ANUPAM RASAYAN INDIA LIMITED

Our Company was initially formed as a partnership firm as "Anupam Rasayan" with effect from April 1, 1984 at Surat, Gujarat, India. The firm converted into a joint stock company and was registered as a public limited company under the Companies Act 1956 under the name of "Anupam Rasayan India Limited" with a certificate of incorporation dated September 30, 2003, issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. We received our certificate of commencement of business, issued by the Assistant Registrar of Companies, Gujarat, on November 20, 2003. For further details, see "***History and Certain Corporate Matters***" on page 157.

Corporate Identity Number: U24231GJ2003PLC042988
Registered and Corporate Office: 8110, GIDC Industrial Estate, Sachin, Surat 394 230, Gujarat, India; **Tel:** (+91 261) 239 8991
Contact Person: Ms. Suchi Agarwal, Company Secretary and Compliance Officer; **Tel**: (+91 261) 239 8991; **E-mail**: investors@anupamrasayan.com; **Website**: www.anupamrasayan.com

OUR PROMOTERS:
MR. ANAND S DESAI, DR. KIRAN C PATEL, MS. MONA A DESAI, KIRAN PALLAVI INVESTMENTS LLC AND REHASH INDUSTRIAL AND RESINS CHEMICALS PRIVATE LIMITED

INITIAL PUBLIC OFFERING OF UP TO |●| EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF ANUPAM RASAYAN INDIA LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ |●|[*] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ |●| PER EQUITY SHARE) (THE "ISSUE PRICE") AGGREGATING UP TO ₹ 7,600.00 MILLION (THE "ISSUE"). THIS ISSUE INCLUDES A RESERVATION OF UP TO 220,000 EQUITY SHARES AGGREGATING UP TO ₹ |●| MILLION (CONSTITUTING UP TO |●|% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY) FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (THE "EMPLOYEE RESERVATION PORTION"). THE ISSUE LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE CONSTITUTES |●|% AND |●|%, RESPECTIVELY, OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS ("BRLMs"), MAY OFFER A DISCOUNT OF UP TO ₹ |●| OF THE ISSUE PRICE TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION ("EMPLOYEE DISCOUNT").

THE PRICE BAND, THE RUPEE AMOUNT OF DISCOUNT, IF ANY, TO THE ELIGIBLE EMPLOYEES BIDDING TO THE EMPLOYEE RESERVATION PORTION ("EMPLOYEE DISCOUNT") AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLMs, AND WILL BE ADVERTISED IN ALL EDITIONS OF THE FINANCIAL EXPRESS (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL EDITIONS OF JANSATTA (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER) AND SURAT EDITION OF GUJARATMITRA GUJARATDARPAN (A WIDELY CIRCULATED GUJARATI DAILY NEWSPAPER, GUJARATI BEING THE REGIONAL LANGUAGE OF GUJARAT, WHERE OUR REGISTERED AND CORPORATE OFFICE IS LOCATED) AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED ("BSE") AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE" AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR UPLOADING ON THEIR RESPECTIVE WEBSITES.

[*] *Our Company in consultation with the BRLMs, may offer a discount of up to [●]% of the Issue Price to Eligible Employees bidding in the Employee Reservation Portion.*

In case of a revision in the Price Band, the Bid/Issue Period will be extended for at least three additional Working Days after such revision of the Price Band subject to the Bid/Issue Period not exceeding a total of 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/ Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the websites of the BRLMs and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank. The Issue is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the "**SCRR**") read with Regulation 31 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"). The Issue is being made through the Book Building Process, in compliance with Regulation 6(1) of the SEBI ICDR Regulations, where not more than 50% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") (the "**QIB Category**"), provided that our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Category to Anchor Investors, on a discretionary basis (the "**Anchor Investor Portion**"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which Equity Shares are allocated to Anchor Investors. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Category (other than Anchor Investor Portion). Further, 5% of the QIB Category (excluding the Anchor Investor Portion) 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, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors ("**NIIs**") and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Investors ("**RIIs**"), in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Issue Price. All Bidders (other than Anchor Investors) shall mandatorily participate in this Issue through the Application Supported by Block Amount ("**ASBA**") process, and shall provide details of their respective bank account (including UPI ID for Retail Individual Investors using UPI Mechanism) in which the Bid Amount will be blocked by the SCSBs or the Sponsor Bank, as the case may be. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, specific attention is invited to "***Issue Procedure***" on page 291.

RISKS IN RELATION TO THE FIRST ISSUE

This being the first public issue of the Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10. The Issue Price (as determined and justified by our Company in consultation with the BRLMs), Floor Price and the Price Band (as decided by our Company, in consultation with the BRLMs), in accordance with the SEBI ICDR Regulations, and as stated in "***Basis for Issue Price***" on page 101, 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 or 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 this Issue 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 this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares 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***" on page 27.

ISSUER'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 Issue, which is material in the context of the Issue, 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.

LISTING

The Equity Shares offered through this Red Herring Prospectus are proposed to be listed on the Stock Exchanges. We have received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated January 20, 2021 and January 29, 2021, respectively. For the purpose of this Issue, BSE is the Designated Stock Exchange. A signed copy of this Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Section 26(4) of the Companies Act 2013. For details of the material contracts and documents available for inspection from the date of this Red Herring Prospectus up to the Bid/ Issue Closing Date, see ***"Material Contracts and Documents for Inspection"*** on page 346.

BOOK RUNNING LEAD MANAGERS				REGISTRAR TO THE ISSUE
Axis Capital Limited 1st Floor, Axis House C-2, Wadia International Centre P.B. Marg, Worli Mumbai 400 025 Maharashtra, India **Tel:** (+ 91 22) 4325 2183 **E-mail:** anupam.ipo@axiscap.in **Website:** www.axiscapital.co.in **Investor grievance E-mail:** complaints@axiscap.in **Contact person:** Mr. Ankit Bhatia **SEBI Registration No.:** INM000012029	**Ambit Private Limited** Ambit House 449, Senapati Bapat Marg Lower Parel Mumbai 400 013 Maharashtra, India **Tel:** (+ 91 22) 6623 3000 **E-mail:** anupam.ipo@ambit.co **Website:** www.ambit.co **Investor grievance E-mail:** customerservicemb@ambit.co **Contact person:** Mr. Miraj Sampat **SEBI Registration No.:** INM000010585	**IIFL Securities Limited** 10th Floor, IIFL Centre Kamala City, Senapati Bapat Marg Lower Parel (West) Mumbai 400 013 Maharashtra, India **Tel:** (+ 91 22) 4646 4600 **E-mail:** anupam.ipo@iiflcap.com **Website:** www.iiflcap.com **Investor grievance E-mail:** ig.ib@iiflcap.com **Contact person:** Mr. Aditya Agarwal/ Mr. Shubham Tantia **SEBI Registration No.:** INM000010940	**JM Financial Limited** 7th Floor, Cnergy Appasaheb Marathe Marg Prabhadevi Mumbai 400 025 Maharashtra, India **Tel:** (+ 91 22) 6630 3030 **E-mail:** anupam.ipo@jmfl.com **Website:** www.jmfl.com **Investor grievance E-mail:** grievance.ibd@jmfl.com **Contact person:** Ms. Prachee Dhuri **SEBI Registration No.:** INM000010361	**KFin Technologies Private Limited** Selenium Tower B Plot 31 & 32, Gachibowli Financial District, Nanakramguda Serilingampally, Hyderabad 500 032 Telangana, India **Tel:** (+91 40) 3321 1000 **Email:** anupamrasayan.ipo@kfintech.com **Website:** www.kfintech.com **Investor grievance E-mail:** einward.ris@kfintech.com **Contact Person:** Mr. M. Murali Krishna **SEBI Registration No:** INR000000221

