demand of our customers.

The full extent to which the COVID-19 pandemic, or any future pandemic or widespread public health emergency impacts our business, operations and financial results will depend on numerous evolving factors that we may not be able to accurately predict, including: the scope, severity, and duration of the pandemic; actions taken by governments, business and individuals in response to the pandemic; the effect on customer demand for and ability to pay for our products; the impact on our capital expenditure and drug development projects; disruptions or restrictions on our employees' and suppliers' ability to work and travel; volatility in foreign exchange rates; any extended period of remote work arrangements; and strain on our or our customers' business continuity plans, and resultant operational risk. For instance, due to restrictions imposed during COVID-19 and consequent shortage of labour, there was a delay in the completion of a block of our manufacturing facility by one quarter. The said block commenced operations on May 30, 2021. Whilst there is no material adverse impact on our business at this stage, our Company has not been able to conclusively assess the future impact of the ongoing lockdown on its business. The COVID-19 pandemic, or any future pandemic or widespread public health emergency could therefore materially and adversely impact our business, financial condition, cash flows and results of operations.

New product launches in timely manner

Our success depends significantly on our ability to develop and commercialise new niche and complex products in a timely manner. The development and commercialisation process is both time consuming and costly, and involves a high degree of business risk. During these periods, our competitors may be developing similar products of which we are unaware of that could compete directly or indirectly with our products under development. Due to the prolonged period of time for developing a new product and delays associated with regulatory approval process, we may invest resources in developing products that will face competition of which we are currently unaware. Such unforeseen competition may hinder our ability to effectively plan the timing of our product development, which could have an adverse impact on our results of operations and financial condition.

Commercialisation requires us to successfully develop, test, manufacture and obtain the required regulatory approvals for our products, while complying with applicable regulatory and safety standards in each jurisdiction we operate. Further, developing and commercializing an off patented product is time consuming and subject to numerous factors, including the ability to be in compliance with regulatory requirements, the ability to correctly anticipate customer needs, delays or unanticipated costs, ability to scale up manufacturing methods to successfully manufacture commercial quantities of products in compliance with regulatory requirements.

Our products currently under development, if and when fully developed and tested, may not perform as we expect, or necessary regulatory approvals may not be obtained in a timely manner, or at all, and we may not be able to successfully and profitably produce and market such products. Even if we are successful in developing a new product, such product may be otherwise unsuccessful in the market place due to the introduction of superior products by our competitors. Moreover, it may take an extended period of time for our new products to gain market acceptance, if at all. To develop our product pipeline, we commit substantial time, efforts, funds and other resources for R&D. Our investments in new product launches and R&D for future products could result in higher costs without a proportionate increase in revenues, which may have an adverse effect on our business, results of operations, financial condition and cash flows.

Regulatory framework in our markets

We operate in a highly regulated industry and our operations are subject to extensive regulation in each market in which we do business. All aspects of our business, including our research and development activities, manufacturing operations and sales and marketing activities, are subject to extensive legislation and regulation by various local, regional, national and overseas regulatory regimes. Our business is also subject to, among other things, the receipt of all required licenses, permits and authorisations including local land use permits, manufacturing permits, building and zoning permits, and environmental, health and safety permits. We are also subject to the laws and regulations governing relationships with employees such as minimum wage and maximum working hours, overtime, working conditions, hiring and termination of employees, contract labour and work permits. If we fail to comply with the applicable laws and regulations, we may be subject to penalties, including the revocation or suspension of our licenses and approvals and criminal sanctions. Our failure to obtain such licenses and approvals and comply with the applicable laws and regulations could lead to imposition of sanctions by the relevant authorities including penalties.

If 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. Moreover, if we fail to comply with the various conditions attached to such approvals, licenses, registrations and permissions once received, the relevant regulatory body may suspend, curtail or revoke our ability to market such products. Further, regulatory requirements are still evolving in many markets and are subject to change and as a result may, at times, be unclear or inconsistent. Consequently, there is increased risk that we may inadvertently fail to comply with such regulations, which could lead to enforced shutdowns and other sanctions imposed by the relevant authorities, as well as the withholding or delay in receipt of regulatory approvals for our new products.

Product development and manufacturing

Our ability to develop and manufacture products is critical to launch new products and grow revenues. To grow our product portfolio we need to continually invest in research and development to add to our existing offering, improve our technology and to maintain our competitiveness. We also recognize the importance of maintaining a workforce of highly qualified employees. We have a DSIR approved R&D facility in Parshuram Lote, Maharashtra. Our R&D efforts are primarily focused across the value chain of API process development. As on October 31, 2021, our R&D team comprises of 23 scientists. Our R&D team has a focus on generic development and contributes significantly towards backward integration and launch of new products.

Our results of operations also depend on our ability to manufacture existing and new products for sale in India and abroad. Our manufacturing process is designed to facilitate production flexibility and deliver high and consistent product quality. We consider that diversification of our product portfolio across our manufacturing units mitigates our exposure to regulatory risk with respect to any particular manufacturing unit and provides increased certainty of supply. Accordingly, we are expanding our manufacturing capacity in order to increase our product development and manufacturing capabilities. We are in the process of commissioning additional capacity to support our future portfolio of products. Expansion is also planned at our existing manufacturing plant facilities at (a) main plant at Lote located in the Ratnagiri district in the state of Maharashtra, (b) prime plant at Chiplun, (c) Vaibhav plant at Lote, Khed, Maharashtra and continue investing in existing manufacturing technologies to build new capabilities to support the production of our portfolio of Active Pharmaceutical Ingredients.

Business models

Our business model is B2B. For further details of our business, please refer to the section titled "*Our Business*" on page 130. We consider that our B2B business model enables us to more effectively grow in Asia, USA, Europe, Latin America and Middle East and help us to balance profitability and capacity utilisation. Accordingly, we are focused on maintaining our relationships with our current marketing partners and establishing new business relationships with customers to continue to grow our B2B business model. We require our business model to continue to operate effectively in order to drive our business and results.

Revenue from sale of products

Revenue from sale of products constitutes a significant portion of total income. Our revenue from sale of products constituted 97.19%, 96.57%, 97.26% and 97.71% of our total revenue from operations in Fiscal 2019, Fiscal 2020, Fiscal 2021 and for the six months period ended September 30, 2021 . Accordingly, our ability to manage and sustain customer relationships is critical. Our top 10 customers accounted for 30.00%,32.00%, 40.10% and 47.13%, respectively, of our total revenue from operations in Fiscals 2019, 2020, 2021 and for the six months period ended September 30, 2021 respectively.

The demand for our products from our key customers determines our revenue from operations and profitability. Increased sales by our customers tend to increase our revenue and results of operations. The volume of sales of goods and services to our customers may vary due to our customers' efforts to manage their inventory, market demand, product and supply pricing trends and customer preferences, among others, which may result in a decrease in demand for products of which we are a supplier, affecting our sales and results of operations.

Production costs

Our ability to maintain our cost competitiveness is dependent on efficient management of our production costs. These include achieving supply chain efficiencies through lifecycle management of products, including in the R&D, regulatory compliance and manufacturing processes such as by shifting manufacturing lines, managing optimal inventory levels, and timely filings of applications for newer and cheaper APIs. Any change in these costs due to various factors, several of which may be outside our control, may affect our results of operations. Our business also requires efficient supply chain management backed by our APIs production capacity, to manage production costs.

Currency rates

Our products are typically priced in Indian Rupees for Indian sales and in U.S. Dollars and Euro for sales in the rest of markets where we sell our products. A significant portion of our raw material costs are incurred in US Dollars. As a consequence, we are exposed to currency rate fluctuations between the Rupee ,U.S. Dollar and the Euro.

Significant Accounting Policies

Basis of Preparation and Significant Accounting Policies

This Restated Financial Information has been specifically prepared for the purpose of preparation of the Restated Ind AS Statements in connection with the proposed Initial Public Offer of equity shares ("IPO"). The Restated Financial information comprise of the Restated Statement of Assets and Liabilities as at 30th September, 2021, 31st March 2021, 31st March 2020 and 31st March 2019, the Restated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Statement of Cash Flow and the Restated Statement of Changes in Equity for the years ended 30 September 2021, 31st March 2021, 31st March 2020, and 31st March 2019, and Significant Accounting Policies and other explanatory information to the Restated Financial Information (hereinafter collectively referred to as "Restated Financial Information").

The Restated Financial Information has been prepared to comply in all material respects with the requirements of:

(a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");

(b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations");

(c) The Guidance Note on Report in company prospectus (Revised 2019) issued by the ICAI (referred to as the Guidance Note).

The Restated Financial Information has been compiled by the Management from:

The audited special purpose financial statements as at and for the period ended September 30, 2021, prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other relevant provisions of the Act, which have been approved by the Board of Directors at their meeting held on October 19, 2021.

The audited special purpose financial statements as at and for the year ended 31th March, 2021, prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other relevant provisions of the Act, which have been approved by the Board of Directors at their meeting held on July 28, 2021.

The audited financial statements as at and for the period ended 31st March 2020, prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other relevant provisions of the Act, which have been approved by the Board of Directors at their meeting held on 12th August 2020.

The audited financial statements as at and for the period ended 31st March 2019, prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other relevant provisions of the Act, which have been approved by the Board of Directors at their meeting held on 14th August 2019.

In addition, in accordance with the ICDR Regulations and the Guidance Note, certain adjustment have been incorporated for alignment of accounting policies, rectification of errors and regroupings across the different periods for the preparation of the restated financials information for the years ended 31 March 2020 and 31 March 2019 based on the accounting policies followed by the company for the preparation of its financial statement as at and for the year ended 31st March 2021.

All amount included in the financial statements are reported in Indian rupee (In ₹. Million) except shares and per share data, unless otherwise stated. Amount presented as "0" are non – zero numbers rounded off in ₹ Million. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

Significant accounting , judgements, estimates and assumptions

(a) Significant accounting judgements, estimates and assumptions

The preparation of Restated Financial Information in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities, at the end of the reporting period. 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 period/year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were 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.

The areas involving significant judgement and estimates are as follows:

(i) Estimated Useful life of Property, Plant and Equipment and Intangibles.

The charge in respect of periodic depreciation/ amortization is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year and adjusted prospectively, if appropriate. Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets. Useful lives used by the Company are same as prescribed rates prescribed under Schedule II of the Companies Act 2013.

Refer Point (i) and point (j) for estimated useful lives of property, plant and equipment and for intangibles respectively. The carrying value of property, plant and equipment and intangibles has been disclosed at note 3 and note 4 respectively in the "*Restated Financial Statements"* on pages 218 and 219 respectively.

(ii) Estimated value and useful life of Right –Of-Use Asset.

Ind AS 116 requires the lessee to determine the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Company has several lease contracts that include extension and termination options. Out of such lease contracts few lease arrangements are of such nature where the contracts are not readily available. So in such a case the company applies the judgement that based on the mutual consent the contract shall be extended up to 5 years. The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).When it is reasonably certain to exercise extension option and not to exercise termination option, the Company includes such extended term and ignore termination option in determination of lease term.

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The Company has taken indicative rates from its bankers and used them for Ind AS 116 calculation purposes.

(iii) Impairment of non- financial assets including ROU

Non-financial assets are reviewed for impairment, whenever events or changes in circumstances (including modification of the lease term) indicate that the carrying amount of such assets may not be recoverable. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). The calculation of value in use and fair value involves use of significant estimates and assumptions, which includes turnover, growth rates and net margins used to calculate projected future cash flows, risk adjusted discount rate, future economic and market conditions.

(iv) Estimation of defined benefit obligation

Defined benefit plans (gratuity benefits)

The Company's obligation on account of gratuity and compensated absences is determined based on actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, these liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

Further details about gratuity obligations are given in note 34 in the "*Restated Financial Statements"* on page 244.

(v) Revenue Recognition

Timing of 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 has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer. The disclosures of significant accounting judgements, estimates and assumptions relating to revenue from contracts with customers are provided in Note 2.2 in the "*Restated Financial Statements"* on page 198.

Sale of goods

Revenue from sale of all types of goods is recognised at the point in time when control of the asset is transferred to the customer, based on delivery terms. The normal credit term is 30to 90 days upon delivery. 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 for the sale of goods, the Company considers the effects of variable consideration, non-cash consideration, and consideration payable to the customer (if any).

Variable consideration

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some contracts provide customers with a right of return the goods within a specified period. The Company also provides retrospective volume rebates to certain customers once the quantity of goods purchased during the period exceeds the threshold specified in the contract. The rights of return and volume rebates give rise to variable consideration.

Transaction with related party/s

The Company has determined that the transaction with related parties is at arm's length based on the transfer pricing study conducted by an independent external expert.

(a) 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 financial statements were 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.

(b) Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations and the amount and timing of future taxable income. Given the wide range of business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates, for possible consequences of audits by the tax authorities of the respective countries in which it operates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the Company's domicile.

Further details on taxes are disclosed in note 29 in the "*Restated Financial Statements"* on page 236.

(c) Exceptional items:

Certain occasions, the size, type or incidence of an item of income or expense, pertaining or the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial instruments

(d) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements 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 financial instruments. See Note 35 in the "*Restated Financial Statements"* on page 250.

Summary of significant accounting policies

The accounting policies set out below used for the preparation of Special Purpose Restated Ind-AS Financial Statements as at and for the six month period ended September 30, 2021 have been applied consistently to the periods presented in the Restated Financial Information.

(a) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised in normal operating cycle or within twelve months after the reporting period or
- Cash or cash equivalents 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 or due to be settled within twelve months after the reporting period.
- 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.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified period of twelve months as its operating cycle.

(b) Foreign currencies:

The Company's financial statements are presented in INR, which is also the Company's functional currency. For each entity the Company determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rates at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate.

Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognised as income or expense in the period in which they arise. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value denominated in a foreign currency, are translated using the exchange rate at the date when such fair value was determined. The gain or loss arising on translation of non-monetary items is recognised in line with the gain or loss of the item that gave rise to translation difference (i.e. translation difference on items whose gain or loss is recognised in other comprehensive income or the statement of profit and loss is also recognised in other comprehensive income or the statement of profit and loss respectively)

(c) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements 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 financial instruments. Refer Note 35 in the "*Restated Financial Statements"* on page 250.

(d) Revenue recognition

To determine whether the Company should recognize revenues, the Company follows 5-step process:

A. identifying the contract, or contracts, with a customer

B. identifying the performance obligations in each contract

C. determining the transaction price

D. allocating the transaction price to the performance obligations in each contract.

E. recognizing revenue when, or as , we satisfy performance obligations by transferring the promised goods or services.

Revenue is recognised when the Company transfers promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods and services. In this regard, revenue is recognised when:

(i) The parties to the contract have approved the contract (in writing, orally, or in accordance with other customary business practices) and are committed to perform their respective obligations;

(ii) The entity can identify each party's rights regarding the goods or services to be transferred;

(iii) The entity can identify the payment terms for the goods or services to be transferred;

(iv) The contract has commercial substance (that is, the risk, timing, or amount of the entity's future cash flows is expected to change as a result of the contract);and

(v) It is probable that the entity will collect substantially all of the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer.

Revenue is measured at the fair value of the consideration received or receivable, considering contractually defined terms of payment, and excluding variable considerations such as volume or cash discounts and taxes or duties collected on behalf of the government.

Accrual for sales returns is provided at the point of sale, based upon past experience. Adjustments to such returns is made as new information becomes available.

A contract liability is an entity's obligation to transfer goods or services to a customer for which the entity has received consideration (or the amount is due) from the customer and presented as 'Deferred revenue'. Advance payments received from customers for which no services have been rendered are presented as 'Advance from customer's'.

Unbilled revenues are classified as a financial asset where the right to consideration is unconditional upon passage of time.

Principal VS Agent

Revenue is reported on a gross or net basis based on management's assessment of whether the Company is acting as a principal or agent in the transaction. The determination of whether the Company act as a principal or an agent in a transaction is based on an evaluation of whether the goods or services are controlled prior to transfer to the customer.

Any third-party costs related to such direct relationships are recognized as direct cost of revenues.

Accounts receivable

Accounts receivable are recorded at the original invoice amount, less an estimate made for doubtful accounts, if any. The Company provides an allowance for doubtful accounts for potential credit losses based on its evaluation of the collectability and the customers' creditworthiness. Accounts receivable are written off when they are determined to be uncollectible.

(e) Income Taxes

Income tax expense comprises current tax expenses and net change in the deferred tax assets or liabilities during the period. Current and deferred taxes are recognized in the Consolidated statement of profit and loss, except when they relate to item that are recognized in Other comprehensive income or directly in Equity, in which case, the current and deferred tax are also recognized in Other comprehensive income or directly in Equity respectively.

(f) Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income- Tax Act, 1961 enacted in India and tax laws prevailing in respective tax jurisdictions where the Group operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

- In respect of taxable temporary differences associated with investments in subsidiaries and interests in joint ventures when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences and the carry forward of any unused tax losses.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

- In respect of deductible temporary differences associated with investments in subsidiaries and interests in joint ventures deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period/year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. Acquired deferred tax benefits recognised within the measurement period reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date. If the carrying amount of goodwill is zero, any remaining deferred tax benefits are recognised in OCI/ capital reserve depending on the principle applicable for bargain purchase gains. All other acquired tax benefits realised are recognised in profit and loss.

Minimum Alternate Tax (MAT) paid in accordance with Income-tax Act, 1961 for entities in India, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset in the restated balance sheet when it is highly probable that the future economic benefit associated with it will flow to the Group having reasonable certainty that it can be utilized against the normal taxes payable under the Income-tax Act, 1961.

(g) Property, plant and equipment

Property and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

After initial recognition, property and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. The carrying values of property and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. The cost of an item of property and equipment is recognized as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The cost includes the cost of replacing part of the property and equipment and borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying property and equipment.

The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

Property and equipment are eliminated from financial statements, either on disposal or when retired from active use. Losses arising in case of retirement of Property and equipment and gains or losses arising from disposal of Property and equipment are recognised in statement of profit and loss in the period of occurrence.

The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year and adjusted prospectively, if appropriate. Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets. Useful lives used by the Company are same as prescribed rates prescribed under Schedule II of the Companies Act 2013. The range of useful lives of the property, plant and equipment are as follows:

Particulars	Useful Lives
Buildings	30 years
Plant and Equipments	15 years
Computer Software	5 years
Computers	3 years
Motor cars	8 years
Furniture & Fixtures	10 years

Particulars	Useful Lives
Office Equipments	5 years

(h) Intangible Assets

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the asset can be measured reliably. Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding the amount at which development cost is capitalised are not capitalised and the related expenditure is charged to Statement of profit or loss in the period in which the expenditure is incurred. Developed Technology/ Software and Non- Compete acquired in a business combination are recognised at fair value at the acquisition date.

Intangible assets are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

Company amortises intangible assets over the period of 3 to 10 years, as the Company expects to generate future benefits from the given assets for a period of 3 to10 years.

The amortization expense on intangible assets is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

(i) Investment properties

Investment properties comprise portions of office buildings and residential premises that are held for long-term rental yields and/or for capital appreciation. Investment properties are initially recognised at cost. Subsequently investment property comprising of building is carried at cost less accumulated depreciation and accumulated impairment losses.

The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment property are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit and loss as incurred.

Depreciation on building is provided over the estimated useful lives as specified in Schedule II to the Companies Act, 2013. The residual values, useful lives and depreciation method of investment properties are reviewed, and adjusted on prospective basis as appropriate, at each financial year end. The effects of any revision are included in the statement of profit and loss when the changes arise.

Though the group measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes.

Investment properties are derecognised when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal.