BID/ ISSUE PERIOD			
BID/ ISSUE OPENS ON[(1)]	**March 12, 2021**	**BID/ ISSUE CLOSES ON[(2)]**	**March 16, 2021**

[(1)] Our Company, in consultation with the BRLMs, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/ Issue Opening Date.
[(2)] Our Company, in consultation with the BRLMs, may decide to close the Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date, in accordance with the SEBI ICDR Regulations.

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates or implies or unless otherwise specified, the following terms and abbreviations have the following meanings in this Red Herring Prospectus, and references to any statute or rules or guidelines or regulations or circulars or notifications or policies will include any amendments, clarifications, modifications, replacements or re-enactments notified thereto, from time to time.

*Unless the context otherwise indicates, all references to "**the Company**", and "**our Company**", are references to Anupam Rasayan India Limited, a public limited company incorporated in India under the Companies Act 1956 with its registered and corporate office at 8110, GIDC Industrial Estate, Sachin, Surat 394 230, Gujarat, India. Furthermore, unless the context otherwise indicates, all references to the terms "**we**", "**us**" and "**our**" are to our Company and our Subsidiary (as defined below) on a consolidated basis.*

*The words and expressions used but not defined in this Red Herring Prospectus will (to the extent applicable) have the same meaning as assigned to such terms under the Companies Act 2013, the Securities and Exchange Board of India Act, 1992, (the "**SEBI Act**"), the Securities Contracts (Regulation) Act, 1956 (the "**SCRA**"), the Depositories Act, 1996 (the "**Depositories Act**") and 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**", "**Financial Statements**", "**Outstanding Litigation and Material Developments**", "**Basis for Issue Price**" and "**Government and Other Approvals**", on pages 307, 104, 107, 152, 189, 284, 101 and 286 respectively, will have the meaning ascribed to such terms in these respective sections.*

Company Related Terms

Term	Description
AoA/ Articles of Association or Articles	The articles of association of our Company, as amended
AEPL	Atharva Exochem Private Limited
Associate	An indirect associate of our Company, namely, Tangent Science Private Limited, as described under "***History and Certain Corporate Matters – Associate of our Company***" on page 160
Audit Committee	The audit committee of our Board, as described in ***"Our Management"*** on page 170
Auditors/ Statutory Auditors	The statutory auditors of our Company, being Rajendra & Co., Chartered Accountants
Board or Board of Directors	The board of directors of our Company, or a duly constituted committee thereof
CCPS	Compulsorily convertible preference shares of face value of ₹ 10 each issued by our Company from time to time
Chief Financial Officer/ CFO	Chief financial officer of our Company
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company
CSR Committee	The corporate social responsibility committee of our Board, as described in ***"Our Management"*** on page 174
Director(s)	The director(s) on our Board of Directors, as described in ***"Our Management"*** on page 162
ESOP Scheme	The employee stock option scheme formulated by our Company, namely Anupam - Employees Stock Option Plan 2020
Equity Shares	The equity shares of our Company of face value of ₹ 10 each
F&S	Frost & Sullivan (India) Private Limited
F&S Report	Report titled "*Independent Market Report on Crop Protection, Pharmaceuticals and Custom Synthesis*" dated December 14, 2020, prepared by F&S
Group Companies	In terms of SEBI ICDR Regulations, the term "group companies" includes companies (other than our corporate Promoters and Subsidiary) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and any other

Term	Description
	companies as considered material by our Board, in accordance with the Materiality Policy, as described in "***Our Group Companies***" on page 185
Independent Director	Independent director(s) on our Board who are eligible to be appointed as independent directors under the provisions of the Companies Act 2013 and the SEBI Listing Regulations. For details of the Independent Directors, see "***Our Management***" on page 162
IPO Committee	The IPO committee of our Board constituted to facilitate the process of the Issue
Jhagadia Unit - 4	Our manufacturing facility located at Plot No. 907/3, Jhagadia Industrial Estate, Jhagadia, Bharuch, Gujarat
Jhagadia Unit - 5	Our manufacturing facility located at Plot No. 905/1, Jhagadia Industrial Estate, Jhagadia, Bharuch, Gujarat
JIPL	Jainam Intermediates Private Limited
KMP/ Key Managerial Personnel	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and as described in "***Our Management***" on page 162
KPI LLC	Kiran Pallavi Investments LLC
Materiality Policy	The policy adopted by our Board pursuant to its resolution dated December 20, 2020 for identification of material Group Companies, material outstanding litigation and outstanding dues to material creditors, in accordance with the requirements under the SEBI ICDR Regulations
MoA/ Memorandum of Association	The memorandum of association of our Company, as amended
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, as described in ***"Our Management"*** on page 172
Non-Executive Director	A Director not being a Whole-time Director of our Company
Promoter Group	The persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as disclosed in "***Our Promoters and Promoter Group***" on page 178
Promoters	The promoters of our Company, namely, Mr. Anand S Desai, Dr. Kiran C Patel, Ms. Mona A Desai, KPI LLC and RIRCPL
Registered and Corporate Office	The registered and corporate office of our Company, situated at 8110, GIDC Industrial Estate, Sachin, Surat 394 230, Gujarat, India
Restated Financial Statements	Restated consolidated summary statements of assets and liabilities as at December 31, 2020, December 31, 2019, March 31, 2020, March 31, 2019 and March 31, 2018 (proforma), and the restated consolidated summary statement of profit and loss (including other comprehensive income), cash flows and changes in equity for the nine months ended December 31, 2020 and December 31, 2019, and for the years ended March 31, 2020, March 31, 2019 and March 31, 2018 (proforma), together with the summary of significant accounting policies and explanatory information thereon, prepared under Ind AS as per the Ind AS Rules notified under Section 133 of the Companies Act 2013, and restated in accordance with the SEBI ICDR Regulations and the ICAI Guidance Note, and included in "***Financial Statements***" on page 189 Reference to our "Subsidiary" in this Red Herring Prospectus is only to JIPL, except in the Restated Financial Statements and the related financial information included in this Red Herring Prospectus where RMPPL is accounted for as a subsidiary of our Company. For details, see "***History and Certain Corporate Matters - Scheme of amalgamation of Radha Murari Petrofills Private Limited with Jainam Intermediates Private Limited"*** on page 159
RIRCPL	Rehash Industrial and Resins Chemicals Private Limited
RMPPL	Radha Murari Petrofills Private Limited
RoC/ Registrar of Companies	Registrar of Companies, Ahmedabad
Sachin Unit - 1	Our manufacturing facility located at Plot No. 8109, Plot No. 8110 and Plot No. 8111, Sachin Industrial Estate, Sachin, Surat, Gujarat
Sachin Unit - 2	Our manufacturing facility located at Plot No. 701, Plot 2419/1 and Plot No. 2419/2, Sachin Industrial Estate, Sachin, Surat, Gujarat
Sachin Unit - 3	Our manufacturing facility located at Plot No. 8104, Sachin Industrial Estate, Sachin, Surat, Gujarat