The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the statement of profit and loss in the period of de-recognition.

(j) 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 or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company's of assets. When the carrying amount of an asset or CGU 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 assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

The impairment calculations are based on detailed budgets and forecast calculations for each of the Company's CGUs covering a period of five years and applying a long-term growth rate to project future cash flows after the fifth year.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses of operations are recognised in the statement of profit and loss.

At each reporting date if there is an indication that previously recognised impairment losses no longer exist or have decreased, the Company estimates the asset's or CGU's recoverable amount . A previously recognised impairment loss is reversed in the statement of profit and loss only to the extent of lower of its recoverable amount or carrying amount net of depreciation considering no impairment loss recognised in prior years only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised.

(k) Borrowing costs:

(a) Borrowing costs that are attributable to the acquisition, construction, or production of a qualifying asset are capitalised as a part of the cost of such asset till such time the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time (generally over twelve months) to get ready for its intended use or sale.

(b) All other borrowing costs are recognised as expense in the period in which they are incurred.

(l) Leases

The Group evaluates at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as Lessee

The Company's leased assets consist of leases for Buildings. The Company assesses whether a contract contains 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 in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

A. the contract involves the use of an identified asset

B. the Company has substantially all the economic benefits from use of the asset through the period of the lease and

C. the Company has the right to direct the use of the asset

The Company determines the lease term as the non-cancellable period of a lease, together with periods covered by an option to extend the lease, where the Company is reasonably certain to exercise that option.

The Company at the commencement of the lease contract recognizes a Right-of-Use (ROU) asset at cost and corresponding lease liability, except for leases with term of less than twelve months (short term leases) and low-value assets. 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 lease term.

The cost of the ROU assets comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease plus any initial direct costs, less any lease incentives received. Subsequently, the ROU assets are measured at cost less any accumulated depreciation and accumulated impairment losses, if any. ROU asset are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of ROU assets. The estimated useful lives of ROU assets are determined on the same basis as those of property and equipment.

The Company applies Ind-AS 36 to determine whether a ROU asset is impaired and accounts for any identified impairment loss as described in the impairment of non-financial assets above.

For lease liabilities at the commencement of the lease, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate is readily determined, if that rate is not readily determined, the lease payments are discounted using the incremental borrowing rate that the Company would have to pay to borrow funds, including the consideration of factors such as the nature of the asset and location, collateral, market terms and conditions, as applicable in a similar economic environment.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

The Company recognizes the amount of the re-measurement of lease liability as an adjustment to the right-of-use assets. Where the carrying amount of the right of-use assets is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognizes any remaining amount of the re-measurement in statement of income.

Lease liability payments are classified as cash used in financing activities in the statement of cash flows.

Short-term leases and leases of low-valued assets

The Company applies the short-term lease recognition exemption to its short-term leases of lease hold land (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment’s that are low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense in statement of profit and loss.

(m) Corporate Social Responsibility (CSR) Expenditure

CSR expense is recognized as it is incurred by the Group or when Group has entered into any legal or constructive obligation for incurring such an expense.

(n) Provisions , Contingent liabilities, Contingent assets and Commitments:

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 a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss.

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 balance sheet date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only 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 arises from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is disclosed, where an inflow of economic benefits is probable.

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

(o) Retirement and other employee benefits

Retirement benefit in the form of provident fund, pension fund and superannuation fund are defined contribution schemes. The Company has no obligation, other than the contribution payable to such schemes. The Company recognises contribution payable to such schemes as an expense, when an employee renders the related service.

The Company's obligation on account of gratuity is determined based on actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, these liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The Company recognizes the service costs comprising current service costs and net interest expense or income in the net defined benefit obligation as an expense in the statement of profit and loss

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

The Company operates a defined benefit gratuity plan, which requires contributions to be made to a separately administered fund. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. Liability for gratuity as at the year-end is provided on the basis of actuarial valuation.

Re-measurement, comprising of actuarial gains and losses and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit and loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

Short-term employee benefits

All employee benefits which are due within twelve months of rendering the services are classified as short-term employee benefits. Benefits such as salaries, wages, short term compensated absences, etc. and the expected cost of bonus, ex-gratia are recognised in the period in which the employee renders the related service. All short-term employee benefits are accounted on undiscounted basis during the accounting period based on services rendered by employees.

(p) 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.

(q) Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following broad categories:

- Financial assets at amortized cost
- Financial assets at fair value through OCI (FVOCI)
- Financial assets, derivatives and at fair value through profit and loss (FVTPL)

When assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e. fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

Financial Asset at Amortised Cost

A financial asset that meets the following two conditions is measured at amortised cost (net of any write down for impairment) unless the asset is designated at fair value through profit and loss under fair value option.

- **Business model test:** The objective of the Company's business model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realize its fair value changes).

- **Cash flow characteristics test:** 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.

Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. 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 in finance income in the profit and loss. The losses arising from impairment are recognised statement of profit and loss. This category generally applies to trade and other receivables

Financial Asset at Fair Value through OCI (FVTOCI)

A financial asset that meets the following two conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit and loss under fair value option.

- **Business model test:** The financial asset is held within a business model whose objective is achieved by both collected contractual cash flows and selling financial instruments.

- **Cash flow characteristics test:** 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 Asset at Fair Value through Profit and Loss (FVTPL)

FVTPL is a residual category for Company's investment instruments. Any instruments which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

All investments (except investment in associate and joint venture) included within the FVTPL category are measured at fair value with all changes recognized in the Profit and Loss

In addition, the Company may elect to designate an instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Derecognition

When the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; It evaluates if and to what extent it has retained the risks and rewards of ownership.

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised when:

(a) The rights to receive cash flows from the asset have expired, or

(b) Based on above evaluation, either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

(a) Trade receivables that result from transactions that are within the scope of Ind AS 18

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12- month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument

- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/ expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost, trade receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. 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.

(i) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or at amortised cost, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Company's financial liabilities include trade payables, lease obligations, and other payables.

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. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

The Company has not designated any financial liability as at fair value through profit and loss.

Financial liabilities at amortised cost

After initial recognition, interest-bearing loans and borrowings and other payables are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised 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 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 statement of profit and loss.

(ii) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet 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.

(iii) Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

(r) Segment Accounting

The Board of Directors of the Company performs the function of allotment of resources and assessment of performance of the Company. Considering the level of activities performed, frequency of their meetings and level of finality of their decisions, the Company has identified that Chief Operating Decision Maker function is being performed by the Managing Director. The financial information presented to the Board in the context of results and for the purposes of approving the annual operating plan is on a consolidated basis for various products of the Company. As the Company's business activity fails within a single business segment, the financial statement are reflective of the information required by Ind AS 108 "Operating Segments".

(s) Cash and cash equivalents

Cash and cash equivalent in the balance sheet 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 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.

(t) Dividend distribution to equity holders

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. A distribution in case of final dividend is authorised when it is approved by the shareholders. A corresponding amount is accordingly recognised directly in equity. In case of interim dividend it is authorised when it is approved by the Board of Directors.

(u) Foreign currencies:

The Company's financial statements are presented in INR, which is also the Company's functional currency. For each entity the Company determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rates at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate.

Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognised as income or expense in the period in which they arise. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value denominated in a foreign currency, are translated using the exchange rate at the date when such fair value was determined. The gain or loss arising on translation of non-monetary items is recognised in line with the gain or loss of the item that gave rise to translation difference (i.e. translation difference on items whose gain or loss is recognised in other comprehensive income or the statement of profit and loss is also recognised in other comprehensive income or the statement of profit and loss respectively)

(v) 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 adjusted for bonus elements and share split in equity shares, if any, issued during the period/year. The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a right issue, shares split and reserve share splits (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders after taking into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

Income and Expenditure

Our income and expenditure is reported in the following manner:

Income: Our income comprises of revenue from operations and other income.

Revenue from operations

Our revenue from operations comprises of revenue from sale of products as well as other income. Sale of products consists of export sales and domestic sales.

Revenue from operations is disclosed net of excise duty and sales tax.

Other income

Other income primarily consists of interest income, insurance claim received, export incentive, foreign currency fluctuation gain and deferred creditors.

Expenses: Our expenses comprises of cost of raw materials, components and stores consumed, (increase)/ decrease in inventories, employee benefits expense and other expenses.

Cost of raw materials, components and stores consumed

Our cost of raw materials, components and stores consumed primarily consists of purchases and purchases research and development.

(Increase)/ decrease in inventories

(Increase)/decrease in inventories consists of finished goods, work-in-progress.

Employee benefits expense

Employee benefits expense consists of salaries, wages, allowances and bonus, salaries, wages, allowances and bonus paid to the R&D department, contribution to employee benefit funds and staff welfare expenses.

Other expenses

Other expenses primarily consist of jobwork charges, hel majuri expenses, stores and spares consumed, packing materials, power and fuel, laboratory expenses, pollution control expenses, repairs to machinery, commission, sales promotion expenses, travelling expenses, rates and taxes, insurance premium, motor car expenses, printing & stationery, telephone expenses, payments to auditor, donation, security charges, subscription expenses and other expenses.

Results of operations

Particulars	**Six month period ended September 30, 2021**		**Fiscal 2021**		**Fiscal 2020**		**Fiscal 2019**	
	(₹ in million)	**(% of Total income)**	**(₹ in million)**	**(% of Total income)**	**(₹ in million)**	**(% of Total income)**	**(₹ in million)**	**(% of Total income)**
Income								
Revenue from operations	2,248.00	97.71	3,853.66	97.26	3,116.44	96.57	2,778.40	97.19
Other income	52.61	2.29	108.56	2.74	110.69	3.43	80.22	2.81
Total Income	**2,300.61**	**100.00**	**3,962.21**	**100.00%**	**3,227.13**	**100.00%**	**2,858.62**	**100.00%**
Expenses								

Particulars	Six month period ended September 30, 2021		Fiscal 2021		Fiscal 2020		Fiscal 2019	
	(₹ in million)	**(% of Total income)**	**(₹ in million)**	**(% of Total income)**	**(₹ in million)**	**(% of Total income)**	**(₹ in million)**	**(% of Total income)**
Cost of raw materials, components and stores consumed	883.61	38.41	1,405.71	35.48	1,523.84	47.22	1,460.72	51.10
(Increase)/ decrease in inventories	(51.80)	(2.25)	(124.45)	(3.14)	(138.95)	(4.31)	8.04	0.28
Employee benefits expense	177.80	7.73	327.61	8.27	255.91	7.93	189.71	6.64
Other expenses	304.33	13.23	571.83	14.43	491.82	15.24	472.54	16.53
Total Expenses	**1,313.94**	**57.11**	**2,180.70**	55.04	**2,132.62**	**66.08**	**2,131.01**	**74.55**
Earnings before Interest, Tax, Depreciation and Amortization	**986.66**	**42.89**	**1,781.51**	**44.96**	**1,094.52**	**33.92**	**727.61**	**25.45**
Depreciation and amortization expense	49.40	2.15	66.78	1.69	63.76	1.98	54.35	1.90
Finance costs	20.32	0.88	40.80	1.03	68.49	2.12	102.22	3.58
Restated Profit before tax	**916.95**	**39.86**	**1,673.93**	42.25	**962.27**	29.82	**571.04**	19.98
Tax expense								
Current Tax	213.29	9.27	430.22	10.86	250.73	7.77	170.00	5.95
Deferred tax	44.07	1.92	5.43	0.14	(22.49)	(0.70)	6.79	0.24
Short/Excess Provision of tax of earlier years								
Total tax expense	**257.36**	**11.19**	**435.65**	**11.00**	**228.24**	**7.07**	**176.79**	**6.18**
Restated profit for the year	**659.59**	**28.67**	**1,238.28**	**31.25**	**734.03**	**22.75**	**394.24**	**13.79**
Other comprehensive income								
(A)Items that will not to be reclassified to profit or loss in subsequent periods:								
(a)(i) Re-measurement gains/ (losses) on defined benefit plans	(0.50)	(0.02)	(1.66)	(0.04)	(2.84)	(0.09)	(2.32)	(0.08)
(ii) Income tax relating to above	0.13	0.01	0.42	0.01	0.71	0.02	0.58	0.02
(b)(i) Net fair value gain/(loss) on	-	-	-	-	-	-	-	-

Particulars	Six month period ended September 30, 2021		Fiscal 2021		Fiscal 2020		Fiscal 2019	
	(₹ in million)	(% of Total income)	(₹ in million)	(% of Total income)	(₹ in million)	(% of Total income)	(₹ in million)	(% of Total income)
investments in equity through OCI								
(B)Items that will be reclassified to profit or loss in subsequent periods	-	-	-	-	-	-	-	-
(a)(i) Exchange differences on translation of foreign operations	-	-	-	-	-	-	-	-
Other comprehensive income ('OCI')	**(0.37)**	**(0.02)**	**(1.24)**	0.03	**(2.12)**	(0.07)	**(1.74)**	(0.06)
Total comprehensive income for the year (comprising profit and OCI for the year)	**659.22**	**28.65**	**1,237.05**	31.22	**731.91**	22.67	**392.51**	13.73
Earnings per equity share								
Basic (₹)	9.01	-	16.92	-	10.03	-	5.39	-
Diluted(₹)	9.01	-	16.92	-	10.03	-	5.39	-

Six month period ended September 30, 2021

Income

Revenue from operations

Our revenue from operations was ₹ 2,248.00 millions, in the six month period ended September 30, 2021. This comprised of export sale of ₹ 1,776.55 million, domestic sale of ₹ 696.62 million, in the six month period ended September 30, 2021. Our revenue from operations is disclosed net of GST of ₹ (225.17) million, in the six month period ended September 30, 2021.

Other income

Our other income was ₹ 52.61 million, in the six month period ended September 30, 2021. This primarily comprised of interest income of ₹ 28.61 million, duty drawback received of ₹ 14.19 million and foreign currency fluctuation gain of ₹ 8.80 million, in the six month period ended September 30, 2021.

Expenses

Our total expenses was ₹ 1,313.94 million in the six month period ended September 30, 2021. This was primarily attributable to the following

<u>Cost of raw materials, components and stores consumed</u>

Our cost of material consumed was ₹ 883.61 million in the six month period ended September 30, 2021.

(Increase)/ Decrease in inventories

(Increase)/decrease of inventories of finished goods was ₹ (51.80) million in the six month period ended September 30, 2021.

Employee benefits expense

Our employee benefits expense was ₹ 177.80 million in the six month period ended September 30, 2021.
Other expenses

Our other expenses was ₹ 304.33 million in the six month period ended September 30, 2021. This was primarily due to (i) ₹ 40.03 million in power and fuel expenses, (ii) ₹ 65.59 million in sales promotion expenses, iii) ₹ 6.82 million in legal and professional fees (iv) ₹ 5.30 million in CSR expenses, (v) ₹ 49.50 million in expenses on account of repairs to machinery , (vi) ₹ 137.09 million in other expenses, in the six month period ended September 30, 2021.

Total tax expense

Our total tax expense was ₹ 257.36 million in the six month period ended September 30, 2021.

Restated profit for the year

Due to the factors discussed above, our restated profit was ₹659.59 million in the six month period ended September 30, 2021.

Total comprehensive income for the period

Our total comprehensive income for the period was ₹659.22 million in the six month period ended September 30, 2021.

Earnings before Interest, Taxes, Depreciation and Amortization (EBITDA)

Our EBITDA for the period was ₹ 986.66 million in the six month period ended September 30, 2021.

Fiscal 2021 compared to Fiscal 2020

Income

Revenue from operations

Our revenue from operations increased by 23.66% to ₹ 3,853.66 million in Fiscal 2021 from ₹ 3,116.44 million in Fiscal 2020. This was primarily due to an increase in revenue from sale of products. Increased revenue arose primarily from an increase in export sales, particularly to the Europe, Latin America and Rest of Asia.

Other income

Our other income decreased by 1.92% to ₹ 108.56 million in Fiscal 2021 from ₹ 110.69 million in Fiscal 2020. This was primarily due to a decrease in export incentive.

Our total income increased by 22.78% to ₹ 3,962.21 million as of March 31, 2021 from ₹ 3,227.13 million as of March 31, 2020 primarily due to higher sales volumes, increase in selling prices and penetration in newer markets for our products.

Expenses

Our total expenses increased by 2.25% to ₹ 2,180.70 million in Fiscal 2021 from ₹ 2,132.62 million in Fiscal 2020. This was primarily due to increase in employee benefits expense and other expenses as compared to Fiscal 2020.

Cost of raw materials, components and stores consumed

Our cost of material consumed decreased by 7.75% to ₹ 1,405.71 million in the Fiscal 2021 from ₹ 1,523.84 million in Fiscal 2020. This was primarily on account of higher closing stock of finished goods in Fiscal 2020 and the increase in sales was driven by increase in selling price

(Increase)/ Decrease in inventories

Our inventories of finished goods and work in progress, increased by 10.44% to ₹ (124.45) million in Fiscal 2021 from ₹ (138.95) million in Fiscal 2020. This was primarily due to an increase in closing stock of goods under progress and finished goods stock, driven by customer demand for the Fiscal 2022.

Employee benefits expense

Our employee benefits expense increased by 28.01% to ₹ 327.61 million in Fiscal 2021 from ₹ 255.91 million in Fiscal 2020. This was primarily on account of increases in salaries, wages and bonus on account of increase in employee strength, including appointment of managerial staff at the Main plant at Lote and payment of special covid incentive to employees.

Other expenses

Our other expenses increased by 16.27% to ₹ 571.83 million in Fiscal 2021 from ₹ 491.82 million in Fiscal 2020. This was primarily due to (i) an increase of ₹ 31.32 million in fuel,oil and lubricant consumed to meet increased production needs, (ii) an increase of ₹ 11.97 million in expenses on account of stores and spares consumed to meet increased production needs, (iii) an increase in sales promotion expenses of ₹84.25 million due to increase in distribution expenses on account of increase in freight cost(iv) an increase in legal and professional fees of ₹ 8.22 million towards consultancy for regulatory audits and manpower recruitment fees, (v) an increase in CSR expenses of ₹ 3.72 million as required by Section 135 of Companies Act, 2013 and (vi) an increase of ₹ 6.68 million in other expenses.

Total tax expense

Our total tax expense increased by 90.87% to ₹ 435.65 million in Fiscal 2021 from ₹ 228.24 million in Fiscal 2020. Increase in tax expense is on account of higher taxable income.

Restated profit for the year

Due to the factors discussed above, our restated profit for the year increased by 68.70% to ₹ 1,238.28 million in Fiscal 2021 from ₹ 734.03 million in Fiscal 2020.

Total comprehensive income for the period

Our total comprehensive income increased by 69.02 % to ₹ 1,237.05 million in Fiscal 2021 from ₹ 731.91 million in Fiscal 2020.

Assets

Our total assets increased by 32.52% to ₹ 4,458.24 million as of March 31, 2021 from ₹ 3,364.30 million as of March 31, 2020, primarily due to an increase in our capital work in progress and increase in our inventory.

Fiscal 2020 compared to Fiscal 2019

Income

Revenue from operations

Our revenue from operations increased by 12.17% to ₹ 3,116.44 million in Fiscal 2020 from ₹ 2,778.40 million in Fiscal 2019. This was primarily due to an increase in revenue from sale of products. Increased revenue arose primarily from an increase in export sales, particularly to the China, Cambodia, Europe and Rest of Asia.

Other income

Our other income increased by 37.98% to ₹ 110.69 million in Fiscal 2020 from ₹ 80.22 million in Fiscal 2019. This was primarily due to an increase in interest income, product focus marketing incentive, duty drawback received, miscellaneous income, deferred security deposit (liability) and deferred creditors.

Our total income increased by 12.89% to ₹ 3,227.13 million as of March 31, 2020 from ₹ 2,858.62 million as of March 31, 2019 primarily due to higher sales volumes, increase in selling prices and penetration in newer markets for our products

Expenses

Our total expenses increased by 0.08% to ₹ 2,132.62 million in Fiscal 2020 from ₹ 2,131.01 million in Fiscal 2019. This was primarily due to increase in inventories as compared to Fiscal 2019.

Cost of raw materials, components and stores consumed

Our cost of material consumed increased by 4.32% to ₹ 1,523.84 million in the Fiscal 2020 from ₹ 1,460.72 million in Fiscal 2019. This was primarily due to an increase in the costs of raw materials consumed, driven by our increased manufacturing volumes as a result of new product launches and increased demand for API.

(Increase)/ Decrease in inventories

Our inventories of finished goods and work in progress, increased by 1,828.23% to ₹ (138.95) million in Fiscal 2020 from ₹ 8.04 million in Fiscal 2019. This was primarily due to an increase in closing stock of goods under progress and finished goods stock, driven by customer demand for the month of April 2020.

Employee benefits expense

Our employee benefits expense increased by 34.89 % to ₹ 255.91 million in Fiscal 2020 from ₹ 189.71 million in Fiscal 2019. This was primarily on account of increases in salaries, wages and bonus on account of increase in employee strength, including appointment of Chief Financial Officer and Chief Operating Officer and payment of special covid incentive to employees.

Other expenses

Our other expenses increased by 4.08% to ₹ 491.82 million in Fiscal 2020 from ₹ 472.54 million in Fiscal 2019. This was primarily due to (i) an increase of ₹ 9.08 million in power and fuel expenses to meet increased production needs, (ii) an increase of ₹ 10.24 million in expenses on account of repairs to machinery due to routine maintenance work at plant, (iii) an increase in sales promotion expenses of ₹18.26 million due to increase in distribution expenses on account of increase in volume (iv) an increase in legal and professional fees of ₹ 10.74 million towards consultancy for regulatory audits and manpower recruitment fees, (v) an increase in CSR expenses of ₹ 5.77 million as required by Section 135 of Companies Act, 2013 and (vi) an increase of ₹ 1.71 million in other expenses.

Total tax expense

Our total tax expense increased by 29.10% to ₹ 228.24 million in Fiscal 2020 from ₹ 176.79 million in Fiscal 2019. Increase in tax expense is on account of increase in total expense due to higher taxable income.

Restated profit for the year

Due to the factors discussed above, our restated profit for the year increased by 86.19% to ₹ 734.03 million in Fiscal 2020 from ₹ 394.24 million in Fiscal 2019.

Total comprehensive income for the period

Our total comprehensive income increased by 86.47% to ₹ 731.91 million in Fiscal 2020 from ₹ 392.51 million in Fiscal 2019.

Assets

Our total assets increased by 32.95% to ₹ 3,364.30 million as of March 31, 2020 from ₹ 2,530.52 million as of March 31, 2019, primarily due to an increase in our fixed deposits (cash surplus generated from operation was parked in fixed deposits) and increase in our inventory.

Other Key Financial Ratios

Financial performance indicators	Six month period ended September 30, 2021	Fiscal 2021*	Fiscal 2020*	Fiscal 2019*
Basic/Diluted Earnings per Equity Share	9.01	16.92	10.03	5.39
Net Asset Value per Equity Share (basic) / Diluted	45.76	36.75	20.39	12.82
Export Sales as % of Gross Sales	71.83%	76.27%	71.46%	70.76%
Cost of raw materials, components and stores consumed as % of Revenue from Operations	39.31%	36.48%	48.90 %	52.57%
EBITDA as % of Total Income	42.89%	44.96%	33.92%	25.45%

Notes:
**These ratios represent non-GAAP measures; see "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation" on page 15.*

Liquidity and Capital Resources

We fund our operations primarily with cash flow from operating activities and borrowings under term loan and working capital facilities from banks and financial institutions. We evaluate our funding requirements regularly in light of our cash flow from our operating activities and market conditions. To the extent we do not generate sufficient cash flow from operating activities, we may rely on debt financing activities, subject to market conditions.

Cash Flows

The table below summarises our cash flows from our Restated Financial Statements of cash flows for the years indicated:

(In ₹ million)

	Six month period ended September 30, 2021	Fiscal 2021	Fiscal 2020	Fiscal 2019
Net cash flow from operating activities	158.49	799.30	1,160.62	486.72
Net cash flow used in investing activities	(96.28)	(474.10)	(245.25)	48.32
Net cash flows used in financing activities	17.90	(149.31)	(292.30)	(497.15)
Net increase/(decrease) in cash and cash equivalents	80.12	175.88	623.07	37.88
Cash and cash equivalents at the end of the previous period	922.93	747.05	123.98	86.09
Cash and cash equivalents at the end of the reporting period	**1,003.05**	**922.93**	**747.05**	**123.98**

Operating *Activities*

Six month period ended September 30, 2021

Our net cash flow from operating activities was ₹ 158.49 million, in the six month period ended September 30, 2021.Our operating cash profit before working capital changes was ₹ 955.46 million, in the six month period ended September 30, 2021, which was primarily adjusted by income tax payment of ₹ (183.77) million, an increase in trade payables of ₹ 50.95 million, a increase in trade receivables of ₹ (106.46) million, partially offset by increases in other current assets of ₹ (189.00) million and increasein loans and advances of ₹ (0.49) million.

Fiscal 2021

Our net cash flow from operating activities was ₹ 799.30 million in Fiscal 2021. Our operating cash profit before working capital changes was ₹ 1,726.99 million in Fiscal 2021, which was primarily after income tax payment of ₹(299.94) million, , an increase in trade receivables of ₹(212.60) million, an increase in inventory of ₹ (230.22) million, increase in other current assets to ₹ (63.91) million and decrease in other current liabilities of (143.25) million.

Fiscal 2020

Our net cash flow from operating activities was ₹ 1,160.62 million in Fiscal 2020. Our operating cash profit before working capital changes was ₹ 1,064.66 million in Fiscal 2020, which was primarily adjusted by income tax payment of ₹ (270.05) million, and increase in trade payables of ₹ 52.64 million, an decrease in trade receivables of ₹ 74.65 million, and decrease in loans and advances to ₹ 98.87 million.

Fiscal 2019

Our net cash flow from operating activities was ₹ 486.72 million in Fiscal 2019. Our operating profit before working capital changes was ₹ 695.64 million in Fiscal 2019, which was primarily adjusted by income tax payment of ₹ (140.94) million, an increase in trade payables of ₹ 23.76 million, a increase in trade receivables of ₹ (65.51) million, partially offset by increases in loans and advances of ₹ (116.35) million.

Investing Activities

Six month period ended September 30, 2021

Net cash flow used in investing activities was ₹ (96.28) million in six month period ended September 30, 2021.This was driven by purchase of fixed assets.

Fiscal 2021

Net cash flow used in investing activities was ₹ 474.10 million in Fiscal 2021. This was driven by purchase of fixed assets.

Fiscal 2020

Net cash flow used in investing activities was ₹ (245.25) million in Fiscal 2020. This was driven by purchase of fixed assets.

Fiscal 2019

Net cash flow generated from investing activities was ₹ 48.32 million in Fiscal 2019. This was driven by sale of fixed assets of ₹ 117.09 million and adjusted by purchase of fixed assets of ₹ (69.45) million and sale of investments of ₹ 0.68 million.

Financing Activities

Six month period ended September 30, 2021

Net cash flow generated from financing activities was ₹ 17.90 million in the six month period ended September 30,2021. This was primarily due to increase in short term borrowings of ₹ 8.61 million, finance costs of ₹ (19.32) million and interest income of ₹ 28.61 million.

Fiscal 2021

Net cash flow used in financing activities was ₹ (149.31) million in Fiscal 2021. This was primarily due to decrease in short term borrowings of ₹ 96.88 million, finance costs of ₹ 38.74 million, decrease in long term borrowings of ₹ (23.93) million and interest income of ₹ 49.79 million.

Fiscal 2020

Net cash flow used in financing activities was ₹ (292.30) million in Fiscal 2020. This was primarily due to decrease in long term borrowings of ₹(57.43) million, decrease in short term borrowing of ₹ (18.85) million, finance costs of ₹ (61.29) million, dividend expenses of ₹ (176.46) million and interest income of ₹ 21.73 million.

Fiscal 2019

Net cash flow used in financing activities was ₹(497.15) million in Fiscal 2019. This was primarily due to decrease in long term borrowings of ₹ (271.94) million, decrease in short term borrowings of ₹ (133.41) million finance costs of ₹ (98.04) million and interest income of ₹ 6.24.

Capital Expenditure

In the six month period ended September 30, 2021 and Fiscals 2021, 2020 and 2019, our capital expenditure was ₹ 1,450.87 million, ₹ 956.56 million, ₹ 929.53 million and ₹ 805.19 million, respectively. The following table sets forth sthe factory land (Lote+Ambernath), factory land (Swastik Industries), factory building, office premises, plant and machinery, electrical fittings, furniture & fixtures, laboratory equipments, office equipment, air conditioners, books, product registration, computer, computer software, motor car, by category of expenditure, for the periods indicated below:

(₹ million)

Particulars	Six month period ended September 30, 2021	Fiscal 2021	Fiscal 2020	Fiscal 2019
Factory land (Lote+Ambernath)	92.45	77.86	28.58	20.96
Factory building	241.97	249.15	258.18	239.89
Office premises		-	-	-
Plant and machinery,	937.03	498.54	528.28	443.43
Electrical fittings	55.21	33.37	39.03	39.40
Furniture & fixtures	33.35	27.01	15.26	10.06
Laboratory equipments	31.81	30.67	33.44	31.55
Office equipment	25.54	4.04	3.76	2.80
Air conditioners,	1.61	1.52	0.91	1.25
Books	0.71	0.74	0.62	0.46
Computer	8.11	8.23	3.90	3.13
Motor car	23.07	25.42	17.56	12.26

Borrowings and Indebtedness

As of September 30, 2021, the total borrowings of our Company is as set out below.

(In ₹ million)

Particulars	September 30, 2021
Non-current borrowings	
(a) Secured	
Term Loans from Banks	-
Total non-current borrowings (a + b)	**-**
Current Borrowings	
(a) Secured	
Working Capital Loans from Banks	699.63
(a) Unsecured	
Loan from Directors	10.27
Other financial liabilities	-
Total current borrowings	**709.91**

The table below summarises the maturity profile of our Total Borrowings as of September 30, 2021:

(In ₹ million)

As at September 30 , 2021	Less than one year	1 to 5 years	Total
Vehicle loan	-	-	-
Retention Creditors	**5.15**	-	**5.15**
Deposit	-	-	-
Trade payables	561.04	-	**561.04**
Other financial liabilities	-	-	-

For further details regarding our indebtedness, see "*Financial Indebtedness*" and "*Restated Financial Statements*" on pages 296 and 188, respectively.

Related Party Transactions

We have in the past engaged, and in the future may engage, in transactions with related parties. Such transactions could be for, among other things, job work/reimbursement of labour, purchase of assets, director's remuneration, salary, loan taken and loan repaid. As at September 30, 2021, our related party transactions in the restated financial statements amounted to ₹ 80.92 million. For further details of our related party transactions in accordance with the requirements under Ind AS 24 issued by the ICAI, see "*Restated Financial Statements"* beginning on page 188.

Contingent Liabilities

As of September 30 , 2021, the contingent liabilities, are as set out in the table below:

(₹ in million)

Particulars	As at September 30 , 2021
Bank guarantees	9.61
Disputed income tax, sales tax, service tax and GST demand	
i) Pending before commissioner	6.55
Total	**16.16**

Off-Balance Sheet Items

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that we believe are material to investors.

Contractual Obligations and Commitments

The following table sets forth certain information relating to our contractual maturity of financial liabilities and commitments as at September 30, 2021:

(In ₹ million)

	Payment due by period			
	Less than 1 year	**Between 1 to 5 years**	**Later than 5 years**	**Total**
Total Borrowings	709.91	-	-	709.91
Trade Payables	561.04	-	-	561.04
Other Payables	-	-	-	-
Retention Creditors	5.15	-	-	5.15
Total	1,276.09	-	-	1,276.09

Changes in Accounting Policies

Other than as required for the preparation of our Restated Financial Statements, there have been no changes in our accounting policies during Fiscals 2019, 2020, 2021 and six months period ended September 30, 2021.

Qualitative Disclosure about Market Risk

We are, during the normal course of business, exposed to various types of market risks. We are primarily exposed to credit risk, liquidity risk and foreign currency risk in the normal course of our business.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses both the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of customers to whom credit has been granted after obtaining necessary approvals. Financial instruments that are subject to concentration of credit risk principally consist of trade receivables, cash and cash equivalents, bank deposits and other financial assets. None of the financial instruments of our Company results in material concentration of credit risk, except for trade receivables.

Customer credit risk is managed by our Company's established policies, procedures and controls relating to customer credit risk management. Credit quality of a customer is assessed based on individual credit limits defined in accordance with this assessment and outstanding customer receivables are regularly monitored. Our Company's receivables turnover is quick and historically, there have been no significant defaults. Ind AS requires an entity to recognise in statement of profit and loss the amount of expected credit losses (or reversal) required to adjust the loss allowance at the reporting date to the amount required to be recognised in accordance with Ind AS 109. Our Company assesses at each balance sheet date whether a financial asset or a group of financial assets is impaired. Expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. The provision matrix takes into account historical credit loss experience, adjusted for forward looking information.

Exposure to credit risk

(₹ In million)

Particulars	As at September 30, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Loans to employees	5.68	5.28	4.57	3.41
Rental Deposits	1.37	1.34	1.28	0.38
Trade Receivables	843.92	737.46	524.86	599.51
Cash and Cash Equivalents	1,003.05	922.93	747.05	123.98

Liquidity risk

Liquidity risk refers to the risk that our Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as required. Our 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.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. Our Company's exposure to the risk of changes in foreign exchange rates relates primarily to our Company's operating activities (when revenue or expense is denominated in a foreign currency).

The fluctuation in foreign currency exchange rates may have a potential impact on the statement of profit and loss and other comprehensive income and equity, where any transaction references more than one currency or where assets and liabilities are denominated in a currency other than the functional currency of the respective entities. For instance, in Fiscal 2020 and 2019, we incurred a loss of ₹ (4.45) million and ₹ (17.17) million, respectively, which is the net effect of gains/losses from foreign currency for export realisation and import remittances vis-à-vis the invoice booking (export sale and import of raw material) as per the exchange rate prevailing on transaction date. In the six month period ended September 30, 2021 and Fiscal 2021, there was a gain of ₹ 8.80 million and ₹ 18.71 million, respectively, which is the net effect of gains/losses from foreign currency for export realisation and import remittances vis-à-vis the invoice booking (export sale and import of raw material) as per the exchange rate prevailing on transaction date.

Unusual or Infrequent Events or Transactions

As on date, there have been no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses.

Significant Economic Changes that Materially Affected or are Likely to Affect Income from Continuing Operations

Indian and international rules and regulations as well as the overall growth of the Indian and world economies have a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.

There are no significant economic changes that materially affected our Company's operations or are likely to affect income from continuing operations except as described in "*Risk Factors*" beginning on page 26.

Known Trends or Uncertainties that Have Had or are Expected to Have a Material Adverse Impact on Sales, Revenue or Income from Continuing Operations

Our business has been affected and we expect that it will continue to be affected by the trends identified above in "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Factors Affecting Our Results of Operations*" and the uncertainties described in the section "*Risk Factors*" beginning on pages 265 and 26, respectively. To our knowledge, except as disclosed in this Red Herring Prospectus, there are no known factors which we expect to have a material adverse impact on sales, revenue or income from continuing operations.

Future Changes in Relationship between Costs and Revenues, in Case of Events Such as Future Increase in Labour or Material Costs or Prices that will Cause a Material Change are Known

Other than as described in "*Risk Factors*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", we believe there are no known factors that might affect the future relationship between cost and revenue.

Extent to which Material Increases in Net Sales or Revenue are Due to Increased Sales Volume, Introduction of New Products or Services or Increased Sales Prices

Changes in revenue in the last three Fiscals are as explained in this chapter "*Management's Discussion and Analysis of Financial Condition and Results of Operations*".

New Products or New Business Segments

Except as set out in this Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new products or new business segments.

Competitive Conditions

We expect competition in our industry from existing and potential competitors to intensify. For details, see discussions of our competition in "*Risk Factors*" and "*Our Business – Competition*" on pages 26 and 144.

Significant Dependence on a Single or Few Suppliers or Customers

Other than as described in "*Risk Factors – We derive a significant portion of our revenue from a few customers and the loss of one or more such customers, the deterioration of their financial condition or prospects, or a reduction in their demand for our products could adversely affect our business, results of operations and financial condition.*" on page 27, we do not have any material dependence on a single or a few customers.

Seasonality of Business

Our overall revenues and results are not affected by seasonal factors.

Significant developments after September 30, 2021 that may affect our results of operations

Except as stated elsewhere in this Red Herring Prospectus, to our knowledge no circumstances have arisen since the date of the last financial statements disclosed in this Red Herring Prospectus which materially and adversely affect or are likely to affect, our trading, operations or profitability, or the value of our assets or our ability to pay our liabilities within the next 12 months.

FINANCIAL INDEBTEDNESS

Our Company avails loans and bank facilities in the ordinary course of its business. As on the date of this Red Herring Prospectus, such indebtedness is primarily availed to fund our working capital requirements. Our Company has obtained the necessary consents required under the relevant financing documentation for undertaking the Offer**.** For more information, see "*Risk Factors – Our lenders have imposed certain restrictive conditions on us under our financing arrangements. This may limit our ability to pursue our business and limit our flexibility in planning for, or reacting to, changes in our business or industry*" on page 34.

Pursuant to a special resolution passed by our Shareholders at their annual general meeting held on September 30, 2015 our Board has been authorised to borrow, from time to time for the purpose of the Company's business any sum of money for an aggregate amount outstanding at any point not exceeding ₹ 4,000 million.

The details of the indebtedness of our Company as on October 31, 2021 is provided below:

(in ₹ million)

Category of Borrowing	Sanctioned Amount	Outstanding amount as on October 31, 2021
Fund based limits		
Post Shipment Credit	800.00	115.17
Packing credit	*565.00*	*367.60*
Cash Credit	*250.00*	*128.86*
Foreign Currency Term Loan	92.59	-
Unsecured Loans provided by Satish Waman Wagh, Asha Waman Wagh and Smita Satish Wagh	-	10.27
Total fund based	**892.59**	**621.89**
Non-find based limits		
Letter of Credit	360.00	177.94
Bank Guarantee	10.00	9.61
Total non-fund based	**370.00**	187.55
Total indebtedness	**1,262.59**	**809.44**

Principal terms of the borrowings availed by us:

The details provided below are indicative and there may be additional terms, conditions and requirements under the various loan documentation executed by our Company in relation to our indebtedness.

1. ***Interest:*** The interest rate for our fund-based facilities typically have floating rates of interest linked to a base rate, as specified by the lender.

2. ***Penal Interest***: We are required to pay a penal interest at the rate of 2.00% per annum for any irregularity in payments or maintenance of accounts, for some of our term loans and other fund-based working capital facilities. In addition, the terms of certain facilities availed by us prescribe penal interest or flat penalties for non-compliance with certain obligations by our Company.

3. ***Pre-payment penalty:*** Some of the facilities availed by us carry a pre-payment penalty on the pre-paid amount or on the outstanding amount, as applicable, typically in the range of 0.25% to 2% or such other penalty as may be levied at the lender's discretion.