Term	Description
Sachin Unit - 6	Our manufacturing facility located at Plot No. 2425, Sachin Industrial Estate, Sachin, Surat, Gujarat
Series A CCPS	0.01% compulsorily convertible preference shares of face value of ₹ 10 each, issued by our Company
Series B CCPS	0.01% compulsorily convertible preference shares of face value of ₹ 10 each, issued by our Company
Shareholders	The holders of the Equity Shares from time to time
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Board, as described in ***"Our Management"*** on page 174
Subsidiary	Subsidiary of our Company, namely, Jainam Intermediates Private Limited, as described under "***History and Certain Corporate Matters – Subsidiary of our Company***" on page 160 Reference to our "Subsidiary" in this Red Herring Prospectus is only to JIPL, except in the Restated Financial Statements and the related financial information included in this Red Herring Prospectus where RMPPL is accounted for as a subsidiary of our Company. For details, see "***History and Certain Corporate Matters - Scheme of amalgamation of Radha Murari Petrofills Private Limited with Jainam Intermediates Private Limited"*** on page 159
SSHA	Share Subscription and Shareholders' Agreement dated January 7, 2017 entered into amongst the Company and Mr. Anand S Desai, Ms. Mona A Desai, RIRCPL, Mr. Milan Thakkar who had entered into a deed of accession dated August 20, 2018 with Mr. Mr. Akhil Thakkar and KPI LLC, read along with the subsequent addendum agreements and amendments to such agreements
Tangent	Tangent Science Private Limited
Whole-time Director	A whole-time director of our Company

Issue Related Terms

Term	Description
Acknowledgment Slip	The slip or document issued by the respective Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
Allotment Advice	The note or advice or intimation of Allotment, sent to each successful Bidder who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange
Allotted/Allotment/Allot	Unless the context otherwise requires, allotment of Equity Shares pursuant to the Issue to successful Bidders
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Ambit	Ambit Private Limited
Anchor Investor	A QIB, who applies under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and this Red Herring Prospectus and who has bid for an amount of at least ₹ 100 million
Anchor Investor Bidding Date	The day, being one Working Day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which BRLMs will not accept any Bids from Anchor Investors, and allocation to the Anchor Investors shall be completed
Anchor Investor Issue Price	The final price at which Equity Shares will be Allotted to Anchor Investors in terms of this Red Herring Prospectus and the Prospectus, which will be a price equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company in consultation with the BRLMs
Anchor Investor Portion	Up to 60% of the QIB Category which may be allocated by our Company 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 is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation

Term	Description
	is made to Anchor Investors, which price shall be determined by the Company in consultation with the BRLMs
Application Supported by Blocked Amount/ ASBA	An application (whether physical or electronic) by an ASBA Bidder to make a Bid authorizing the relevant SCSB to block the Bid Amount in the relevant ASBA Account and will include application made by RIIs using UPI, where the Bid amount will be blocked upon acceptance of UPI Mandate Request by RIIs
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes a bank account maintained by a Retail Individual Investor linked to a UPI ID, which is blocked upon acceptance of a UPI Mandate Request made by the Retail Individual Investor using the UPI Mechanism
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders bidding through the ASBA process, which will be considered as the application for Allotment in terms of this Red Herring Prospectus and the Prospectus
Axis	Axis Capital Limited
Axis Bank	Axis Bank Limited
Banker(s) to the Issue	Collectively, the Escrow Bank(s), Refund Bank(s), Public Issue Account Bank(s) and the Sponsor Bank
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Bidders under the Issue, as described in "***Issue Procedure***" on page 311
Bid	An indication to make an offer during the Bid/ Issue Period by an ASBA Bidder, or on the Anchor Investor Bidding Date by an Anchor Investor, pursuant to submission of a Bid cum Application Form, to subscribe for or purchase our Equity Shares at a price within the Price Band, including all revisions and modifications thereto, to the extent permissible under SEBI ICDR Regulations and in terms of this Red Herring Prospectus and the Bid cum Application Form. The term 'Bidding' shall be construed accordingly
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of Retail Individual Investors Bidding at the Cut-off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RII and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid in the Issue However, Eligible Employees applying in the Employee Reservation Portion can apply at the Cut-off Price and the Bid Amount shall be Cap Price net of Employee Discount, multiplied by the number of Equity Shares Bid for by such Eligible Employee and mentioned in the Bid cum Application Form
Bid cum Application Form	The form in terms of which the Bidder shall make a Bid, including an ASBA Form, and which shall be considered as the application for the Allotment of Equity Shares pursuant to the terms of this Red Herring Prospectus and the Prospectus
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/ Issue 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 March 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 Surat edition of Gujaratmitra Gujaratdarpan (a widely circulated Gujarati daily newspaper, Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located). In case of any revisions, the extended Bid/ Issue Closing Date will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the websites of the BRLMs and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank. Our Company in consultation with the BRLMs may consider closing the Bid/ Issue Period for the QIB