4. ***Security:*** The security for our borrowings includes:

   (a) For our term loans, a first charge on various fixed assets of our Company and/or equitable mortgages on various properties of our Company, and an extension of charges on book debts and receivables; and

   (b) For other fund-based and non-fund-based facilities, a first charge on (i) plant and machinery and other fixed assets at the factory, (ii) all local stock, including raw material, semi-finished and finished goods, stores and spares not related to plant and machinery, (iii) book debts and receivables, and (iv) tangible movable property belonging to our Company lying at our Company's place of business.

5. ***Validity and repayment:*** The term loans availed by us are repayable in monthly instalments across the term of the respective loan. Some fund-based facilities and non-fund-based facilities availed by us are typically renewed annually and are payable on demand while other fund-based facilities have a tenure of up to 180 days or expiry of contracts or expiry of process cycle whichever is earlier.

6. ***Key Covenants:*** The financing documentation executed by our Company entail certain restrictive covenants and conditions restricting certain corporate actions, and for which we are required to take the prior approval of the respective lender before carrying out such actions, including but not limited for:

   (a) any change in the constitution;

   (b) any change in the shareholding pattern of individual director on account of resignation / induction or otherwise;

   (c) formulation of any scheme of amalgamation, reconstruction, merger or demerger;

   (d) taking any partner in his business / director in our Company / change the constitution of our Company;

   (e) declaration of dividend for any year except out of profits relating to that year after making all the due and necessary provisions provided that no default had occurred in any repayment obligation;

   (f) make any repayment of the loans and deposits and discharge other liabilities except those shown in the funds flow statement submitted from time to time;

   (g) undertake guarantee obligations on behalf of any other borrower or any third party.

7. ***Events of default:*** Borrowing arrangements entered into by our Company contain standard events of default, including but not limited to:

   (a) Default in payment on demand of any moneys the payment whereof is secured or in performance or observance of any term or undertaking contained in the security and on our Company's part to observe and perform;

   (b) If our Company commits any act of insolvency or if any petition for adjustment or order of adjudication of our Company as insolvent is presented or made;

   (c) If our Company passes a resolution for winding up or any petition for such winding up is filed or any notice of a meeting to pass such a resolution is issued;

   (d) Appointment of receiver of our Company or of all any part of the property of our Company;

   (e) If our Company ceases or threatens to cease to carry on business.;

   (f) If our Company commits any event of default under any loan agreement/facility agreement entered into by our Company for availing any other facilities.

   This is an indicative list and there may be additional terms that may amount to an event of default under the various borrowing arrangements entered into by us.

SECTION VIII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND OTHER MATERIAL DEVELOPMENTS

Except as disclosed in this section, there are no outstanding (i) criminal proceedings, (ii) actions taken by statutory or regulatory authorities, (iii) claims related to direct and indirect taxes, and (iv) material litigation, in each case involving our Company, Promoter and Directors.

*In relation to (iv) above, our Board in its meeting held on May 6, 2021, has considered and adopted a policy of materiality for identification of material litigation ("**Materiality Policy**"). In terms of the Materiality Policy adopted, any outstanding litigation:*

(a) involving our Company, Promoter and/or Directors in which the aggregate monetary claim made by or against the Company, Promoter and/or Directors (individually or in aggregate) is equal to or in excess of 5% of the profit after tax, derived from the most recently completed fiscal year as per the Restated Financial Statements would be considered as material. The profit after tax of our Company for the Fiscal 2021 is ₹ 1,238.28 million, and all litigation involving our Company in which the amount involved is equal or exceeds ₹ 61.91 million being 5% of the profit after tax, have been considered as material;

(b) involving our Company, Promoter and/or Directors wherein the monetary liability is not determinable or quantifiable, or which does not fulfil the thresholds specified in (a) above, but the outcome of which could, nonetheless, have a material adverse effect on the business, operations, performance, prospects, position or reputation of our Company, has been considered as material; and

Further, except as disclosed in this section, there are no disciplinary actions including penalties imposed by SEBI or a recognized stock exchange against our Promoters, in the last five Fiscals immediately preceding the date of this Red Herring Prospectus, including any outstanding action.

For the purposes of the above, pre-litigation notices received by our Company, Directors or Promoter from third parties (excluding those notices issued by statutory / regulatory / tax authorities or notices threatening criminal action) have not and shall not, unless otherwise decided by our Board, be considered material until such time that our Company, or such Director or the Promoter, as the case may be, is impleaded as a defendant in litigation before any judicial / arbitral forum.

We have disclosed matters relating to direct and indirect taxes involving our Company, Directors and Promoter in a consolidated manner giving details of number of cases and total amount involved in such claims.

Further, in terms of the Materiality Policy adopted by our Board, a creditor of our Company shall be considered 'material' if the amount due to such creditor is equal to or exceeds 5% percent of the trade payables of our Company, as at the end of the most recent period included in the Restated Financial Statements. The trade payables of our Company as on September 30, 2021 was ₹ 561.04 million. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds ₹ 28.05 million as on September 30, 2021.

All terms defined in a particular litigation disclosure below are for that particular litigation only.

Litigation proceedings involving our Company

I. Litigation proceedings against our Company

Criminal proceedings

1. Namdev Vishnu Jadhav (the "**Complainant**") has filed a first information report before the Khed police station, Ratnagiri, dated November 9, 2016, against the occupier and manager of one of the factories of the Company (together the "**Accused**") alleging negligence resulting in injuries and death of certain workers due to a fire accident in one of the factories of the Company. Consequently, the Police Inspector, Khed police station filed a charge sheet dated October 12, 2018 against the Accused alleging commission of offences under sections 34, 285, 286, 287, 304 (a), 337 and 338 of the IPC before the Judicial Magistrate First Class, Khed. The matter is currently pending.

2. Sachin Mahadev Shelke (the "**Complainant**") has filed a first information report before the Chiplun police station, Ratnagiri dated June 12, 2017 against a contract labourer ("**Accused 1**") and certain officers of the Company ("**Accused 2**") alleging *inter alia* illegal possession and sale of certain psychotropic substances by Accused 1 and alleging *inter alia* breach of conditions of the license for such substance by Accused 2. Consequently, the Police Inspector, Chiplun police station filed a charge sheet dated September 9, 2017 alleging commission of offences under sections 8(c), 22(c), 29 of the Narcotic Drugs and Psychotropic Substances Act, 1985 ("**NDPS Act**") against Accused 1 and under sections 26 (c), 26(d) and 38 of NDPS Act against Accused 2 before the Additional Sessions Judge, Khed, Ratnagiri. The matter is currently pending**.**

Regulatory proceedings

1. Our Company received a notice dated November 11, 2020 from the Directorate of Revenue Intelligence, Kolkata Zonal Unit ("**DRI Kolkata**") under Section 108 of the Customs Act, 1962 ("**Notice 1**"), in relation to an enquiry in connection with alleged incorrect availment of double benefit, i.e. exemption of IGST/compensation cess on the input materials imported under advance authorisations / export oriented unit scheme and refund of IGST paid on goods exported towards fulfillment of export obligation. Pursuant to Notice 1 our Company was requested to consider making voluntary payment of customs duty in the form of IGST and/or compensation cess. Further, our Company was asked to furnish details of certain imports and exports, which our Company submitted vide our letter dated December 31, 2020. Consequently, our Company received a notice dated January 14, 2021 ("**Notice 2**") on similar grounds from the Directorate General of GST Intelligence, Mumbai Zonal Unit ("**DGGI Mumbai**") which also requested our Company to furnish similar details as required under Notice 1 and requested the Company to pay immediately the ineligible refund received by the Company along with the applicable interest. Our Company responded to Notice 2 on January 21, 2021 with the requisite details and stated that since the subject matter was already being investigated by DRI Kolkata, a parallel enquiry by DGGI Mumbai may result in a double action on the same matter. No further communication has been received from DRIK Kolkata or DGGI Mumbai in this regard and the matter is currently pending.

2. Our Company received a show cause notice dated July 20, 2020 ("**SCN**") from the Directorate of Revenue Intelligence ("**DRI**") under Section 28 read with Sections 124 and 143(3) of the Customs Act, 1962 ("**Customs Act**") and notifications thereunder. The DRI alleged that our Company contravened provisions of the Customs Act and notifications thereunder, read with the Foreign Trade Policy (2015-2020), as amended, by importing products without payment of customs duty and availed benefit of exemption from payment of IGST on goods so imported, leviable under section 3(7) of the Customs Tariff Act, 1975, but failed to comply with the pre-import conditions laid down. The SCN also stated that previously certain letters and summons were issued to the Company in this regard, to which the Company replied inadequately and/or denied allegations and did not make appearances. The SCN called upon our Company to show cause as to why duty of customs in the form of IGST amounting to ₹ 35.36 million as well as applicable interest should not be demanded and recovered, subject goods should not be confiscated and penalty should not be imposed. Our Company responded to the SCN vide letter dated October 21, 2020, wherein our Company submitted that the said demand (including interest) and confiscation of goods is not sustainable, penalty under the Customs Act is not imposable and that the SCN is time barred. Our Company therefore requested the DRI to quash the SCN, drop the proceedings and refrain from imposing any penalties or confiscating goods. Thereafter, the DRI issued a letter to our Company dated February 17, 2021, stating that the said SCN has been kept in abeyance and transferred to call book due to pendency of a special leave petition filed by the DRI before the Supreme Court of India. No further communication has been received from the DRI in this regard and the matter is currently pending**.**

Tax Proceedings

Nature of proceeding	Number of proceedings outstanding	Amount involved* (in ₹ million)
Indirect tax	1	6.55
Total	**1**	**6.55**

**To the extent quantifiable and determinable*

Outstanding dues to small scale undertakings or any other creditors

Except as stated below, there are no outstanding overdues to creditors of our Company determined to be material by our Board, as on September 30, 2021.

As of September 30, 2021, the Company owed a total sum of ₹ 561.04 million to a total number of 430 creditors. The details of our outstanding dues to the material creditors of our Company, MSMEs and other creditors, as on September 30, 2021 are as follows:

Particulars	No. of creditors	Amount due (in ₹ million)
Micro, small or medium enterprises	52	39.97
Material creditors	2	78.40
Other Creditors	376	442.67

For details of outstanding dues to the material creditors (referenced above) as on September 30, 2021, (along with the names and amounts involved for each such material creditor) see https://supriyalifescience.com/corporate-governance.aspx.

Material Developments

Other than as stated in the section titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 263, there have not arisen, since the date of the last financial information disclosed in this Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months

GOVERNMENT AND OTHER APPROVALS

We have obtained all material consents, licenses, permissions, registrations and approvals from various governmental, statutory and regulatory authorities in India, which are necessary for undertaking our Company's business, except as disclosed below. The disclosure below is indicative and no further material approvals are required for carrying on the present business operations of our Company. Unless otherwise stated, these material approvals are valid as on the date of this Red Herring Prospectus. Also see, "Risk Factors - Our business is subject to extensive regulation. If we fail to comply with regulations prescribed by governments and regulatory agencies or if we fail to obtain, maintain or renew our statutory and regulatory licenses, permits and approvals required to operate our business, our business, results of operations and financial condition could be adversely affected" on page 29.

We have also disclosed below (i) the material approvals applied for, including renewal applications made, but not received; and (ii) material approvals which have expired and renewal for which are yet to be applied for. As on the date of this Red Herring Prospectus, there are no material approvals which are required but not obtained or applied for.

For details in connection with the regulatory and legal framework within which our Company operates, see "Key Regulations and Policies in India" on page 146. For Offer related approvals, see "Other Regulatory and Statutory Disclosures" on page 304 and for incorporation details of our Company, see "History and Certain Corporate Matters" on page 154.

Material approvals in relation to our business and operations

1. Building completion certificates issued by the office of the relevant engineer of Maharashtra Industrial Development Corporation.

2. Environmental clearances issued by State Level Environment Impact Assessment Authority under the Environment Impact Assessment Notification, 2006.

3. Factory license issued by the Directorate of Industrial Safety and Health, Government of Maharashtra under the Factories Act, 1948.

4. No-objection certificate from the relevant fire officer of Maharashtra Industrial Development Corporation and other related certifications.

5. Written confirmation for active substances imported into European Union for medicinal products for human use, in accordance with Article 46b(2)(b) of Directive 2001/83/EC issued by the Drugs Controller General (India) of the Central Drugs Standard Control Organisation, Directorate General of Health Services.

6. Consent issued by the Maharashtra Pollution Control Board to establish or operate, as applicable under the Water (Prevention and Control of Pollution) Act, 1974, the Air (Prevention and Control of Pollution) Act, 1981 and the Hazardous & Other Wastes (Management and Transboundary Movement) Rules, 2016.

7. Certificates of good manufacturing practices issued by the Office of Commissioner/ Joint Commissioner of Food & Drugs Administration, Maharashtra.

8. License to import drugs issued by the Office of Drugs Controller General (India), Central Drugs Standard Control Organisation, Directorate General of Health Services under the Drugs and Cosmetics Rules, 1945.

9. License to sell, stock or exhibit or offer for sale, or distribute drugs issued by the Office of Assistant Commissioner, Food and Drug Administration, Maharashtra under the Drugs and Cosmetics Rules, 1945.

10. License of manufacture for sale or for distribution of drugs issued by the Office of Joint Commissioner, Food and Drug Administration, Maharashtra under the Drugs and Cosmetics Rules, 1945.

11. License to manufacture drugs for purposes of examination, test or analysis issued by the Office of Joint Commissioner, Food and Drug Administration, Maharashtra under the Drugs and Cosmetics Rules, 1945.

12. Free sale certificate issued by the Office of Joint Commissioner, Food and Drug Administration, Maharashtra under the Drugs and Cosmetics Act, 1940 and rules thereunder.

13. Certificate of neutral code for export issued by the Office of Joint Commissioner, Food and Drug Administration, Maharashtra of the Drugs and Cosmetics Rules, 1945.

14. The import export code issued by the Additional Director General of Foreign Trade, Government of India.

15. Udyam registration certificate issued by the Ministry of Micro, Small and Medium Enterprises, Government of India.

16. Poisons license issued by the Assistant Commissioner of Food & Drugs Administration, Maharashtra under the Poisons Act, 1919 and the Maharashtra Poisons Rules, 1972 for certain products.

17. Certificate for use of boilers under the Boilers Act, 1923 issued by the Joint Director, Directorate of Steam Boilers.

18. Certificate of verification for weights or measures under the Legal Metrology Act, 2009 and the Maharashtra Legal Metrology (Enforcement) Rules, 2011 issued by the Inspector of Legal Metrology, Chiplun, Department Legal Metrology Organisation.

19. Permission for receiving water supply issued by Office of Executive Engineer, Maharashtra Industrial Development Corporation.

20. Recognition of our in-house R&D unit issued by the Department of Scientific & Industrial Research.

Material labour/employment related approvals

1. Registration under the Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017 for our Registered and Corporate Office.

2. Registration under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, issued by the Office of the Regional Provident Fund Commissioner.

3. Registration under the Employees' State Insurance Act, 1948, issued by the Regional Office, Employees State Insurance Corporation.

Tax related approvals

1. Permanent account number issued by the Income Tax Department under the Income Tax Act, 1961.

2. Tax deduction account number issued by the Income Tax Department under the Income Tax Act, 1961.

3. Goods and services tax registration issued by the Government of India under the Goods and Service Tax Act, 2017.

Intellectual property related approvals

For details of the intellectual property held by our Company, see "*Our Business – Intellectual property rights*" on page 144.

Material approvals which have expired for which renewal applications have been made

Nature of approval	Issuing authority	Date of acknowledgement of renewal application / date of renewal application
Amendment to registration of establishments employing contract labour under the Contract Labour (Regulation & Abolition) Act, 1970	Office of Assistant Commissioner of Labour, Ratnagiri	November 17, 2020
Renewal of license under the Contract Labour (Regulation & Abolition) Act, 1970	Office of Assistant Commissioner of Labour, Ratnagiri	October 31, 2020

Material approvals which have expired and for which renewals are yet to be applied for

Nature of approval	Issuing authority
Free sale certificate under the Drugs and Cosmetics Act, 1940 bearing certificate no. 6095324	Food and Drug Administration, Maharashtra

Foreign approvals in relation to our business operations

Since our products are exported to customers in various foreign jurisdictions, our manufacturing facilities and products are required to obtain certain licenses and/ or registrations from the relevant foreign regulatory and governing authorities of the relevant jurisdictions such as European Directorate for the Quality of Medicines & Healthcare, Council of Europe, U.S. Food and Drugs Administration, The National Medical Products Administration, People's Republic of China and the Ministry of Food and Drug Safety, Government of South Korea.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorized by a resolution of our Board dated March 1, 2021 and the Fresh Issue has been authorized by a special resolution of our Shareholders, dated March 23, 2021.

Our Board has approved the Draft Red Herring Prospectus pursuant to its resolution dated May 15, 2021.

Our Board has approved this Red Herring Prospectus pursuant to its resolution dated December 9, 2021.

Satish Waman Wagh, the Promoter Selling Shareholder has, authorized and confirmed inclusion of such Equity Shares aggregating up to ₹ 5,000 million as part of the Offer for Sale, vide his consent letter dated December 1, 2021.

Our Company has received in-principle approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated July 1, 2021 and July 5, 2021, respectively.

Prohibition by SEBI or other Governmental Authorities

Our Company, our Promoter Selling Shareholder, our Directors, the members of the Promoter Group have not been prohibited from accessing the capital markets and have not been debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any other authority/court.

Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

Our Company, our Promoter Selling Shareholder, the members of the Promoter Group are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent in force and applicable.

Directors associated with the Securities Market

Except for Bhairav Manojbhai Chokshi, who is an Authorised Person (in terms of SEBI Circular MIRSD/DR-1/Cir-16/09 dated November 6, 2009) for Reliance Securities, none of our other Directors are associated with the securities market in any manner.

There are no outstanding action(s) initiated by SEBI against the Directors of our Company in the five years preceding the date of this Red Herring Prospectus.

Eligibility for the Offer

Our Company is undertaking the Offer in accordance with Regulation 6(2) of the SEBI ICDR Regulations, which states the following:

An issuer not satisfying the condition stipulated in sub-regulation (1) shall be eligible to make an initial public offer only if the issue is made through the book-building process and the issuer undertakes to allot at least seventy five per cent. of the net offer to qualified institutional buyers and to refund the full subscription money if it fails to do so.

The monetary assets of our Company as a percentage of net tangible assets of our Company exceeded 50% and our Company has not utilized or made firm commitments to utilize such excess monetary assets in its business or project as required under Regulation 6(1) of the SEBI ICDR Regulations. Hence, our Company is unable to meet the eligibility conditions to make an initial public offer under Regulation 6(1) of the SEBI ICDR Regulations. We are an unlisted company not complying with the conditions specified in Regulation 6(1) of the SEBI ICDR Regulations and are therefore required to meet the conditions detailed in Regulation 6(2) of the SEBI ICDR Regulations.

We undertake to comply with Regulation 6(2) of the SEBI ICDR Regulations. Not less than 75% of the Offer is proposed to be allocated to QIBs and in the event that we fail to do so, the Bid Amounts received by our Company shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations and other applicable laws.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees in the Issue shall be not less than 1,000.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations.

Further, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 5 of the SEBI ICDR Regulations are as follows:

(a) None of our Company, our Promoter Selling Shareholder, members of our Promoter Group or our Directors are debarred from accessing the capital markets by the SEBI.

(b) Neither our Promoter nor our Directors are promoters or directors of companies which are debarred from accessing the capital markets by the SEBI.

(c) None of our Company, our Promoter or Directors is a wilful defaulter.

(d) Neither our Promoter nor our Directors has been declared a fugitive economic offender in accordance with the Fugitive Economic Offenders Act, 2018.

(e) There are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares, as on the date of this Red Herring Prospectus.

The Promoter Selling Shareholder confirms that it is in compliance with Regulation 8 of the SEBI ICDR Regulations.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO 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 THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, ICICI SECURITIES LIMITED AND AXIS CAPITAL LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BRLMS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE PROMOTER SELLING SHAREHOLDER DISCHARGE THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLMS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED MAY 15, 2021 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE 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 AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS, ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.

Disclaimer from our Company, our Directors, the Promoter Selling Shareholder and the BRLMs

Our Company, the Directors, the Promoter Selling Shareholder and the BRLMs accept no responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website, www.supriyalifescience.com, or the website of any affiliate of our Company, would be doing so at his or her own risk.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement to be entered into between the Underwriters, the Promoter Selling Shareholder and our Company.

All information shall be made available by our Company, the Promoter Selling Shareholder and the BRLMs to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding centres or elsewhere.

Investors who Bid in the Offer will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, 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, Underwriters and their respective directors, officers, agents, affiliates, employees, 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 may engage in transactions with, and perform services for, our Company, the Promoter Selling Shareholder and 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

Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

The Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act 1872, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian Mutual Funds registered with the SEBI, 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 shares, permitted insurance companies and pension funds, insurance funds set up and managed by the army and navy and insurance funds set up and managed by the Department of Posts, India) and permitted Non-Residents including FPIs and Eligible NRIs, AIFs and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

This Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares in the Offer in any jurisdiction, including India. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to this Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises this Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India. Any person into whose possession this Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

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.

Eligibility and Transfer Restrictions

The Equity Shares 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, and 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 applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of each 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 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.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law.

Disclaimer Clause of BSE

A copy of the Draft Red Herring Prospectus had been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of the Draft Red Herring Prospectus, is set forth below:

"BSE Limited ("the Exchange") has given vide its letter dated July 1, 2021 permission to this Company to use the Exchange's name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner: -

(a) warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or

(b) warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or

(c) take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever."

Disclaimer Clause of the NSE

A copy of the Draft Red Herring Prospectus had been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of the Draft Red Herring Prospectus, is set forth below:

"As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/1033 dated July 05, 2021 permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer. Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.**"**

Listing

The Equity Shares issued pursuant to this Red Herring Prospectus and the Prospectus are proposed to be listed on BSE and NSE. BSE will be the Designated Stock Exchange with which the Basis of Allotment will be finalised. Applications have been made to the BSE and NSE for the listing and trading of the Equity Shares.

Consents

Consents in writing of the Promoter Selling Shareholder, our Directors, our Company Secretary and Compliance Officer, our Chief Financial Officer, our Statutory Auditor, legal counsel to the Company and Promoter Selling Shareholder, legal counsel to the Book Running Lead Managers, Banker(s) to our Company, the BRLMs, the Registrar to the Offer and CRISIL have been obtained; and consents in writing of the Syndicate Members, Public Offer Account Bank, Sponsor Bank, Monitoring Agency, Escrow Collection Bank(s) and Refund Bank(s) to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act and such consents shall not be withdrawn up to the time of filing of the Red Herring Prospectus with the RoC.

Expert to the Offer

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

Our Company has received written consent dated December 1, 2021 from Kakaria and Associates LLP, Chartered Accountants, to include their name as required under section 26(1) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this DRHP, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditor, and in respect of their (i) examination report dated October 19, 2021 on our Restated Financial Statements and (ii) their report dated December 1, 2021 on the 'Statement of special tax benefits available to the Company and its shareholders under the applicable laws in India – Income Tax Act, 1961' in this Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term 'expert' shall not be construed to mean an 'expert' as defined under the U.S. Securities Act.

Our Company has received written consent dated December 1, 2021 from Nitin Sahani, Chartered Engineer, to include his name as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in his capacity as an independent chartered engineer with respect to the certificate issued by him in relation to the proposed expansion at the existing manufacturing facilities by construction of additional buildings at the main plant at Lote, Prime plant at Chiplun and Vaibhav plant at Lote.

Our Company has received written consent dated November 30, 2021 from C. B. Sharma, Chartered Engineer, to include his name as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in his capacity as a chartered engineer with respect to the certificate issued by him in relation to (i) the details of manufacturing facilities of the Company, including installed capacity, capacity utilisation and proposed capacity and (ii) manufacturing capabilities of the Company.

Our Company has received written consent dated November 30, 2021 from Rampurawala Mohammed A & Co, Cost Accountants 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 cost auditors with respect to the certificate issued by them in relation to products and capacity utilisation of the Company.

Particulars regarding public or rights issues by our Company during the last five years and performance *vis-à-vis* objects

Our Company has not made any public or rights issues (as defined under the SEBI ICDR Regulations) during the five years preceding the date of this Red Herring Prospectus.

Performance vis-à-vis objects – Last issue of subsidiary and promoter

Our Company does not have any subsidiary nor any corporate promoter.

Underwriting Commission, Brokerage and Selling Commission paid on previous issues of the Equity Shares in the last five years

Since this is the initial public issue of Equity Shares, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the five years preceding the date of this Red Herring Prospectus.

Capital issue during the previous three years by our Company

Our Company has not undertaken a capital issue in the last three years preceding the date of this Red Herring Prospectus.

Capital issue during the previous three years by listed group companies, subsidiaries or associates of our Company

Our Company does not have any subsidiary, associate or group companies.

Price information of past issues handled by the Book Running Lead Managers (during the current Fiscal and two Fiscals preceding the current Fiscal)

A. ICICI Securities Limited

1. Price information of past issues handled by ICICI Securities Limited (during the current Fiscal and two Fiscals preceding the current financial year):

S. No.	Issue Name	Issue Size (₹ million)	Issue price (₹)	Listing Date	Opening Price on listing date (in ₹)	+/- % 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.	Sansera Engineering Limited	12,825.20	744.00(1)	24-Sept-21	811.50	+0.35%,[+1.47%]	NA*	NA*
2.	Aditya Birla Sun Life AMC Limited	27,682.56	712.00	11-Oct-21	715.00	-11.36%,[+0.55%]	NA*	NA*
3.	FSN E-Commerce Ventures Limited	53,497.24	1,125.00(2)	10-Nov-21	2,018.00	+92.31%,[-2.78%]	NA*	NA*
4.	Fino Payments Bank Limited	12,002.93	577.00	12-Nov-21	544.35	NA*	NA*	NA*
5.	PB Fintech Limited	57,097.15	980.00	15-Nov-21	1150.00	NA*	NA*	NA*
6.	One 97 Communications Limited	1,83,000.00	2,150.00	18-Nov-21	1,950.00	NA*	NA*	NA*
7.	Sapphire Foods India Limited	20,732.53	1,180.00	18-Nov-21	1,350.00	NA*	NA*	NA*
8.	Latent View Analytics Limited	6,000.00	197.00(3)	23-Nov-21	512.20	NA*	NA*	NA*
9.	Tarsons Products Limited	10,234.74	662.00(4)	26-Nov-21	682.00	NA*	NA*	NA*
10.	Go Fashion (India) Limited	10,136.09	690.00	30-Nov-21	1,310.00	NA*	NA*	NA*

**Data not available*

(1) *Discount of ₹. 36 per equity share offered to eligible employees. All calculations are based on Issue Price of ₹. 744.00 per equity share.*

(2) *Discount of ₹. 100 per equity share offered to eligible employees. All calculations are based on Issue Price of ₹. 1,125.00 per equity share.*

(3) *Discount of ₹. 19 per equity share offered to eligible employees. All calculations are based on Issue Price of ₹. 197.00 per equity share.*

(4) *Discount of ₹. 61 per equity share offered to eligible employees. All calculations are based on Issue Price of ₹. 662.00 per equity share.*

2. Summary statement of disclosure:

Fiscal	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%
2021-22*	19	5,82,366.35	-	-	3	3	3	3	-	-	-	1	-	-
2020-21	14	1,74,546.09	-	-	5	5	2	2	-	1	3	5	3	2
2019-20	4	49,850.66	-	-	2	-	1	1	1	-	-	2	-	1

* This data covers issues upto YTD

Notes:

1. *All data sourced from www.nseindia.com, except for Computer Age Management Services Limited for which the data is sourced from www.bseindia.com*
2. *Benchmark index considered is NIFTY*
3. *30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the previous trading day*

B. Axis Capital Limited

1. Price information of past issues handled by Axis Capital Limited (during the current Fiscal and two Fiscals preceding the current Fiscal):

Sr. No.	Issue name	Issue size (₹ millions)	Issue price(₹)	Listing date	Opening price on listing date (in ₹)	+/- % 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.	Latent View Analytics Limited[@]	6,000.00	197.00	23-Nov-21	512.20	-	-	-
2.	One 97 Communications Limited	183,000.00	2,150.00	18-Nov-21	1,950.00	-	-	-
3.	S.J.S. Enterprises Limited	8,000.00	542.00	15-Nov-21	542.00	-	-	-
4.	Fino Payments Bank Limited	12,002.93	577.00	12-Nov-21	544.35	-	-	-
5.	Aditya Birla Sun Life AMC Limited	27,682.56	712.00	11-Oct-21	715.00	-11.36%, [+0.55%]	-	-
6.	Ami Organics Limited	5,696.36	610.00	14-Sep-21	910.00	+117.07%, [+4.50%]	-	-
7.	Chemplast Sanmar Limted	38,500.00	541.00	24-Aug-21	550.00	+2.06%, [+5.55%]	+12.68%, [+6.86%]	-
8.	Nuvoco Vistas Corporation Limited	50,000.00	570.00	23-Aug-21	485.00	-5.91%, [+6.46%]	-9.75%, [+7.69%]	-
9.	Cartrade Tech Limited	29,985.13	1,618.00	20-Aug-21	1,599.80	-10.31%, [+6.90%]	-31.01%, [+9.41%]	-
10	Clean Science And Technology Limited	15,466.22	900.00	19-Jul-21	1,755.00	+66.33%, [+5.47%]	+138.53%, [+16.42%]	-

Source: www.nseindia.com

[@]*Offer Price was ₹ 178.00 per equity share to Eligible Employees*

Notes:

a. *Issue Size derived from Prospectus/final post issue reports, as available.*
b. *The CNX NIFTY is considered as the Benchmark Index.*
c. *Price on NSE is considered for all of the above calculations.*
d. *In case 30th/90th/180th day is not a trading day, closing price on NSE of the previous trading day has been considered.*
e. *Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.*

2. Summary statement of disclosure:

Financial Year	Total no. of IPOs	Total funds raised (₹ in Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Less than 25%
2021-2022*	16	4,49,586.65	-	-	3	2	4	3	-	-	-	2	-	-
2020-2021	11	93,028.90	-	-	6	2	1	2	-	1	1	4	3	2
2019-2020	5	161,776.03	-	1	2	-	-	2	1	1	-	-	-	3

** The information is as on the date of the document*

The information for each of the financial years is based on issues listed during such financial year.

Note: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

Track record of past issues handled by the BRLMs

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, see the websites of the Book Running Lead Managers, as set forth in the table below:

S. No.	Name of the Book Running Lead Manager	Website
1.	ICICI Securities Limited	www.icicisecurities.com
2.	Axis Capital Limited	www.axiscapital.co.in

Stock Market Data of Equity Shares

This being an initial public issue of the 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 in the Offer

The agreement between the Registrar to the Offer, our Company and the Promoter Selling Shareholder provides for retention of records with the Registrar to the Offer for a period of at least eight years from the last date of dispatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

Bidders can contact the Company Secretary and Compliance Officer and/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. For all Offer related queries and for redressal of complaints, Bidders may also write to the BRLMs or the Registrar to the Offer, in the manner provided below.

All Offer related grievances, other than by Anchor Investors, may be addressed to the Registrar to the Offer, with a copy to the relevant Designated Intermediary, with whom the ASBA Form was submitted, quoting the full name of the sole or first Bidder, ASBA Form number, Bidders' DP ID, Client ID, UPI ID, PAN, address of the Bidder, number of Equity Shares applied for, date of ASBA Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number (for Bidders other than RIBs using the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of RIBs using the UPI Mechanism. Further, the Bidder shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

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 BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Our Company, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, 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 interest at the rate of 15% per annum for any delay beyond this period of 15 days.

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed the post-Offer BRLM shall be liable to compensate the investor ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

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, 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, name and address of the relevant Designated Intermediary, unique transaction reference number, the name of the relevant bank, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the BRLM where the Bid cum Application Form was submitted by the Anchor Investor.

All grievances relating to Bids submitted with Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Offer. Further, Bidders shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries in addition to the information mentioned hereinabove.

Disposal of Investor Grievances by our Company

We have obtained authentication on the SCORES and shall comply with the SEBI circular (CIR/OIAE/1/2014) dated December 18, 2014 in relation to redressal of investor grievances through SCORES.

Our Company has also constituted a Stakeholders' Relationship Committee to review and redress the shareholders and investor grievances 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. For details of our Stakeholders' Relationship Committee, see "*Our Management – Stakeholders' Relationship Committee*" on page 173.

Our Company has also appointed Shweta Shivdhari Singh, Company Secretary of our Company, as the Compliance Officer for the Offer. For details, "*General Information – Company Secretary and Compliance Officer*" beginning on page 53. The Promoter Selling Shareholder has authorised the Company Secretary and Compliance Officer of the Company, and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offer for Sale.

Our Company has not received any investor complaint during the three years preceding the date of the Draft Red Herring Prospectus and up to the date of this Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of filing of the Draft Red Herring Prospectus or this Red Herring Prospectus.

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 10 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.

SECTION IX - OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered and transferred pursuant to this Offer are subject to the provisions of the Companies Act, the SCRA, SCRR, SEBI ICDR Regulations, SEBI Listing Regulations, our Memorandum of Association and Articles of Association, the terms of this Red Herring Prospectus, the Prospectus and the Abridged Prospectus, the Bid cum Application Form, the Revision Form, CAN, the Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents or certificates that may be executed in respect of this Offer. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the offer of capital and listing and trading of securities offered from time to time by the SEBI, the Government, the Stock Exchanges, the RoC, the RBI, 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 such governmental, regulatory or statutory authority while granting its approval for the Offer.

The Offer

The Offer comprises a Fresh Issue and an Offer for Sale by the Promoter Selling Shareholder.

The listing fees shall be borne by our Company. Other Offer-related expenses shall be borne by the Promoter Selling Shareholder. However, all Offer-related expenses shall initially be borne by our Company. Upon successful completion of the Offer, the Promoter Selling Shareholder shall reimburse our Company the Offer-related expenses.

Ranking of the Equity Shares

The Equity Shares being offered and transferred in the Offer shall be subject to the provisions of the Companies Act, our Memorandum of Association and our Articles of Association, and shall rank *pari passu* in all respects with the existing Equity Shares including rights in respect of dividend and other corporate benefits if any, declared by our Company after the date of Allotment. For further details, see "*Main Provisions of the Articles of Association*" beginning on page 344.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to shareholders of our Company as per the provisions of the Companies Act, 2013, our Memorandum of Association and Articles of Association, the SEBI Listing Regulations and other applicable law. All dividends, if any, declared by our Company after the date of Allotment, will be payable to the Bidders who have been Allotted Equity Shares in the Offer, including pursuant to the Offer for Sale, for the entire year, in accordance with applicable law. For further details in relation to dividends, see *"Dividend Policy"* and *"Main Provisions of the Articles of Association"* beginning on pages 185 and 344, respectively.

Face Value and Offer Price

The face value of the Equity Shares is ₹ 2 each. The Floor Price of Equity Shares is ₹ [●] per Equity Share and the Cap Price is ₹ [●] per Equity Share. The Anchor Investor Offer Price is ₹ [●] per Equity Share. The Price Band and minimum Bid Lot for the Offer will be decided by our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, and advertised in all editions of the English national daily newspaper Financial Express, all editions of the Hindi national daily newspaper Jansatta, and Mumabi edition of the Marathi daily newspaper Navshakti (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with wide circulation, respectively, 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 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 at the 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 applicable 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 provisions of our Articles, the equity shareholders of our Company shall have the following rights:

- The right to receive dividend, if declared
- The right to attend general meetings and exercise voting powers, unless prohibited by law
- The right to vote on a poll either in person or by proxy or 'e-voting', in accordance with the provisions of the Companies Act
- The right to receive offers for rights shares and be allotted bonus shares, if announced
- The right to receive any surplus on liquidation subject to any statutory or preferential claims being satisfied
- The right to freely transfer their Equity Shares, subject to foreign exchange regulations and other applicable laws; and
- Such other rights, as may be available to a shareholder of a listed public company under applicable law, including the Companies Act, 2013, the terms of the SEBI Listing Regulations, and our Memorandum and Articles.

For a detailed description of the main provisions of our Articles relating to voting rights, dividend, forfeiture and lien, transfer and transmission, and/ or consolidation/ splitting, see "*Main Provisions of the Articles of Association*" beginning on page 344.

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. Hence, the Equity Shares offered through this Red Herring Prospectus can be applied for in the dematerialised form only. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Offer:

- Agreement dated March 26, 2021 amongst our Company, NSDL and the Registrar to the Offer.
- Agreement dated April 26, 2019 amongst our Company, CDSL and the Registrar to the Offer.

Market Lot and Trading Lot

Further, the trading of our Equity Shares on the Stock Exchanges shall only be in dematerialised form, consequent to which, the tradable lot is one Equity Share. Allotment of Equity Shares will be only in electronic form in multiples of [•] Equity Shares, subject to a minimum Allotment of [•] Equity Shares.

Joint Holders

Subject to provisions contained in our Articles, where two or more persons are registered as the holders of any Equity Share, they shall be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Jurisdiction

The courts of Mumbai, India will have exclusive jurisdiction in relation to this Offer.

Period of operation of subscription list

See "*Terms of the Offer – Bid / Offer Programme*" beginning on page 316.

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 or first Bidder, along with other joint Bidders, may nominate any one person in whom, in the event of the death of the sole Bidder or in case of joint Bidders, the death of all the

Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of death of the original holder(s), shall be entitled to the same advantages to which such person would be entitled if such person 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 the Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale, alienation or transfer 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. A fresh nomination can be made only on the prescribed form, which is available on request at our Registered and Corporate Office or with the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 as mentioned above, shall, upon the production of such evidence as may be required by our Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our 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, our Board may thereafter withhold payment of all dividend, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment will be made only in dematerialised form, there shall be no requirement for a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Bidder will prevail. If Bidders wish to change their nomination, they are requested to inform their respective Depository Participant.

Bid / Offer Programme

BID / OFFER OPENS ON*	Thursday, December 16, 2021
BID / OFFER CLOSES ON**	Monday, December 20, 2021*****

* *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.*

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

*** *UPI mandate end time and date shall be at 12.00 pm on Tuesday, December 21, 2021.*

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 Thursday, December 23, 2021
Initiation of refunds (if any, for Anchor Investors) / unblocking of funds from ASBA Account*	On or about Friday, December 24, 2021
Credit of the Equity Shares to depository accounts of Allottees	On or about Monday, December 27, 2021
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Tuesday, December 28, 2021

***** *In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) 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 multipe 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 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. The processing fees for applications made by Retail Individual 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.*

The above timetable is indicative and does not constitute any obligation on our Company, the Promoter Selling Shareholder or the BRLMs.

While our Company and the Promoter Selling Shareholder 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 period as may be prescribed, the timetable may change due to various factors, such as extension of the Bid / Offer Period by our Company and the Promoter Selling Shareholder, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchanges. 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 it shall extend complete co-operation required 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 within such other period as may be prescribed.