Term	Description
	Category one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations
Bid/ Issue 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 March 12, 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 Surat edition of Gujaratmitra Gujaratdarpan (a widely circulated Gujarati daily newspaper, Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located)
Bid/ Issue Period	Except in relation to Bids received from the Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days during which prospective Bidders (excluding Anchor Investors) can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations and the terms of this Red Herring Prospectus. Our Company in consultation with the BRLMs may consider closing the Bid/ Issue Period for the QIB Category one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations
Bidder	Any prospective investor who makes a Bid pursuant to the terms of this Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms, being the Designated SCSB Branch for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	The book building process as described in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made
Book Running Lead Managers/ BRLMs	The book running lead managers to the Issue, in this case being Axis, Ambit, IIFL and JM Financial
Broker Centres	Broker centres of the Registered Brokers where ASBA Bidders can submit the ASBA Forms (in case of RIIs only ASBA Forms under UPI) to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers, are available on the respective websites of the Stock Exchanges and updated from time to time
CAN/ Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares to be sent to Anchor Investors, who have been allocated the Equity Shares, on or after the Anchor Investor Bidding Date
Cap Price	The higher end of the Price Band above which the Issue Price and Anchor Investor Issue Price will not be finalized and above which no Bids will be accepted, including any revisions thereof
Circulars on Streamlining of Public Issues	Circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 issued by SEBI, as amended by its circular (SEBI/HO/CED/DIL/CIR/2016/26) dated January 21, 2016 and circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 issued by SEBI as amended or modified by SEBI from time to time, including circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019, circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 and any other circulars issued by SEBI or any other governmental authority in relation thereto from time to time
Client ID	Client identification number of the Bidder's beneficiary account
Collecting Depository Participants/ CDPs	A depository participant, as defined under the Depositories Act, 1996 and registered with SEBI Act and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Collecting Registrar and Share Transfer Agents/ RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI

Term	Description
Cut-off Price	The Issue Price, finalized by our Company in consultation with the BRLMs, which shall be any price within the Price Band. Only Retail Individual Investors and Eligible Employees Bidding under the Employee Reservation Portion are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price
Demographic Details	The 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, as applicable
Designated CDP Locations	Such centres of the Collecting Depository Participants where ASBA Bidders can submit the ASBA Forms (in case of RIIs only ASBA Forms under UPI). The details of such Designated CDP Locations, along with the names and contact details of the CDPs are available on the respective websites of the Stock Exchanges and updated from time to time
Designated Date	The date on which the funds from the Escrow Account are transferred to the Public Issue Account or the Refund Account, as appropriate, and the relevant amounts blocked in the ASBA Accounts are transferred to the Public Issue Account(s) and /or are unblocked, as applicable, in terms of this Red Herring Prospectus and the Prospectus, after finalization 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 Issue
Designated Intermediaries	In relation to ASBA Forms submitted by RIIs authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by RIIs where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate, Registered Brokers, CDPs and RTAs. In relation to ASBA Forms submitted by QIBs and NIIs, Eligible Employees, Designated Intermediaries shall mean SCSBs, Syndicate, sub-syndicate, Registered Brokers, CDPs and RTAs
Designated RTA Locations	Such centres of the RTAs where ASBA Bidders can submit the ASBA Forms (in case of RIIs only ASBA Forms under UPI). The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the respective websites of the Stock Exchanges and updated from time to time
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	BSE
DP/ Depository Participant	A depository participant as defined under the Depositories Act
DP ID	Depository Participant's identity number
Draft Red Herring Prospectus/ DRHP	The draft red herring prospectus dated December 22, 2020 filed with SEBI and Stock Exchanges and issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which our Equity Shares are offered and the size of the Issue
Eligible Employee(s)	Permanent employees of our Company or of our Subsidiary (excluding such employees not eligible to invest in the Issue under applicable laws, rules, regulations and guidelines), as on the date of filing of this Red Herring Prospectus with the RoC and who continue to be a permanent employee of our Company or our Subsidiary until the submission of the ASBA Form and is based, working and present in India or abroad as on the date of submission of the ASBA Form; or Director of our Company, whether a whole-time Director or otherwise, not holding either himself / herself or through their relatives or through any body corporate, directly or indirectly, more than 10% of the outstanding Equity Shares (excluding our Promoters and members of Promoter Group and other

Term	Description
	Directors not eligible to invest in the Issue under applicable laws, rules, regulations and guidelines) as of the date of filing of this Red Herring Prospectus with the RoC and who continues to be a Director of our Company until submission of the ASBA Form and is based, working and present in India or abroad as on the date of submission of the ASBA Form. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹ 500,000. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 200,000. Only in the event of an under-subscription in the Employee Reservation Portion post initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 200,000 subject to the total Allotment to an Eligible Employee not exceeding ₹ 500,000
Eligible FPI(s)	FPIs that are eligible to participate in this Issue in terms of applicable laws, other than individuals, corporate bodies and family offices
Eligible NRI(s)	A non-resident Indian, resident in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom this Red Herring Prospectus and the Bid Cum Application Form constitutes an invitation to subscribe or purchase for the Equity Shares
Employee Discount	Our Company in consultation with the BRLMs, may offer a discount of up to [●]% to the Issue Price (equivalent of ₹ [●] per Equity Share) to Eligible Employees and which shall be announced at least two Working Days prior to the Bid / Issue Opening Date
Employee Reservation Portion	The portion of the Issue being up to 220,000 Equity Shares which shall not exceed 5% of the post Issue Equity Share capital of our Company, available for allocation to Eligible Employees, on a proportionate basis
Escrow Account(s)	Account(s) opened with the Escrow Bank for the Issue and in whose favour the Anchor Investors will transfer money through direct credit or NEFT or RTGS or NACH in respect of the Bid Amount when submitting a Bid
Escrow and Sponsor Bank Agreement	The agreement dated March 5, 2021 entered into amongst our Company, the Registrar to the Issue, the BRLMs, and Banker(s) to the Issue for collection of the Bid Amounts from Anchor Investors and where applicable remitting refunds, if any, to such Bidders, on the terms and conditions thereof
Escrow Bank	A bank, which is a clearing member and registered with SEBI as a banker to an issue under the SEBI BTI Regulations and with whom the Escrow Account will be opened, in this case being Axis Bank
First Bidder	The Bidder whose name appears first in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name appears as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revisions thereof, at or above which the Issue Price and Anchor Investor Issue Price will be finalized and below which no Bids will be accepted and which shall not be less than the face value of the Equity Shares
General Information Document/ GID	The general information document for investing in public issues, prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 and the circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 notified by SEBI and included in "***Issue Procedure***" on page 311. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLMs
HDFC	HDFC Bank Limited
IIFL	IIFL Securities Limited
Issue	The initial public offering of up to [●] Equity Shares by our Company aggregating up to ₹ 7,600.00 million to be issued by our Company, in terms of this Red Herring Prospectus and the Prospectus. The Issue comprises the Net Issue and Employee Reservation Portion
Issue Agreement	The agreement dated December 22, 2020 entered into between our Company and the BRLMs pursuant to which certain arrangements are agreed to in relation to the Issue