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.

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed the post-Offer BRLM shall be liable to compensate the investor ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

Except in relation to the Bids received from the Anchor Investors, Bids and any revision in Bids shall be accepted **only between 10.00 a.m. and 5.00 p.m.** (Indian Standard Time ("**IST**")) during the Bid / Offer Period (except on the Bid / Offer Closing Date) at the Bidding Centres as mentioned on the Bid cum Application Form **except that:**

(i) on the QIB Bid / Offer Closing Date, in case of Bids by QIBs under the Net QIB Portion, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time) and uploaded until 4.00 p.m. (IST);

(ii) on the Bid / Offer Closing Date:

  (a) in case of Bids by Non-Institutional Bidders, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and uploaded until 4.00 p.m. (IST); and

  (b) in case of Bids by Retail Individual Bidders, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and uploaded until 5.00 p.m. (IST), which may be extended up to such time as deemed fit by the Stock Exchanges after taking into account the total number of applications received up to the closure of timings and reported by the BRLMs to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of the Working Day.

For the avoidance of doubt, it is clarified that Bids not uploaded on the electronic bidding system or in respect of which full Bid Amount is not blocked by SCSBs will be rejected.

Due to limitation of the time available for uploading the Bids on the Bid/Offer Closing Date, the 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. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, as is typically experienced in public offerings in India, it may lead to some Bids not being uploaded due to lack of sufficient time to upload. Such Bids that cannot be uploaded on the electronic bidding system will not be considered for allocation under this Offer. Bids will only be accepted on 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.

Our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, reserve the right to revise the Price Band during the Bid/Offer Period in accordance with the SEBI ICDR Regulations. 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. In case of any discrepancy in the data entered in the electronic book vis-à-vis the 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. The Floor Price shall not be less than the face value of the Equity Shares.

In case of any revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/Offer Period not exceeding 10 Working Days. Further, 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, may 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, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the websites of the BRLMs and at the terminals of the members of the Syndicate and by intimation to the Designated Intermediaries.

In case of discrepancy in the data entered in the electronic book *vis-à-vis* the data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may 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 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 if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being offered under this Red Herring Prospectus, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond four days after our Company becomes liable to pay the amount, our Company and every Director of our Company who is an officer in default, shall pay interest at the rate of fifteen percent per annum.

However, no liability to make any payment of interest or expenses shall accrue to the Promoter Selling Shareholder unless the delay in making any of the payments/refund hereunder or the delay in obtaining listing or trading approvals or any other approvals in relation to the Offer is caused solely by, and is directly attributable to, an act or omission of the Promoter Selling Shareholder.

In the event of under-subscription in the Offer, the Allotment for the valid Bids will be made, in the first instance, towards subscription for 90% of the Fresh Issue. If there remain any balance valid Bids in the Offer, the Allotment for the balance valid Bids will be made towards Equity Shares offered by the Promoter Selling Shareholder, and thereafter, towards the balance Fresh Issue.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted will be not less than 1,000.

Arrangements for disposal of odd lots

Since our Equity Shares will be traded in dematerialised form only and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

Restriction on transfer and transmission of shares

Except for the lock-in of the pre-Offer Equity Share Capital of our Company, Promoter's Contribution and Equity Shares allotted to Anchor Investors pursuant to the Offer, as detailed in "*Capital Structure*" beginning on page 60 and except as provided in our Articles, there are no restrictions on transfers and transmission of Equity Shares or on their consolidation or splitting. See, "*Main Provisions of the Articles of Association*" at page 344.

Option to receive Equity Shares in Dematerialized Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges.

Withdrawal of the Offer

Our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, reserve the right not to proceed with the entire or portion of the Offer for any reason at any time after the Bid / Offer Opening Date but before the Allotment. Further, the Promoter Selling Shareholder reserves the right not to proceed with the Offer for Sale, in whole or in part thereof, after the Bid / Offer Opening Date but before Allotment. In such an event, our Company would issue a public notice in the same newspapers, in which the pre-Offer advertisements were published, within two days of the Bid / Offer Closing Date, providing reasons for not proceeding with the Offer. Further, the Stock Exchanges shall be informed promptly in this regard by our Company, and the BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared and the Stock Exchanges will also be informed promptly. In the event of withdrawal of the Offer and subsequently, plans of a fresh offer by our Company, a fresh draft red herring prospectus will be submitted again to SEBI.

Notwithstanding the foregoing, this Offer is also subject to obtaining 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 the final RoC approval of the Prospectus after it is filed with the RoC.

OFFER STRUCTURE

The Offer is being made through the Book Building Process. The Offer is of up to [•] Equity Shares for cash at price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ 7,000 million comprising of a Fresh Issue of up to [•] Equity Shares aggregating up to ₹ 2,000 million by our Company and an Offer of Sale of up to [•] Equity Shares aggregating to ₹ 5,000 million by the Promoter Selling Shareholder.

The Offer will constitute [●]% of the post-Offer paid-up Equity Share capital of our Company.

Particulars	QIBs[1]	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment / allocation [2]	Not less than [●] Equity Shares or the Offer less allocation to Retail Individual Bidders and Non Institutional Bidders subject to the allocation / Allotment of not less than 75% of the Offer.	Not more than [●] Equity Shares	Not more than [●] Equity Shares
Percentage of Offer available for Allotment/allocation	Not less than 75% of the Offer shall be available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the 5% reservation in the Net QIB Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund reservation will be available for allocation to QIBs.	Not more than 15% of the Offer.	Not more than 10% of the Offer.
Basis of Allotment 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; and (b) [●] Equity Shares shall be Allotted on a proportionate basis to all QIBs including Mutual Funds receiving allocation as per (a) above. Our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price on a discretionary basis, out of which at least one-third will be available for allocation to Mutual Funds only subject to	Proportionate.	Allotment to each Retail Individual Bidders 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 Allotted on a proportionate basis.

Particulars	QIBs[1]	Non-Institutional Bidders	Retail Individual Bidders
	valid Bid received from Mutual Funds.		
Minimum Bid	Such number of Equity Shares so that the Bid Amount exceeds ₹ 200,000 and in multiples of [●] Equity Shares thereafter.	Such number of Equity Shares so that the Bid Amount exceeds ₹ 200,000 and in multiples of [●] Equity Shares thereafter.	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
Maximum Bid	Such number of Equity Shares not exceeding the size of the Offer, subject to applicable limits.	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	Such number of Equity Shares whereby the Bid Amount does not exceed ₹ 200,000.
Mode of Allotment	Compulsorily in dematerialised 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, scheduled commercial banks, multilateral and bilateral development financial institutions, Mutual Funds, Eligible FPIs, VCFs, AIFs, FVCIs, state industrial development corporation, insurance company registered with IRDAI, provident funds with minimum corpus of ₹ 250 million, pension funds with minimum corpus of ₹ 250 million, National Investment Fund set up by the GoI, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and NBFC-SIs	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions, societies, trusts, family offices and FPIs who are individuals, corporate bodies and family offices.	Resident Indian individuals, HUFs (in the name of the karta) and Eligible NRIs.
Terms of Payment[4]	**In case of Anchor Investors:** Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids. **In case of all other Bidders**: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder, or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.		
Mode of Bidding	Only through the ASBA process (except for Anchor Investors).	Only through the ASBA process.	Only through the ASBA process.

[1] *Our Company and 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. 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 or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the QIB Portion. For further details, see "Offer Procedure" on page 323.*

[2] *Subject to valid Bids being received at or above the Offer Price. The Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 45 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations, wherein not less than 75% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers. Such number of Equity Shares representing 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the QIB Portion shall be available for allocation on a proportionate basis to QIBs (other than Anchor Investors), 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 more than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer*

Price. Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or 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 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. In the event of under-subscription in the Offer, the Allotment for the valid Bids will be made, in the first instance, towards subscription for 90% of the Fresh Issue. If there remain any balance valid Bids in the Offer, the Allotment for the balance valid Bids will be made towards Equity Shares offered by the Promoter Selling Shareholder, and thereafter, towards the balance Fresh Issue. For further details, please see *"Terms of the Offer" on page 314.*

(3) *In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. 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 in any or all categories.*

(4) *Anchor Investors shall pay the entire Bid Amount at the time of submission of the Anchor Investor Bid, provided that any positive difference between the Anchor Investor Allocation Price and the Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN.*

Note: *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.*

OFFER PROCEDURE

*All Bidders should review 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 (the "**General Information Document**") and the UPI Circulars, which highlight 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. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. 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 RIBs 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 investor 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) General instructions (limited to instructions for completing the Bid Form); (vii) Submission of Bid cum Application Forms; (viii) Other Instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) designated date; (x) disposal of applications; (xi) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) 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 RIBs 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 RIBs 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**"). However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, has decided to continue with the UPI Phase II till further notice. The final reduced timeline 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, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on or after May 1, 2021except as amended pursuant to SEBI circular 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 Red Herring Prospectus.*

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 BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Our Company, the Promoter Selling Shareholder and the members of the Syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this 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 Equity Shares that can be held by them under applicable law or as specified in this Red Herring Prospectus and the Prospectus.*

Further, our Company, the Promoter Selling Shareholder and the Syndicate 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 through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations wherein not less than 75% of the Offer shall be Allotted to QIBs on a proportionate basis, provided that our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, may allocate up to 60% of the QIB Category 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 them at or above the price at which allocation is made to Anchor Investors. In case of under-subscription or non-allocation in the Anchor Investor Portion, the remaining Equity Shares will be added back to the QIB Category (other than Anchor Investor Portion). 5% of the QIB Category shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Category 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. If at least 75% of the Offer cannot be Allotted to QIBs, the Bid Amounts received by our Company shall be refunded. Further, not more 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% 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.

Under-subscription, if any, in any category, except the QIB Category, would be allowed to be met with spill-over from any other category or categories, as applicable, at the discretion of our Company and the Promoter Selling Shareholder in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws. 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.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID and PAN and UPI ID (for RIBs using the UPI Mechanism), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of *inter alia*, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism 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 ASBA) for applications by RIBs through Designated 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 the UPI Mechanism in three phases in the following manner:

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 till June 30, 2019. Under this phase, an RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020 decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase.

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 is proposed to be reduced to three Working Days.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Bid cum Application Form

Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Offer. Anchor Investors are not permitted to participate in this Offer through the ASBA process.

Copies of the ASBA Forms and the abridged prospectus will be available with the Designated Intermediaries at relevant Bidding Centres and at our Registered and Corporate Office. The ASBA Forms 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. Anchor Investor Application Forms shall be available at the offices of the BRLMs at the Anchor Investor Bidding Date.

Bidders (other than RIBs using the UPI Mechanism and Anchor Investors) must provide bank account details and authorisation by the ASBA bank account holder to block funds in their respective ASBA Accounts in the relevant space provided in the Bid cum Application Form. Bid cum Application Forms that do not contain such details are liable to be rejected. The Sponsor Bank shall provide details of the UPI linked bank account of the Bidders to the Registrar to the Offer for purpose of reconciliation.

RIBs using the UPI Mechanism must provide the 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.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. RIBs using UPI Mechanism, may submit their ASBA Forms with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. 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 by Sponsor Bank under the UPI Mechanism, as applicable at the time of submitting the Bid.

Anchor Investors are not permitted to participate in the Offer through the ASBA process. For Anchor Investors, the Anchor Investor Application Form will be available with the Book Running Lead Managers.

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

Category	**Colour of Bid cum Application Form***
Resident Indians including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including FPIs and Eligible NRIs, FVCIs and registered bilateral and multilateral development financial institutions applying on a repatriation basis	Blue
Anchor Investors[#]	White

** Excluding electronic Bid cum Application Forms. Electronic Bid cum Application forms will also be available for download on the website of NSE (www.nseindia.com) and the BSE (www.bseindia.com)*
[#] Bid cum Application Forms for Anchor Investors will be made available at the office of the BRLMs

Investors must ensure that their PAN is linked with Aadhar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021.

In case of ASBA Forms, Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges.

Subsequently, for ASBA Forms (other than RIBs 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. 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.

For RIBs 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 RIBs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate RIBs (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 Book Running Lead Managers for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as 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.

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 Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

Who can Bid?

In addition to the category of Bidders set forth in the General Information Document, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines:

- FPIs other than individuals, corporate bodies and family offices
- Individuals, corporate bodies and family offices categorised as Category II FPIs and registered with SEBI
- Scientific and/or industrial research organisations in India, which are authorised to invest in equity shares; and
- Any other person eligible to Bid in this Offer, under the laws, rules, regulations, guidelines and polices applicable to them.

Participation by associates and affiliates of the BRLMs and the Syndicate Members, Promoter, Promoter Group and persons related to Promoter / Promoter Group

The BRLMs and the Syndicate Members shall not be allowed to purchase the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Members may purchase Equity Shares in the Offer, either in the Net QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, and such Bid subscription may be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the Book Running Lead Managers nor any associates 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, persons related to our Promoter and Promoter Group shall not apply in the Offer under the Anchor Investor Portion.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a "*person related to the Promoter or Promoter Group*": (a) rights under a shareholders' agreement or voting agreement entered into with the Promoter or members of the Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an associate of a BRLM, if: (a) 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 (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the BRLMs.

The Promoter Selling Shareholder, Promoter and the members of the Promoter Group will not participate in the Offer except to the extent of the Offered Shares.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason therefore.

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 may be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of a Mutual Fund will not be treated as multiple Bids, provided that such Bids clearly indicate the scheme for which the Bid is submitted.

No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights. No Mutual Fund scheme shall invest more than 10% of its net asset value 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 scheme.

Bids by HUFs

Bids by HUFs Hindu Undivided Families or HUFs, 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 Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the BRLMs, Syndicate Member and sub-syndicate members at select locations as specified in the Bid cum Application Form. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorise their SCSB or should confirm/accept the UPI Mandate Request (in case of RIBs using 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 authorise their SCSB or should confirm/accept the UPI Mandate Request (in case of RIBs Bidding using 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. However, NRIs applying in the Offer through the UPI Mechanism, are advised to enquire with the relevant bank where their account is UPI linked prior to submitting their Bid cum Application.

Eligible 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, Eligible 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.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents. Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents.

For details of investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 342. Participation of Eligible NRIs shall be subject to the FEMA NDI Rules.

Bids by FPIs

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 and the Selling Shareholders reserve 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 (blue in colour).

In terms of the FEMA NDI Rules and SEBI FPI Regulations, investment in the Equity Shares by a single FPI or an investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% or common control) shall be below 10% of our post-Offer Equity Share capital. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up equity capital of our Company, 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 or investor group 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. The aggregate limit for all FPI investments shall be the sectoral caps applicable to our Company, which is 74% of the total paid-up Equity Share capital of our Company on a fully diluted basis. In terms of the FEMA NDI Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for Offer procedure, as prescribed by SEBI 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 is permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions:

(a) such offshore derivative instruments are issued only by persons registered as category I FPIs;

(b) such offshore derivative instruments are issued only to persons eligible for registration as category I FPIs;

(c) such offshore derivative instruments are issued after compliance with the 'know your client' norms as specified by SEBI; and

(d) such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that any transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (a) to (d)) and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI.

Participation of FPIs in the Offer shall be subject to the FEMA NDI Rules.

Further, 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 which were issued in November 2019 to facilitate implementation of SEBI FPI Regulations (such structure "**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 names of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected. Further, in the following cases, Bids by FPIs shall not be treated as multiple Bids: (i) FPIs which utilise the MIM Structure, 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.

Bids by SEBI registered VCFs, AIFs and FVCIs

The SEBI FVCI Regulations and the SEBI AIF Regulations, *inter-alia*, prescribe the respective investment restrictions on the FVCIs, VCFs and AIFs registered with SEBI. Accordingly, the holding by any individual VCF or FVCI registered with SEBI, in any company should not exceed 25% of the corpus of the VCF. Further, VCFs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offerings.

Category I and II AIFs cannot invest more than 25% of the corpus in one investee company. A Category III AIF cannot invest more than 10% of the corpus in one investee company. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up, and such funds shall not launch any new scheme after notification of the SEBI AIF Regulations.

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.

Neither our Company, nor the Promoter Selling Shareholder nor the BRLMs will 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 and the Promoter Selling Shareholder, in consultation with the BRLMs, 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 RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, reserve the right to reject any Bid without assigning any reason thereof.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the "**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI, provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or 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 investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended. Bids by banking companies s should not exceed the investment limits prescribed for them under the applicable laws.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013 respectively. 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 systemically important non-banking financial companies

In case of Bids made by NBFC-SI, (i) a certified copy of the certificate of registration issued by the RBI, (ii) a certified copy of its last audited financial statements on a standalone basis, and (iii) a net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form, along with other approval as may be required by the Systemically Important NBFCs. Failing this, our Company reserves the right to reject any Bid, without assigning any reason thereof. NBFC-SIs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

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 reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016, as amended ("**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. Bidders are advised to refer to the IRDA Investment Regulations for specific investment limits applicable to them. Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with 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 reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, 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, subject to such terms and conditions that our Company, in consultation with the BRLMs, may deem fit, without assigning any reasons thereof.

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.

(i) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs.

(ii) 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.

(iii) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

(iv) Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date, i.e., the Anchor Investor Bidding Date, and will be completed on the same day.

(v) Our Company and the Promoter Selling Shareholder, 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:

   (a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 100 million

   (b) 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

   (c) 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.

(vi) 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 Exchange.

(vii) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(viii) 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 Allocation 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 Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Allocation Price shall still be the Anchor Investor Office Price.

(ix) Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.

(x) Neither the BRLMs or 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 or family offices sponsored by the entities which are associate of the BRLMs) nor any "person related to the Promoter or Promoter Group" shall apply in the Offer under the Anchor Investor Portion. For further details, see "– *Participation by associates and affiliates of the BRLMs and the Syndicate Members, Promoter, Promoter Group and persons related to Promoter / Promoter Group*" beginning on page 326.

(xi) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

(xii) For more information, see the General Information Document.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 250 million, a certified copy of 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 and the Promoter Selling Shareholder, in consultation with the BRLMs, reserve the right to reject any Bid, without assigning any reason therefor.

The Equity Shares offered in the Offer have not been and will not be registered, listed or otherwise qualified in any jurisdiction except India and may not be offered or sold to persons outside of India except in compliance with the applicable laws of each such jurisdiction. In particular, the Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or the laws of any state of the United States and may not be offered or sold in the United States (as defined in Regulation S under the U.S. Securities Act ("Regulation S")) 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 offered and sold only outside the United States pursuant to Regulation S.

The above information is given for the benefit of the Bidders. Our Company, the Promoter Selling Shareholder and the members of Syndicate are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that 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 laws or regulation or as specified in the Draft Red Herring Prospectus, this Red Herring Prospectus and Prospectus.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in the Offer**.**

Information for Bidders

The relevant Designated Intermediary will enter each Bid option into the electronic Bidding system as a separate Bid and generate an acknowledgement slip ("**Acknowledgement Slip**"), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three Acknowledgement Slips for each Bid cum Application Form. 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 this Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

In the event of an upward revision in the Price Band, RIBs who had Bid at Cut-off Price could either (i) revise their Bid or (ii) shall make additional payment based on the cap of the revised Price Band (such that the total amount i.e. original Bid Amount plus additional payment does not exceed ₹ 200,000 with respect to RIBs if the Bidder wants to continue to Bid at Cut-off Price). The revised Bids must be submitted to the same Designated Intermediary to whom the original Bid was submitted. If the total amount (i.e. the original Bid Amount plus additional payment) exceeds ₹ 200,000 with respect to RIBs, the Bid will be considered for allocation under the Non-Institutional Portion. If, however, the Retail Individual Bidder does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the Retail Individual Bidder and the Retail Individual Bidder is deemed to have approved such revised Bid at Cut-off Price.