Term	Description
Issue Documents	Collectively, the Draft Red Herring Prospectus, this Red Herring Prospectus and the Prospectus
Issue Price	The final price (within the Price Band) at which Equity Shares will be Allotted to the successful Bidders (except Anchor Investors), as determined in accordance with the Book Building Process by our in consultation with the BRLMs in terms of this Red Herring Prospectus on the Pricing Date. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Issue Price in terms of this Red Herring Prospectus A discount of up to [●]% on the Issue Price (equivalent of ₹ [●] per Equity Share) may be offered to Eligible Employees bidding in the Employee Reservation Portion. This Employee Discount, if any, will be decided by our Company in consultation with the BRLMs
JM Financial	JM Financial Limited
Maximum RII Allottees	The maximum number of Retail Individual Investors who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to Retail Individual Investors by the minimum Bid Lot
Monitoring Agency	Axis Bank
Monitoring Agency Agreement	The agreement dated March 5, 2021 entered into between our Company and the Monitoring Agency
Mutual Fund Portion	5% of the QIB Category (excluding the Anchor Investor 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 Issue Price
NBFC-SI	Systemically important non-banking financial company, as covered under Regulation 2(1)(ss)(xiii) of the SEBI ICDR Regulations
Net Issue	The Issue less the Employee Reservation Portion
Net Proceeds	Proceeds of the Issue less Issue expenses. For further details, see "***Objects of the Issue***" on page 94
Non-Institutional Category	The portion of the Net Issue, being not less than 15% of the Net Issue or [●] Equity Shares, available for allocation on a proportionate basis to Non-Institutional Investors subject to valid Bids being received at or above the Issue Price
Non-Institutional Investors/ NIIs	All Bidders, including FPIs other than individuals, corporate bodies and family offices, registered with the SEBI that are not QIBs (including Anchor Investors) or Retail Individual Investors, who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Price Band	Price band ranging from a Floor Price of ₹ [●] per Equity Share to a Cap Price of ₹ [●] per Equity Share, including revisions thereof, if any. The Price Band will be decided by our Company in consultation with the BRLMs, and the minimum Bid Lot size will be decided by our Company in consultation with the BRLMs, and 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 Surat edition of Gujaratmitra Gujaratdarpan (a widely circulated Gujarati daily newspaper, Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is situated), at least two Working Days prior to the Bid/ Issue 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 websites
Pricing Date	The date on which our Company in consultation with the BRLMs, shall finalize the Issue Price
Prospectus	The prospectus to be filed with the RoC for this Issue on or after the Pricing Date in accordance with the provisions of Sections 26 and 32 of the Companies Act 2013 and the SEBI ICDR Regulations, containing the Issue Price, the size of the Issue and certain other information, including any addenda or corrigenda thereto

Term	Description
Public Issue Account	The bank account opened with the Public Issue Account Bank under Section 40(3) of the Companies Act 2013 to receive monies from the Escrow Account(s) and the ASBA Accounts on the Designated Date
Public Issue Account Bank	The bank, which is a clearing member and registered with SEBI as a banker to an issue, with whom the Public Issue Account is opened for collection of Bid Amounts from the Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being HDFC
QIB Category	The portion of the Net Issue, being not more than 50% of the Net Issue, or [●] Equity Shares, which shall be available for allocation to QIBs on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the BRLMs), subject to valid Bids being received at or above the Issue Price or the Anchor Investor Issue Price (for Anchor Investors)
Qualified Institutional Buyers or QIBs	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Red Herring Prospectus or RHP	This red herring prospectus dated March 5, 2021 issued in accordance with Section 32 of the Companies Act 2013 and the SEBI ICDR Regulations which does not have complete particulars of the price at which the Equity Shares shall be Allotted and which shall be filed with the RoC at least three Working Days before the Bid/ Issue Opening Date and will become the Prospectus after filing with the RoC after the Pricing Date, including any addenda or corrigenda thereto
Refund Account	The account opened with the Refund Bank from which refunds, if any, of the whole or part of the Bid Amount shall be made to Anchor Investors
Refund Bank	The bank which is a clearing member registered with SEBI under the SEBI BTI Regulations, with whom the Refund Account will be opened, in this case being Axis Bank
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids in terms of circular number CIR/CFD/14/2012 dated October 4, 2012, issued by SEBI
Registrar Agreement	The agreement dated December 20, 2020, entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
Registrar to the Issue	KFin Technologies Private Limited
Retail Category	The portion of the Net Issue, being not less than 35% of the Net Issue, or [●] Equity Shares, available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price
Retail Individual Investors/ RIIs	Individual Bidders, whose Bid Amount for Equity Shares in the Net Issue is not more than ₹ 200,000 in any of the bidding options in the Issue (including HUFs applying through their karta and Eligible NRIs and does not include NRIs other than Eligible NRIs)
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable. QIBs bidding in the QIB category and Non-Institutional Investors bidding in the Non-Institutional category 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 Investors and Eligible Employees can revise their Bids during Bid/ Issue period and withdraw their Bids until Bid/ Issue Closing Date
Self Certified Syndicate Banks or SCSBs	(i) The banks registered with SEBI, offering services in relation to ASBA (other than through 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 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable, or such other website as updated from time to time, and (ii) The banks registered with SEBI, enabled for UPI Mechanism, a list of which is available on the website of SEBI at

Term	Description
	https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40
Specified Locations	Bidding Centres where the Syndicate shall accept Bid cum Application Forms, a list of which will be included in the Bid cum Application Form
Sponsor Bank	The Banker to the Issue registered with SEBI, which has been appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the UPI Mandate Request by an RII in accordance with the UPI Mechanism, in terms of the SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, in this case being HDFC
Stock Exchanges	Together, the BSE and NSE
Syndicate Agreement	The agreement dated March 5, 2021 entered into amongst the members of the Syndicate, our Company and the Registrar to the Issue in relation to the collection of Bid cum Application Forms by the Syndicate
Syndicate Members	Intermediaries registered with SEBI and permitted to carry out activities as an underwriter, in this case being Ambit Capital Private Limited and JM Financial Services Limited
Syndicate or members of the Syndicate	Together, the BRLMs and the Syndicate Members
Underwriters	[●]
Underwriting Agreement	The agreement to be entered into among our Company, the Registrar to the Issue and the Underwriters, on or after the Pricing Date but before filing of the Prospectus
UPI	Unified Payments Interface which is an instant payment mechanism, developed by NPCI
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the Retail Individual Investors, by way of a notification on the UPI application and by way of an SMS directing the Retail Individual Investors to such UPI application) to the Retail Individual Investors using the UPI Mechanism initiated by the Sponsor Bank to authorise blocking of funds equivalent to the Bid Amount in the relevant ASBA Account through the UPI, and the subsequent debit of funds in case of Allotment
UPI Mechanism	The Bidding mechanism that may be used by Retail Individual Investors to make Bids in the Issue in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, the circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, the circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, the circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019, the circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 and any other circulars issued by SEBI or any other governmental authority in relation thereto from time to time
UPI PIN	Password to authenticate UPI transaction
Working Day(s)	All days on which commercial banks in Mumbai, India are open for business, provided however, for the purpose of announcement of the Price Band and the Bid/ Issue Period, "Working Day" shall mean all days, excluding all Saturdays, Sundays and public holidays on which commercial banks in Mumbai, India are open for business and the time period between the Bid/ Issue Closing Date and listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of the Stock Exchanges excluding Sundays and bank holidays in India, as per the circulars issued by SEBI from time to time

Conventional and General Terms and Abbreviations

Term	Description
AIF(s)	Alternative Investment Funds as defined in and registered with SEBI under the SEBI AIF Regulations
Air Act	Air (Prevention and Control of Pollution) Act, 1981
BSE	The BSE Limited

Term	Description
CA	Chartered Accountant
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Companies Act 1956	The erstwhile Companies Act, 1956 read with the rules, regulations, clarifications and modifications thereunder
Companies Act 2013	The Companies Act, 2013, read with the rules, regulations, clarifications and modifications thereunder
Consolidated FDI Policy	The Consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time
Copyright Act	Copyright Act, 1957
COVID-2019/ COVID-19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
Debt to Equity Ratio	Total borrowings (excluding interests accrued) divided by total equity
Depositories Act	Depositories Act, 1996, read with the rules, regulations, clarifications and modifications thereunder
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
DIN	Director Identification Number
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (*formerly Department of Industrial Policy and Promotion*), GoI
Environment Protection Act	Environment Protection Act, 1986
EPF	Employees' Provident Fund
EPF Act	Employees' Provident Fund and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
ESI	Employees' State Insurance
ESI Act	Employees' State Insurance Act, 1948
FCNR Account	Foreign Currency Non-Resident (Bank) Account established in accordance with provisions of FEMA
FDI	Foreign direct investment
FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year/ Fiscal/ Fiscal Year/ FY/ F.Y.	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	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations
Fugitive Economic Offender(s)	An individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000) registered with SEBI
GDP	Gross Domestic Product
GoI/ Central Government	The Government of India
GST	Goods and services tax
HUF(s)	Hindu undivided family(ies)
ICAI	The Institute of Chartered Accountants of India
ICAI Guidance Note	Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Income Tax Act	Income Tax Act, 1961
Ind AS	The Indian Accounting Standards notified under Section 133 of the Companies Act 2013 and referred to in the Ind AS Rules
Ind AS 24	Indian Accounting Standard 24 on Related Party Disclosure issued by the MCA

Term	Description
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016, as amended
Indian GAAP	Generally Accepted Accounting Principles in India notified under Section 133 of the Companies Act 2013 and read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016
INR/ Indian Rupees/ Rupee/ ₹/ Rs.	Indian Rupee, the official currency of the Republic of India
IRDAI	Insurance Regulatory and Development Authority of India
MCA	The Ministry of Corporate Affairs, Government of India
MNCs	Multi-National Companies
Mutual Funds	Mutual funds registered with the SEBI under the SEBI (Mutual Funds) Regulations, 1996
NACH	National Automated Clearing House
NAV	Net asset value
NCR	National Capital Region
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 a Non-Resident Indian
NRE Account	Non-Resident External Account
NRI	Non-Resident Indian
NSDL	National Securities Depository Limited
NSE	The National Stock Exchange of India Limited
OCB/ Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Issue
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent account number
PAT	Profit after tax
RBI	The Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RoNW/ Return on Net Worth	RoNW is Net Profit after tax, as restated, attributable to equity shareholders divided by Average Net worth of opening & closing
RTGS	Real Time Gross Settlement
Rule 144A	Rule 144A under the U.S. Securities Act
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

Term	Description
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
STT	Securities Transaction Tax
Trademarks Act	Trade Marks Act, 1999
U S GAAP	Generally Accepted Accounting Principles in the United States of America
U.S. Securities Act	United States Securities Act of 1933
US$/ USD/ US Dollar	United States Dollar, the official currency of the United States of America
USA/ U.S./ US	United States of America
U.S. QIBs	Qualified institutional buyers, as defined in Rule 144A under the Securities Act
VCF	Venture Capital Fund
Water Act	Water (Prevention and Control of Pollution) Act, 1974
Wilful Defaulter	Wilful Defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations

Industry Related Terms

Term	Description
API	Active Pharmaceutical Ingredients
CAGR	Compound Annual Growth Rate
CSR	Corporate Social Responsibility
DNA	Deoxyribonucleic acid
EBITDA	EBITDA is calculated as net profit after tax, plus finance cost, depreciation, amortization and impairment expenses and tax expenses, and less other income
EBITDA Margin	EBITDA divided by revenue from operations
ERP	Enterprise resource planning
GIDC	Gujarat Industrial Development Corporation
GPCB	Gujarat Pollution Control Board
MT	Metric tonne
NTCF	Nylon tyre cord fabric
PAT	Profit after tax
PMI	Purchasing manager’s index
PPP	Public-private partnership
SEZ	Special Economic Zone
STT	Securities transaction tax

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. All references in this Red Herring Prospectus to the "**U.S.**", "**USA**" or "**United States**" are to the United States of America. All references in this Red Herring Prospectus to "**China**" are to the People's Republic of China.

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

Financial Data

Our Company's financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year. Accordingly, all references to a particular fiscal or financial year are to the 12 month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

Unless stated otherwise or the context requires otherwise, the financial data in this Red Herring Prospectus is derived from our Restated Financial Statements. Our restated Ind AS consolidated summary statements of assets and liabilities as at December 31, 2020, December 31, 2019, March 31, 2020, March 31, 2019 and March 31, 2018 (proforma), and the restated Ind AS consolidated summary statements of profit and loss (including other comprehensive income), cash flows and changes in equity for the nine months ended December 31, 2020 and December 31, 2019, and for the years ended March 31, 2020, March 31, 2019 and March 31, 2018 (proforma), together with the summary of significant accounting policies and explanatory information thereon (collectively, the "**Restated Financial Statements**"), have been derived from our audited financial statements as at and for the nine months ended December 31, 2020 and December 31, 2019 each prepared in accordance with Ind AS 34, and our audited financial statements as at and for the years ended March 31, 2020 and March 31, 2019 prepared in accordance with Ind AS, and our audited financial statements as at and for the year ended March 31, 2018 each prepared in accordance with Indian GAAP and restated in accordance with the SEBI ICDR Regulations and the ICAI Guidance Note.

The audited financial statements as at and for the year ended March 31, 2018 were prepared in accordance with Indian GAAP and the same have been converted into Ind AS by our management to align accounting policies, exemptions and disclosures as adopted by our Company for the transition to Ind AS in the context of the preparation of the 2019 Ind AS audited financial statements.

The Restated Financial Statements for the year ended March 31, 2018 have been prepared on proforma basis. For the purpose of proforma Ind AS financial statements for the year ended March 31, 2018, our Company has followed the same accounting policy and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) as initially adopted on the transition date, i.e. April 1, 2018. Accordingly, the Indian GAAP financial statements have been converted to make them Ind AS financial statement compliant for the year ended March 31, 2018 following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions) consistent with that used at the date of transition to Ind AS (i.e. April 1, 2018). For further information, see "***Financial Statements***" on page 189.