In the event of a downward revision in the Price Band, Retail Individual Bidders who have bid at Cut-off Price may revise their Bid; otherwise, the excess amount paid at the time of Bidding would be unblocked after Allotment is finalised.
Any revision of the Bid shall be accompanied by instructions to block the incremental amount, if any, to be paid on account of the upward revision of the Bid.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company will, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Janasatta (a widely circulated Hindi national daily newspaper) and Mumbai edition of Navshakti (a widely circulated Marathi newspaper, Marathi being the regional language of Maharashtra where our Registered and Corporate Office is located). Our Company shall, in the pre-Offer advertisement state the Bid/Offer Opening Date, the Bid/Offer Closing Date and the QIB Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed under the SEBI ICDR Regulations.

Allotment Advertisement

Our Company, the Book Running Lead Managers and the Registrar shall publish an advertisement in relation to Allotment before commencement of trading, disclosing the date of commencement of trading of the Equity Shares, in all editions of Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national daily newspaper and Mumbai edition of Navshakti, a Marathi newspaper, Marathi being the regional language of Maharashtra, where our Registered is located, each with wide circulation.

Signing of Underwriting Agreement and filing of Prospectus with the RoC

Our Company and the Promoter Selling Shareholder will enter into an Underwriting Agreement with the Underwriters on or immediately after the finalisation of the Offer Price. After signing the Underwriting Agreement, our Company will file the Prospectus with the RoC, in accordance with applicable law. The Prospectus will contain details of the Offer Price, Anchor Investor Offer Price, Offer size and underwriting arrangements and will be complete in all material respects.

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. Retail Individual Bidders can revise their Bid(s) during the Bid/Offer Period and withdraw 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 this Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals

2. Ensure that you have Bid within the Price Band

3. Read all the instructions carefully and complete the Bid cum Application Form

4. Ensure that the details about the PAN, DP ID and Client ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only

5. Ensure that your Bid cum Application Form bearing the stamp of the relevant Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time

6. In case of joint Bids, ensure that first Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the first Bidder is included in the Bid cum Application Form

7. Bidders (other than RIIs bidding through the non-UPI Mechanism) should submit the Bid cum Application Form only at the Bidding Centers, i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the CRTA at the Designated RTA Locations or CDP at the Designated CDP Locations. RIIs bidding through the non-UPI Mechanism should either submit the physical Bid cum Application Form with the SCSBs or Designated Branches of SCSBs under Channel I (described in the UPI Circulars) or submit the Bid cum Application Form online using the facility of 3-in 1 type accounts under Channel II (described in the UPI Circulars)

8. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than RIBs using the UPI Mechanism) in the Bid cum Application Form

9. RIBs using the UPI Mechanism should ensure that the correct UPI ID (with maximum length of 45 characters including the handle) is mentioned in the Bid cum Application Form

10. RIBs 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. RIBs 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

11. RIBs bidding using the UPI Mechanism should ensure that they use only their own bank account linked UPI ID to make an application in the issue

12. RIBs submitting a Bid cum Application Form using the UPI Mechanism, should ensure that: (a) the bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Bid is listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40

13. RIBs submitting a Bid-cum Application Form to any Designated Intermediary (other than SCSBs) should ensure that only UPI ID is included in the Field Number 7: Payment Details in the Bid cum Application Form

14. RIBs using the UPI Mechanism shall ensure that the bank, with which it has its bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI

15. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only

16. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms

17. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. 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

18. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary

19. Bidders, other than RIBs using the UPI Mechanism, shall ensure that they have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries

20. Ensure that you submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment

21. With respect to Bids by SCSBs, ensure that you have a separate account in your own name with any other SCSB having clear demarcated funds for applying under the ASBA process and that such separate account (with any other SCSB) is used as the ASBA Account with respect to your Bid

22. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market. 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 beneficiary 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

23. Ensure that Anchor Investors submit their Anchor Investor Application Form only to the BRLMs

24. Ensure that the Demographic Details are updated, true and correct in all respects

25. 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

26. Ensure that the correct investor category and the investor status is indicated in the Bid cum Application Form

27. 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, are submitted

28. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws

29. Ensure that the depository account is active, the correct DP ID, Client ID and the PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID 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 and PAN available in the Depository database

30. Ensure that where the Bid cum Application Form is submitted in joint names, the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form

31. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors) is submitted to a Designated Intermediary in a Bidding Centre and in case of Bidding through a Designated Intermediary (other than for Anchor Investors and RIBs) 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 www.sebi.gov.in) or such other websites as updated from time to time;

32. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form or have otherwise provided an authorisation to the SCSB or 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

33. For RIBs using the UPI Mechanism, ensure that you approve the Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner

34. RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form

35. RIBs shall ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid / Offer Closing Date

36. 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

37. RIBs using the UPI Mechanism should mention valid UPI ID of only the Applicant (in case of single account) and of the first Applicant (in case of joint account) in the Bid cum Application Form

38. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account

39. RIBs using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner; and

40. Bids by Eligible NRIs and HUFs for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Portion, and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Portion, for the purposes of allocation in the Offer.

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 size

2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price

3. Do not Bid on another Bid cum Application Form or the Anchor Investor Application Form, as the case maybe, after you have submitted a Bid to a Designated Intermediary

4. RIBs should not submit a Bid using the UPI Mechanism, unless the name of the bank where the bank account linked to your UPI ID is maintained, is listed on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40

5. RIB should not submit a Bid using the UPI Mechanism, using a Mobile App or UPI handle, not listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40

6. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest

7. Do not submit a Bid using UPI ID, if you are not a RIB

8. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only

9. Anchor Investors should not Bid through the ASBA process

10. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company or at a location other than the Bidding Centres. Provided that RIBs not using the UPI Mechanism should not submit Bid cum Application Forms with Designated Intermediaries (other than SCSBs)

11. Do not Bid on a physical ASBA Form that does not have the stamp of the relevant Designated Intermediary

12. Do not Bid at Cut-off Price in case of Bids by QIBs and Non-Institutional Bidders

13. Do not fill up the Bid cum Application Form such that the Equity Shares Bid 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 this Red Herring Prospectus

14. If you are a Non-Institutional Bidder or a Retail Individual Bidder, do not submit your Bid after 3.00 pm on the Bid/Offer Closing Date

15. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid/ Offer Closing Date

16. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process

17. Do not Bid for a Bid Amount exceeding ₹ 200,000 for Bids by Retail Individual Bidders

18. Do not submit the General Index Register (GIR) number instead of the PAN

19. Do not submit incorrect UPI ID details if you are a RIB Bidding through the UPI Mechanism;

20. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer

21. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account

22. Do not submit more than one Bid cum Application Form for each UPI ID in case of RIBs using the UPI Mechanism

23. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account

24. Do not submit Bids to a Designated Intermediary at a location other than Specified Locations

25. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company

26. 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

27. 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

28. Do not Bid for Equity Shares in excess of what is specified for each category

29. 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

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 RIB Bidders using the UPI Mechanism

31. 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

32. 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)

33. Do not submit a Bid cum Application Form using a third party bank account or using third party linked bank account UPI ID (in case of in case of Bids submitted by RIBs using the UPI Mechanism); and

34. Do not Bid if you are an OCB.

The Bid cum Application Form is liable to be rejected if any of the above instructions or any other condition mentioned in this Red Herring Prospectus, as applicable, is not complied with.

Grounds for Technical Rejections

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids may be rejected on the following additional technical grounds:

1. Bid submitted without instruction to the SCSB to block the entire Bid Amount

2. Bids which do not contain details of the Bid Amount and the bank account or UPI ID (for RIBs using the UPI Mechanism) details in the ASBA Form

3. Bids submitted on a plain paper

4. Bids submitted by RIBs using the UPI Mechanism through an SCSB and/or using a Mobile App or UPI handle, not listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40

5. Bids under the UPI Mechanism submitted by RIBs using third party bank accounts or using a third party linked bank account UPI ID, subject to availability of information from the Sponsor Bank

6. Bids by HUFs not mentioned correctly as provided in *"– Bids by HUFs"* beginning on page 327

7. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary

8. Bids submitted without the signature of the First Bidder or sole Bidder

9. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder

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 (reference number: CIR/MRD/DP/ 22 /2010) dated July 29, 2010

11. GIR number furnished instead of PAN

12. Bids by Retail Individual Bidders with Bid Amount for a value of more than ₹ 200,000

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 cheque(s), demand draft(s), stock invest, money order, postal order or cash; and

15. Bids by OCBs.

Further, in case of any pre-Offer or post Offer related issues regarding share certificates/demat credit/refund orders/unblockingetc., investors shall reach out the Company Secretary and Compliance Officer. For details of Company Secretary and Compliance Officer, see "*General Information*" on page 52.

Further, for helpline details of the BRLMs pursuant to the SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see "*General Information – Book Running Lead Managers*" on page 53.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, 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 will not make any Allotment in excess of the Equity Shares through the Offer Document 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 one per cent. of the Offer may be made for the purpose of making Allotment in minimum lots.

The Allotment of Equity Shares to applicants other than to the Retail Individual 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 Equity Shares, if any, shall be Allotted on a proportionate basis. The Allotment of Equity Shares to Anchor Investors shall be on a discretionary basis.

Payment into Escrow Account

Our Company and the Promoter Selling Shareholder in consultation with the BRLMs, in their absolute discretion, 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. Anchor Investors are not permitted to Bid in the Offer through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS or NEFT) to the Escrow Accounts. The payment instruments for payment into the Escrow Accounts should be drawn in favour of:

(i) In case of resident Anchor Investors: "SUPRIYA LIFESCIENCE LIMITED – ANCHOR INVESTOR RESIDENT"
(ii) In case of non-resident Anchor Investors: "SUPRIYA LIFESCIENCE LIMITED – ANCHOR INVESTOR NON RESIDENT"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Promoter Selling Shareholder and the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections of Bid amounts from Anchor Investors.

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 among our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite Agreement dated March 26, 2021 among NSDL, our Company and the Registrar to the Offer.

- Tripartite Agreement dated April 26, 2019 among CDSL, our Company and Registrar to the Offer.

Undertakings by our Company

Our Company undertakes the following:

(i) adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and to consider them similar to Anchor Investors while finalising the Basis of Allotment

(ii) the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily

(iii) that if the 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, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period

(iv) that all steps will be taken 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 within six Working Days of the Bid/Offer Closing Date or such other time as may be prescribed

(v) that funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company

(vi) where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant 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

(vii) that if our Company does not proceed with the Offer after the Bid/Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly

(viii) that if our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, withdraw the Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh draft offer document with the SEBI, in the event our Company subsequently decides to proceed with the Offer thereafter

(ix) Promoter’s contribution, if any, shall be brought in advance before the Bid / Offer Opening Date

(x) that adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors; and

(xi) that no further issue of Equity Shares shall be made until the Equity Shares offered through this Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the ASBA Accounts on account of non-listing, under-subscription etc.

Undertakings by Promoter Selling Shareholder

The Promoter Selling Shareholder undertakes the following in respect of itself as a Promoter Selling Shareholder and the Offered Shares:

(i) that the Offered Shares are free and clear of any pre-emptive rights, liens, mortgages, charges, pledges or encumbrances and are eligible to be a part of the Offer for Sale, in accordance with Regulation 8 of the SEBI ICDR Regulations and shall continue to be in dematerialised form at the time of transfer

(ii) that they are the legal and beneficial owner of and have full title to the Offered Shares

(iii) that they shall provide all support and cooperation as may be reasonably requested by our Company and the BRLMs to the extent such support and cooperation is in relation to its Offered Shares and in relation to necessary formalities for listing and commencement of trading at the Stock Exchanges, the completion of the Allotment and dispatch of the Allotment Advice and CAN, if required, and refund orders (as applicable) to the requisite extent of the Offered Shares

(iv) that the Promoter Selling Shareholder specifically confirms that they shall not have any recourse to the proceeds of the Offer, until final listing and trading approvals have been received from the Stock Exchanges

(v) that they 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, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Offer, except as permitted under applicable law

(vi) that they shall not offer, lend, pledge, create lien, charge, encumber, sell, contract to sell or otherwise transfer or dispose of, directly or indirectly, any of the Equity Shares offered in the Offer

(vii) that they will provide such assistance as may be required by our Company and BRLMs acting reasonably, in redressal of such investor grievances that pertain to the Equity Shares being offered pursuant to the Offer and statements specifically made or confirmed by it in relation to itself as a Promoter Selling Shareholder; and

(viii) that they shall transfer the Offered Shares to an escrow demat account in accordance with the share escrow agreement to be executed between the parties to such share escrow agreement.

The Promoter Selling Shareholder has authorised the Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Bidders in respect of their Offered Shares.

Utilisation of Offer Proceeds

Our Company and the Promoter Selling Shareholder, severally and not jointly, specifically confirm and declare:

(a) that all monies received from the Offer shall be credited / transferred to separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013; and

(b) details of all monies utilised out of the proceeds from the Fresh Issue shall be disclosed and continue to be disclosed till all the time any part of the proceeds from the Fresh Issue remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised, or 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.

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.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

Foreign Exchange Laws

The foreign investment in our Company is governed by *inter alia* the FEMA, as amended, the FEMA Non-debt Instruments Rules, the FDI Policy issued and amended by way of press notes.

In terms of the FDI Policy, foreign direct investment in brownfield pharmaceuticals up to 74% is permitted under the automatic route and beyond 74% is permitted under the government approval route. Further, foreign direct investment in greenfield pharmaceuticals up to 100% is permitted under the automatic route. 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 have not been and will not be registered under the U.S. Securities Act or any other applicable law of 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 applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

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.

For further details, see "*Offer Procedure*" beginning on page 323.

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 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 THE ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. Pursuant to Schedule I of Companies Act, 2013 and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below:

PRELIMINARY

1. Subject as hereinafter provided the regulations contained in Table 'F' in the Schedule I to the Companies Act, 2013, as amended from time to time, shall apply to the company so far as they are applicable to a public company, except so far as the regulations of Table 'F' have been impliedly or expressly excluded, modified, or varied by the Articles set out herein below and as may be altered or amended, from time to time.

2. The regulations namely, 27, 48 and 76 of Table 'F' shall not apply to the company.

DEFINITIONS

3. (1) In these Articles—

   (a) "Act" means the Indian Companies Act, 2013 and the Indian Companies Act 1956 (to the extent still applicable from time to time), or any statutory modification or amendment thereto, or re-enactment thereof and rules and regulations made there under, for the time being in force,

   (b) "Articles" means these articles of association as altered and modified from time to time in accordance with law,

   (c) "Board" means the board of directors of the company, as constituted from time to time in accordance with applicable law and terms of these Articles,

   (d) "Company" means "Supriya Lifescience Limited",

   (e) "Director" means the directors for the time being of the company,

   (f) "General Meeting" means either an extraordinary general meeting of the Company's shareholders or an annual general meeting of the Company's shareholders,

   (g) "Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act.

   (h) "Seal" means the common seal of the company.

   (2) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

INTERPRETATION

4. The following rules of interpretation shall apply in these Articles unless the context requires otherwise or is expressly specified otherwise;

   (a) the singular includes the plural and conversely;

   (b) A gender includes all genders;

   (c) where a word or phrase is defined, its other grammatical forms have a corresponding meaning;

   (d) a reference to a clause or schedule is to a clause of or schedule to these Articles

(e) a reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it and all regulation, subordinate legislation and statutory instruments issued under;

(f) the schedules hereto shall constitute an integral part of these Articles;

(g) the headings and titles in these Articles are indicative and shall not be affect the construction of the terms.

SHARE CAPITAL AND VARIATION OF RIGHTS

5. Subject to the provisions of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the directors who may, by sending a letter of offer, issue, allot or otherwise dispose of the same or any of them to such person(s) or employees (under an employee stock option scheme passed by Special Resolution), in such proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provisions of the Act) at a discount and at such time as they may from time to time think fit and with sanction of the company in the General Meeting to give to any person(s) or employees the option or right to call for any shares either at par or premium during such time and for such consideration as the directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up 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 sanction of the company in the General Meeting.

6. 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 Directors 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 and at such time as they may from time to time think fit.

7. 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:

(i) with voting rights; and / or

(ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and

(b) Preference share capital

8. The Company, in accordance with these Articles, may from time to time increase the capital for the time being of the Company into several classes and to attach thereto respectively preferential, deferred, qualified, or special rights, privileges or conditions, as may be determined by or in accordance with regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

9. The Company in accordance with these Articles of Association may from time to time by shareholders resolution reduce its share capital in any manner for the time being authorised by law. The capital may be paid off on the footing that it may be called up again or otherwise.

10. Subject to the provisions of the Act and in accordance with these Articles, the Company in General Meeting may from time to time subdivide, consolidate, cancel or buy back its shares or any of them and Resolution shall decide the rights of shareholders on sub-division regarding dividend, capital compared with others.

11. (i) Every person whose name is entered as a member in the register of members shall be entitled without payment to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the

registration of transfer or transmission or within such other period as the conditions of issue shall be provided,

(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 twenty rupees for each certificate after the first.

(ii) Every certificate of shares shall be issued under the Seal of the Company affixed in the presence of either two directors or by a director and the Company Secretary, wherever the Company has appointed a Company Secretary or in any other manner as may be permitted by the Act and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe and approve.

(iii) 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.

12. (i) 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, 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 company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate. Provided that no fee 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.

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 Act or rules made under Securities Contracts (Regulation) Act,1956 or any other act, rules or regulations applicable thereof in this behalf.

(ii) The provisions of Articles (11) and (12) shall mutatis mutandis apply to issue of Certificates for any other securities including debentures (except where the Act otherwise requires of the company).

13. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

14. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of Section 40 of the Act, 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 that section and rules made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of Section 40 of the Act.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

15. (i) 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 Section 48 of the Act, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

16. 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.

17. Subject to the provisions of the Act and Rules made in this behalf, 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.

FURTHER ISSUE OF SHARES

18. Where at any time, it is proposed to increase the subscribed capital of the company by allotment of further shares then:

(a) Such further shares shall be offered to the 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 capital paid-up on those shares at that date;

(b) The offer aforesaid shall be made by a notice specifying the number of shares offered and limiting a time not being less than fifteen days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined;

(c) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in sub-clause (b) shall contain a statement of this right;

(d) After the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner as they think most beneficial to the Company.

19. Notwithstanding anything contained in article 17 the further shares aforesaid may be offered to any persons (whether or not those persons include the persons referred to in sub-clause (a) of article 17 hereof) in any manner whatsoever.

(a) If a special resolution to that effect is passed by the company in general meeting, or

(b) Where no such resolution is passed, if the votes cast (whether on a show of hands or on a poll as the case may be) in favour of the proposal contained in the resolution moved in that general meeting (including the casting vote, if any, of the chairman) by members who, being entitled so to do, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by members, so entitled and voting and the Central Government is satisfied, on an application made by the Board in this behalf, that the proposal is most beneficial to the company.

20. Nothing in sub clause (c) of article 17 hereof shall be deemed:

(a) To extend the time within which the offer should be accepted; or

(b) 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 comprised in the renunciation.