In addition, pursuant to an order dated November 10, 2020 the Regional Director, NWR, Ahmedabad sanctioned a scheme of amalgamation under the Companies Act 2013 whereby RMPPL, a wholly owned subsidiary of JIPL, was merged into JIPL, a wholly owned subsidiary of our Company, from the 'appointed date' being April 1, 2019 and 'effective date' being November 11, 2020. The wholly owned step-down subsidiary company, JIPL, was already considered in the preparation of the Restated Financial Statements. Accordingly, there is no impact on account of this amalgamation on the Restated Financial Statements. Reference to our "Subsidiary" in this Red Herring Prospectus is only to JIPL, except in the Restated Financial Statements and the related financial information included in this Red Herring Prospectus where RMPPL is accounted for as a subsidiary of our Company. For details, see "***History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years - Scheme of amalgamation of Radha Murari Petrofills Private Limited with Jainam Intermediates Private Limited"*** on page 159.

Transition from Indian GAAP to Ind AS Financial Statements

The financial statements for the year ended March 31, 2019, were the first financial statements of our Company that have been prepared in accordance with Ind AS. For periods up to and including the year ended March 31, 2018, our Company prepared its financial statements in accordance with Indian GAAP. Accordingly, our Company has prepared financial statements which comply with Ind AS applicable for periods ending on March 31, 2019, together with the comparative period data as at and for the year ended March 31, 2018. In preparing these financial statements, our Company's opening balance sheet was prepared as at April 1, 2018, our Company's date of transition to Ind AS. In preparing the proforma Ind AS financial statements for the year ended March 31, 2018, our Company has prepared opening balance sheet as at April 1, 2017, being proforma date of transition to Ind AS. For further information, see "***Financial Statements – Annexure C – Note for First time adoption of Ind AS***" on page 196.

There are significant differences between the Ind AS, the International Financial Reporting Standards (the "**IFRS**") and the Generally Accepted Accounting Principles in the United States of America (the "**U.S. GAAP**"). Accordingly, the degree to which the financial information included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with accounting standards in India, the Ind AS, the Companies Act 2013 and the SEBI ICDR Regulations, on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited. We have not attempted to quantify or identify the impact of the differences between the financial data (prepared under Ind AS and IFRS/U.S. GAAP), nor have we provided a reconciliation thereof. We urge you to consult your own advisors regarding such differences and their impact on our financial data included in this Red Herring Prospectus.

Non-GAAP Financial Measures

Certain non-GAAP financial measures relating to our financial performance such as, EBITDA, EBITDA margin, net cash, Return on Net Worth, working capital, net worth, net asset value per share and debt equity ratio have been included in this Red Herring Prospectus. We compute and disclose such non-GAAP financial measures relating to our financial performance as we consider such information to be useful measures of our business and financial performance. These non-GAAP financial measures and other information relating to financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore, may not be comparable to financial measures of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies.

Unless the context otherwise indicates, any percentage amounts, as set forth in "***Risk Factors***", "***Our Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 27, 132 and 248, respectively, and elsewhere in this Red Herring Prospectus have been calculated on the basis of our Restated Financial Statements.

Certain figures contained in this Red Herring Prospectus, including our financial statements, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In this Red Herring Prospectus, any discrepancies in any table between the sums of the amounts listed in the table and totals are due to rounding off. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Red Herring Prospectus as rounded-off to such number of decimal points as provided in such respective sources.

Industry and Market Data

For the purpose of confirming our understanding of the industry in connection with the Issue, we have appointed Frost & Sullivan (India) Private Limited ("**F&S**") on September 23, 2020 and commissioned a paid report titled "*Independent Market Report on Crop Protection, Pharmaceuticals and Custom Synthesis* " dated December 14, 2020 ("**F&S Report**") prepared by F&S. F&S has required us to include the following disclaimer in connection with the F&S Report:

"This independent market research study on the "Crop Protection, Pharmaceuticals and Custom Synthesis" dated 14th December 2020 has been prepared for Anupam Rasayan India Limited in relation to its proposed initial public offering in connection with its listing on the stock exchange(s).

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

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

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

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

The report has been prepared for the Company's internal use, submission, and sharing with the relevant partners as well as for inclusion in the draft red herring prospectus, red herring prospectus, prospectus or any other document in relation to the offer, in full or in parts as may be decided by the Company."

Aside from the above, unless otherwise stated, industry and market data used throughout this Red Herring Prospectus has been obtained from publicly available sources of industry data. Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe the industry and market data used in this Red Herring Prospectus is reliable, it has not been independently prepared or verified by us or the Syndicate or any of their affiliates or advisors. The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable. The extent to which the industry and market data presented in this Red Herring Prospectus is meaningful depends upon the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different market and industry sources.

In accordance with the SEBI ICDR Regulations, "***Basis for Issue Price***" on page 101 includes information relating to our listed peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLMs or any of their affiliates have independently verified such information. Accordingly, no investment decision should be made solely on the basis of such information.

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "***Risk Factors – Industry information included in this Red Herring Prospectus has been derived from an industry report commissioned by us for such purpose. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate"*** on page 53. Accordingly, investment decisions should not be based solely on such information.

Currency and Units of Presentation

All references to "**Rupees**" or "**₹**" or "**Rs.**" are to Indian Rupees, the official currency of the Republic of India. All references to "**U.S. Dollar**" or "**USD**" or "**US$**" are to United States Dollar, the official currency of the United States of America.

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

Exchange Rates

This Red Herring Prospectus contains translations of U.S. Dollar into Indian Rupees. These convenience translations should not be construed as a representation that those U.S. Dollars could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth as of the dates indicated, information with respect to the exchange rate between the Indian Rupee and the U.S. Dollar:

(in ₹)

Currency	Exchange Rate as on December 31, 2020	Exchange Rate as on March 31, 2020	Exchange Rate as on March 31, 2019[(1)]	Exchange Rate as on, March 31, 2018[(2)]
1 US$	73.05	75.39	69.17	65.04

Source: www.rbi.org.in and www.fbil.org.in

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

[(2)] Exchange rate as on March 28, 2018, as RBI reference rate is not available for March 31, 2018, March 30, 2018 and March 29, 2018 being a Saturday and public holidays, respectively.

Notice to Prospective Investors in the United States

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Red Herring Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision, investors must rely on their own examination of our Company and the terms of the Issue, including the merits and risks involved. The Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (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 being offered and sold (a) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Red Herring Prospectus as "**U.S. QIBs**") in transactions exempt from the registration requirements of the U.S. Securities Act and (b) outside the United States in compliance with Regulation S and the applicable laws of the jurisdiction where those offers and sales are made. For the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Red Herring Prospectus as "QIBs".