21. Nothing in this Articles 17-19 shall apply to the increase of the subscribed capital of the company caused by the exercise of an option attached to the debentures issued by the company:

(i) To convert such debentures or loans into shares in the company; or

(ii) To subscribe for shares in the company

PROVIDED THAT the terms of issue of such debentures or the terms of such loans include a term providing for such option and such term:

(a) Either has been approved by the central Government before the issue of debentures or the raising of the loans or is in conformity with Rules, if any, made by that Government in this behalf; and

(b) In the case of debentures or loans or other than debentures issued to, or loans obtained from the Government or any institution specified by the Central Government in this behalf, has also been approved by the special resolution passed by the company in General Meeting before the issue of the loans.

TERM OF ISSUE OF DEBENTURES

22. Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the company in the General Meeting by a special resolution.

LIEN

23. (i) 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 each member (whether solely or jointly with others), 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 Article.

Further provided that fully paid shares shall be free from all lien.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

24. 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 the person entitled thereto by reason of his death or insolvency.

25. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) 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 in reference to the sale.

26. (i) 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.

(ii) 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.

27. Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the company's lien if any, on such shares.

28. The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.

CALLS ON SHARES AND OTHER SECURITIES

29. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their 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 no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) 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.

(iii) A call may be revoked or postponed at the discretion of the Board.

30. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

31. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

32. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

33. (i) 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.

(ii) 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.

34. The Board—

(i) may, if it thinks fit, 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; and

(ii) 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 Directors may at any time repay the amount so advanced. The members 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.

35. The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company.

TRANSFER OF SHARES AND OTHER SECURITIES

36. Save and except otherwise provided under the Companies Act, 2013 and Rules and Regulations made thereunder,

(i) The instrument of transfer shall be in writing and all provisions of the Act and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof. A common form of transfer shall be used. The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

37. Subject to the provisions of Section 58, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may, with sufficient cause decline to register—

(i) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(ii) any transfer of shares on which the company has a lien.

(iii) transmission by operation of law of the right to, any shares or interest of a member in the Company.

38. The Board may decline to recognise any instrument of transfer unless—

(i) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of Section 56 of the Act;

(ii) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(iii) the instrument of transfer is in respect of only one class of shares.

39. The Company shall within one month 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 the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on shares.

40. On giving not less than seven days' previous notice in accordance with Section 91 of the Act and rules made thereunder, 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.

41. The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

TRANSMISSION OF SHARES AND OTHER SECURITIES

42. (i) 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 recognised by the company as having any title to his interest in the shares.

(ii) Nothing in Article 34 (i) 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.

43. (i) 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.

(ii) 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.

44. (i) 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.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) 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.

45. 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.

46. 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.

47. 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.

FORFEITURE OF SHARES AND OTHER SECURITIES

48. 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 payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

49. 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.

50. 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.

51. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

52. (i) 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.

(ii) 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.

53. (i) 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;

(ii) 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;

(iii) The transferee shall thereupon be registered as the holder of the share; and

(iv) 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.

54. The provisions of these Articles 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.

55. The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

STOCK

56. 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.

JOINT HOLDERS

57. Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:

(a) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share.

(b) On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.

(c) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.

(d) Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.

(e) (i) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint-holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof.

(ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.

(f) The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities including debentures of the Company registered in joint names.

CAPITALISATION OF PROFITS

58. (i) The company in general meeting may, upon the recommendation of the Board, resolve—

(a) that it is desirable to capitalise 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 (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), 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 (a) and partly in that specified in sub-clause (b);

(d) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(e) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

59. (i) 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.

(ii) 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 infractions; 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.

BUY-BACK OF SHARES

60. Notwithstanding anything contained in these articles but subject to the provisions of Sections 68 to 70 of the Act 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.

DEMATERIALISATION OF SHARES

61. The Company may exercise an option to issue, deal in, hold the securities (including shares) with a depository in electronic form and the certificates in respect thereof shall be dematerialised, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time or any statutory modification thereto or re-enactment thereof.

62. The Company shall cause to be kept a register and index of beneficial owners in accordance with all applicable provisions of the Companies Act, 2013 and the Depositories Act, 1996 with details of shares held in dematerialised forms in any medium as may be permitted by law including in any form of electronic medium. The Company shall be entitled to keep in any Country outside India a branch Register of beneficial owners residing outside India.

GENERAL MEETINGS

63. All general meetings other than annual general meeting shall be called extraordinary general meeting.

64. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
(ii) If at any time Directors capable of acting who are sufficient in number to form a quorum are not within India, any Director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

PROCEEDINGS AT GENERAL MEETINGS

65. (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) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in Section 103 of the Act.

66. The chairperson, if any, of the Board shall preside as chairperson at every general meeting of the company.

67. 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.

68. 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 choose one of their members to be chairperson of the meeting.

ADJOURNMENT OF MEETING

69. (i) The chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, 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 adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in Section 103 of 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.

VOTING RIGHTS

70. 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.

71. A member may exercise his vote at a meeting by electronic means in accordance with Section 108 of the Act and shall vote only once.

72. (i) 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 the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

73. 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.

74. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

75. 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.

76. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.

PROXY

77. 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.

78. 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, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

79. An instrument appointing a proxy shall be in the form as prescribed in the rules made under Section 105 of the Act.

80. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the 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.

BOARD OF DIRECTORS

81. Until otherwise determined by special resolution of the Company in General Meeting and subject to the provisions of the Act the number of Directors shall not be less than three and not more than fifteen.

82. The following shall be the Current Directors of the company:

(i) Mr. Satish Wagh

(ii) Mrs. Smita Wagh

(iii) Ms. Saloni Wagh

(iv) Ms. Shivani Wagh

(v) Mr. Kedar Karmarkar

(vi) Mr. Bhairav Choksi

(vii) Mr. Balasaheb Sawant

83. (i) The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) 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 or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

84. The Board may pay all expenses incurred in getting up and registering the company.

85. The company may exercise the powers conferred on it by Section 88 of the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations, as it may think fit in respect of keeping of any such register.

86. 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 maybe, by such person and in such manner as the Board shall from time to time by resolution determine.

87. 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.

POWERS OF BOARD

88. 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 statute 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.

PROCEEDINGS OF THE BOARD

89. (i) The Board may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A Director may, and the manager or secretary on the requisition of a Director shall, at any time, summon a meeting of the Board.

(iii) The quorum for a Board meeting shall be as provided in the Act.

90. (i) Save as otherwise expressly provided in the Act; questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the chairperson of the Board, if any, shall have a second or casting vote.

91. 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 or these Articles 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.

92. (i) 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 meetings and determine the period for which he is to hold office.

(ii) 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 numbers to be chairperson of the meeting.

93. (i) 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.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, confirm to any regulations that may be imposed on it by the Board.

94. (i) A committee may elect a chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.

(ii) 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.

95. (i) A committee may meet and adjourn as it thinks fit.

(ii) 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.

96. 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.

97. 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.

APPOINTMENT OF ALTERNATE DIRECTOR:

98. The Board may, in accordance with and subject to the provision of section 161 (2) of the Act, or any statutory modifications thereof from time to time, appoint an Alternate Director to act as such for a Director during latter's absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act. An Alternate Director appointed under this Article shall not hold office for a period longer than the permissible to the original Director in whose place he has been appointed and shall vacate office of the original Director once original Director returns to the India. If the term of office of the original Director is determined before he so returns to India any provisions in the Act or in these Articles for the automatic re-appointment of a retiring Director in default of another appointment shall apply to the original Director and not to the Alternate Director.

APPOINTMENT OF ADDITIONAL DIRECTOR:

99. Subject to the provision of section 161 (1) of the Act, or any statutory modifications thereof from time to time, the Board shall have power at any time and from time to time to appoint any other person to be an additional Director but the total number of Directors shall not any time exceed the maximum fixed under this Articles of Association. Any such additional Director shall hold office only up to the date of the next Annual General Meeting.

APPOINTMENT OF DIRECTOR TO FILL CASUAL VACANCY:

100. Subject to the provision of section 161 (4) of the Act, or any statutory modifications thereof from time to time, the Board shall have power at any time to appoint any other person to be a Director to fill a casual vacancy caused in the office of any Director, any person 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 by him.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

101. Subject to the provisions of the Act, —

(i) 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;

(ii) A Director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

102. 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.

GENERAL AUTHORITY

103. Whenever in the Act, or any statutory modifications thereof from time to time, it has been provided that the Company shall have any right, privileges or authority, or that the Company could carry out any transaction only if the Company is so authorised by its Articles, then and in that case these Articles of Association hereby authorizes and empowers the Company, to have such right, privileges or authority; to carry out such transactions as have been permitted by the Act without there being any specific Article in that behalf in these Articles of Association.

THE SEAL

104. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and shall be signed by any one of the Directors or the Secretary or such other person as the Board or committee of the Board may appoint for the purpose, and such Director or the Secretary or such other person aforesaid shall sign every instrument to which the seal of the company is so affixed in his presence.

DIVIDENDS AND RESERVE

105. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

106. Subject to the provisions of Section 123 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.

107. (i) 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.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

108. (i) 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.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) 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.

109. 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.

110. (i) 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.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

111. 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.

112. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

113. No dividend shall bear interest against the company.

114. Subject to the provisions of Section 123 and 124 of the Act, where, a dividend has been declared by the Company but has not been paid or claimed within the applicable number of days as per the Act from the date of the declaration, to/by any Shareholder entitled to the payment of the dividend, the Company shall, within seven (7) days from the date of expiry of the said period transfer the total amount of dividend which remains unpaid or unclaimed within the said period, to a special account to be opened by the Company in that behalf in any scheduled bank, to be called "Unpaid Dividend Account of Supriya Lifescience Limited". Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven (7) years from the date of such transfer shall be transferred by the Company along with interest accrued, if any, to the fund established under Section 125 of the Act for this purpose. No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes debarred by law.

CAPITALIZATION:

115. Subject to the provisions of the Act and these Articles of Association, if resolved at the General Meeting any monies, investments or assets, forming part of undivided profits, standing to the credit of reserve fund at the disposal of the Company and available for dividend (or as share premium Account) be capitalized and distributed among the members who are entitled for dividend and in the same proportion be applied to make the partly paid shares as fully paid bonus shares or partly in one way and partly in other.

SWEAT EQUITY

116. Subject to the provisions of section 54 of the Act, read with Rule 8 of the Companies (Share Capital and Debentures) Rules, 2014 or any statutory modification thereof from time to time and all other applicable laws, if any, the Company may from time to time issue any securities including equity shares, preference shares whether convertible into equity or not, debenture, whether convertible into equity or not, as sweat equity shares, warrants and/or any other securities.

ESOP EQUITY

117. Subject to the provisions of the Act, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 or any statutory modification thereof from time to time and all other applicable laws, if any, the company may from time to time issue any securities including equity shares, preference shares whether convertible into equity or not, debenture, whether convertible into equity or not, as shares, warrants and/or any other securities under any Employee Stock Option Plan or Scheme (ESOP), to the eligible employees, working directors and others as may be approved by the Board or Committee of Directors authorized by the Board in this regard.

ACCOUNTS

118. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being Directors.

(ii) 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 authorised by the Board or by the company in general meeting.

WINDING UP

119. Subject to the provisions of Chapter XX of the Act and rules made there under—

(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 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 members 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 trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

120. Every officer of the company shall be indemnified out of the assets of the company against any 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 which relief is granted to him by the court or the Tribunal.

121. At any point of time from the date of adoption of these Articles, if the Articles are or become contrary to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Regulations**"), the provisions of the Regulations shall prevail over the Articles to such extent and the Company shall discharge all of its obligations as prescribed under the Regulations, from time to time.

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 this Red Herring Prospectus and the Prospectus which will be filed with the RoC. Copies of the abovementioned contracts and also the documents 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 and on our website at https://supriyalifescience.com/corporate-governance.aspx from the date of this Red Herring Prospectus until the Bid/Offer Closing Date.

Any of the contracts or documents mentioned in this 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 of the provisions contained in the Companies Act and other applicable law.

A. Material Contracts for the Offer

1. Offer Agreement dated May 15, 2021 entered into between our Company, the Promoter Selling Shareholder and the BRLMs.

2. Registrar Agreement dated May 15, 2021, entered into between our Company, the Promoter Selling Shareholder and the Registrar to the Offer.

3. Cash Escrow and Sponsor Bank Agreement dated December 8, 2021 entered into between our Company, the Promoter Selling Shareholder, the Registrar to the Offer, the BRLMs and the Banker(s) to the Offer.

4. Share Escrow Agreement dated December 8, 2021 entered into between the Promoter Selling Shareholder, our Company and the Share Escrow Agent.

5. Syndicate Agreement dated December 8, 2021 entered into between our Company, the Promoter Selling Shareholder, the BRLMs and the Syndicate Members.

6. Underwriting Agreement dated [●] entered into between our Company, the Promoter Selling Shareholder and the Underwriters.

7. Monitoring Agency Agreement dated December 8, 2021 entered into between our Company and the Monitoring Agency.

B. Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company, as amended from time to time.

2. Certificate of incorporation dated March 26, 2008 and certificate for commencement of business dated April 1, 2008.

3. Partnership deeds dated October 29, 1985, April 1, 1996 and November 30, 2007 in relation to M/s Supriya Chemicals.

4. Business transfer agreement dated August 5, 2019 entered into between our Company and Swastik Industries.

5. Resolution of the Board of Directors dated March 1, 2021 in relation to the Offer and other related matters.

6. Resolution of the Shareholders of our Company dated March 23, 2021 approving the Fresh Issue.

7. Resolution of the Board of Directors of our Company dated May 15, 2021 approving the Draft Red Herring Prospectus.

8. Resolution of the Board of Directors of our Company dated December 9, 2021 approving this Red Herring Prospectus.

9. Consent letter dated December 1,2021 from Satish Waman Wagh as Promoter Selling Shareholder in relation to the Offer for Sale.

10. Consent letter dated December 2, 2021 from CRISIL Limited for report namely 'Market assessment of the Pharmaceutical API segment – May 2021 as updated by addendums dated July 23, 2021, July 29, 2021 and November 3, 2021', to rely on and reproduce part or whole of the CRISIL Report and include their name in this Red Herring Prospectus.

11. Industry report titled 'Market assessment of the Pharmaceutical API segment – May 2021 as updated by addendums dated July 23, 2021, July 29, 2021 and November 3, 2021' prepared by CRISIL Limited, which is available on the website of our Company at https://supriyalifescience.com/corporate-governance.aspx.

12. Consent dated December 1, 2021 from Nitin Sahani, Chartered Engineer, to include his name as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in his capacity as an independent chartered engineer in respect of the certificate issued by him in relation to proposed expansion at the existing manufacturing facilities by construction of additional buildings at the main plant at Lote, prime plant at Chiplun and Vaibhav plant at Lote.

13. Consent dated November 30, 2021 from C. B. Sharma, Chartered Engineer, to include his name as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in his capacity as a chartered engineer with respect to the certificate issued by him in relation to (i) the details of manufacturing facilities of the Company, including installed capacity, capacity utilisation and proposed capacity and (ii) manufacturing capabilities of the Company.

14. Consent dated November 30, 2021 from Rampurawala Mohammed A & Co, Cost Accountants 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 cost auditors with respect to the certificate issued by them in relation to products and capacity utilisation of the Company.

15. Consent from the Statutory Auditors namely, Kakaria and Associates LLP, 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 Statutory Auditors and in respect of the: (i) examination report dated October 19, 2021 on our Restated Financial Statements and (ii) their report dated December 1, 2021 on the 'Statement of special tax benefits available to the Company and its shareholders under the applicable laws in India – Income Tax Act, 1961' in this Red Herring Prospectus. However, the term 'expert' shall not be construed to mean an 'expert' as defined under the U.S. Securities Act.

16. Examination report dated October 19, 2021 of our Statutory Auditors on the Restated Financial Statements, included in this Red Herring Prospectus.

17. Report issued by the Statutory Auditors on the 'Statement of special tax benefits available to the Company and its shareholders under the applicable laws in India – Income Tax Act, 1961'.

18. Copies of annual reports of our Company for the preceding three Fiscals.

19. Consent of the Directors, BRLMs, the legal counsel to the Company and Promoter Selling Shareholder, the legal counsel to the Book Running Lead Managers, Registrar to the Offer, Banker(s) to the Offer, Banker to our Company, Company Secretary and Compliance Officer, Chief Financial Officer, as referred to in their specific capacities.

20. Letter of reappointment dated June 1, 2019 for re-appointment of our Chairman and Managing Director, Satish Waman Wagh with effect from June 1, 2019.

21. Tripartite agreement dated April 26, 2019, among our Company, CDSL and the Registrar to the Offer.

22. Tripartite agreement dated March 26, 2021, among our Company, NSDL and the Registrar to the Offer.

23. Due diligence certificate dated May 15, 2021 addressed to SEBI from the BRLMs.

24. Certificate on eligibility dated December 2, 2021, provided by our Statutory Auditors.

25. Application dated May 15, 2021 by our Company seeking exemption under Regulation 300(1) of the SEBI ICDR Regulations and SEBI letter no. SEBI/HO/CFD/DILII/YJ/AB/OW/2021/16196/1 dated July 23, 2021 approving the exemption.

26. In-principle listing approvals dated July 1, 2021 and July 5, 2021 issued by BSE and NSE, respectively.

27. SEBI observation letter no. SEBI/HO/CFD/DIL2/YJ/AB/OW/P/16295/1 dated July 23, 2021.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines and regulations issued by the Government of India and the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this 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 SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Satish Waman Wagh
Chairman and Managing Director
DIN - 01456982

Place: Mumbai

Date: 09.12.2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines and regulations issued by the Government of India and the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this 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 SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Smita Satish Wagh
Whole-time Director
DIN - 00833912

Place: Mumbai

Date: 09.12.2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines and regulations issued by the Government of India and the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this 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 SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Saloni Satish Wagh
Whole-time Director
DIN - 08491410

Place: Mumbai

Date: 09.12.2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines and regulations issued by the Government of India and the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this 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 SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Shivani Satish Wagh
Whole-time Director
DIN - 08491420

Place: Mumbai

Date: 09.12.2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines and regulations issued by the Government of India and the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this 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 SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Balasahab Gulabrao Sawant
Whole-time Director
DIN - 07743507

Place: Lote

Date: 09.12.2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines and regulations issued by the Government of India and the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this 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 SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Kedar Shankar Karmarkar
Independent Director
DIN - 06499019

Place: Mumbai

Date: 09.12.2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines and regulations issued by the Government of India and the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this 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 SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Bhairav Manojbhai Chokshi
Independent Director
DIN - 03612527

Place: Ahmedabad

Date: 09.12.2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines and regulations issued by the Government of India and the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this 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 SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Dileep Kumar Jain
Independent Director
DIN - 00380311

Place: Jaipur

Date: 09.12.2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines and regulations issued by the Government of India and the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this 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 SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Dinesh Navnitlal Modi
Independent Director
DIN - 00004556

Place: Mumbai

Date: 09.12.2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines and regulations issued by the Government of India and the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this 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 SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Neelam Yashpal Arora
Independent Director
DIN - 01603068

Place: Mumbai

Date: 09.12.2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines and regulations issued by the Government of India and the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this 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 SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements made in this Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

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Ashish Ramdas Nayak
Chief Financial Officer

Place: Mumbai

Date: 09.12.2021

DECLARATION

Satish Waman Wagh, acting as a Promoter Selling Shareholder, hereby certifies that all statements, disclosures and undertakings made or confirmed by him in this Red Herring Prospectus in relation to himself and the Equity Shares being offered by him in the Offer for Sale are true and correct. Satish Waman Wagh assumes no responsibility, as a Promoter Selling Shareholder, for any other statements, including any of the statements made or confirmed by or relating to the Company or any other person(s) in this Red Herring Prospectus.

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Satish Waman Wagh

Place: Mumbai

Date: 09.12.2021