Notice to Prospective Investors in the European Economic Area

This Red Herring Prospectus has been prepared on the basis that all offers of Equity shares in Member States of the European Economic Area ("**EEA**") (each a "**Member State**") or the United Kingdom ("**UK**") will be made pursuant to an exemption under the Prospectus Regulation from the requirement to produce a prospectus for offers of Equity Shares. The expression "Prospectus Regulation" means Regulation (EU) 2017/1129 of the European Parliament and Council EC (and amendments thereto). Accordingly, any person making or intending to make an offer within the EEA or the UK of Equity Shares which are the subject of the placement contemplated in this Red Herring Prospectus should only do so in circumstances in which no obligation arises for our Company or any of the members of the BRLMs to produce a prospectus for such offer. None of our Company and the BRLMs have authorized, nor do they authorize, the making of any offer of Equity Shares through any financial intermediary, other than the offers made by the members of the Syndicate which constitute the final placement of Equity Shares contemplated in this Red Herring Prospectus.

Information to Distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID**

II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Equity Shares have been subject to a product approval process, which has determined that such Equity Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, "distributors" (for the purposes of the MiFID II Product Governance Requirements) ("**Distributors**") should note that: the price of the Equity Shares may decline and investors could lose all or part of their investment; the Equity Shares offer no guaranteed income and no capital protection; and an investment in the Equity Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Issue. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Equity Shares. Each Distributor is responsible for undertaking its own target market assessment in respect of the Equity Shares and determining appropriate distribution channels.

FORWARD-LOOKING STATEMENTS

This Red Herring Prospectus contains certain "forward-looking statements". All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward looking statements, which include statements with respect to our business strategy, our revenue and profitability, our goals and other matters discussed in this Red Herring Prospectus regarding matters that are not historical facts. These forward looking statements include statements with respect to our business strategy, our expected revenue and profitability, our goals and other matters discussed in this Red Herring Prospectus regarding matters that are not historical facts. These forward looking statements can generally be identified by words or phrases such as ***"aim", "anticipate", "believe", "expect", "estimate", "intend", "likely to", "objective", "plan", "propose", "project", "will continue", "seek to", "will pursue"*** or other words or phrases of similar import. Similarly, statements which describe our strategies, objectives, plans or goals are also forward-looking statements.

These forward-looking statements are based on our current plans, estimates and expectations and 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 could be due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes in the industry we operate in and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India that may have an impact on our business or investments, monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates and prices, the general performance of Indian and global financial markets, changes in the competitive landscape and incidence of any natural calamities and/or violence. Significant factors that could cause our actual results to differ materially include, but are not limited to:

- The incurrence of significant indebtedness, and our inability to comply with repayment and other covenants in our financing agreements;
- Our inability to have sufficient cash flows to meet required payments on our debt and working capital requirements;
- Our dependence on our manufacturing facilities and the risks associated with the manufacturing process;
- Our involvement in claims concerning intellectual property rights, and defending associated claims;
- Lack of adequate experience of one of our Promoters in the business activities undertaken by our Company;
- Our inability to maintain confidential information of our customers;
- Our inability to compete effectively with domestic as well as multinational corporations; and
  Our inability to successfully maintain relationships with our customers.

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 Condition and Results of Operations***" on pages 27, 132 and 248, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Forward-looking statements reflect our current views as of the date of this Red Herring Prospectus and are not a guarantee of future performance. Although we believe that the assumptions on which such statements are based are reasonable, any such assumptions as well as the statements based on them could prove to be inaccurate.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Neither our Company, nor the Syndicate, or 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 requirements of SEBI, our Company and the BRLMs will ensure that investors in India are informed of material developments until the receipt of final listing and trading approvals for the Equity Shares pursuant to the Issue.

SUMMARY OF THE ISSUE DOCUMENT

The following is a general summary of the terms of the Issue. 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 entitled "***Risk Factors***", "***Industry Overview***", "***Outstanding Litigation and Material Developments***", "***Our Promoters and Promoter Group***", "***Financial Statements***" "***Objects of the Issue***", "***Our Business***", "***Issue Procedure***" and "***Main Provisions of the Articles of Association***" on pages 27, 107, 264, 178, 189, 94, 132, 311 and 327, respectively.

Summary of Business

We are one of the leading companies engaged in the custom synthesis and manufacturing of specialty chemicals in India (*Source: F&S Report*). We commenced business as a partnership firm in 1984 as a manufacturer of conventional products and have, over the years, evolved into custom synthesis and manufacturing of life science related specialty chemicals and other specialty chemicals, which involve multi-step synthesis and complex technologies, for a diverse base of Indian and global customers. Our key focus in our custom synthesis and manufacturing operations is developing in-house innovative processes for manufacturing products requiring complex chemistries and achieving cost optimization.

Summary of Industry

India's specialty chemicals industry is expected to grow at a CAGR of approximately 10%-11% over the next five years, due to rising demand from end-user industries, along with strict global supply on account of stringent environmental norms in China. India accounts for approximately 1%-2% of the global exportable specialty chemicals, indicating a large scope of improvement and widespread opportunity. Custom synthesis and manufacturing operations is on the rise in India and is expected to grow at a rate of 12% in the next five years, owing to strong growth from end-use demand (*Source: F&S Report*).

Promoters

Our Promoters are Mr. Anand S Desai, Dr. Kiran C Patel, Ms. Mona A Desai, KPI LLC and RIRCPL.

Issue Size

Issue of up to [●] Equity Shares aggregating up to ₹ 7,600.00 million to be issued by our Company, in terms of this Red Herring Prospectus.

Objects of the Issue

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

Particulars	Amount (₹ in million)
Repayment/prepayment of certain indebtedness availed by our Company (including accrued interest)	5,636.98
General corporate purposes[(1)]	[●]

[(1)] *To be determined on finalisation of the Issue Price and updated in the Prospectus. The aggregate amount utilised for general corporate purposes shall not exceed 25% of the Net Proceeds of the Issue.*

Pre-Issue shareholding of the Promoters and the Promoter Group

The aggregate equity shareholding of our Promoters and the Promoter Group as on the date of this Red Herring Prospectus and the percentage of pre-Issue Equity Share capital is set forth below:

S. No.	Category of Shareholder	Relationship	Pre-Issue	
			Number of Equity Shares held	Percentage of Equity Share capital (%)
	Promoter			

S. No.	Category of Shareholder	Relationship	Pre-Issue	
			Number of Equity Shares held	Percentage of Equity Share capital (%)
1.	KPI LLC[(1)]	Firm jointly owned and controlled by Dr. Kiran C Patel acting through KCP Dynasty Trust	36,206,896	42.00
2.	Mr. Anand S Desai	Husband of Ms. Mona A Desai and father of Ms. Shraddha Desai	11,273,440	13.08
3.	RIRCPL	Company owned and controlled by Mr. Anand S Desai	5,312,500	6.16
4.	Ms. Mona A Desai	Wife of Mr. Anand S Desai and mother of Ms. Shraddha Desai	4,140,625	4.80
	(A) Sub-Total		**56,933,461**	**66.04**
	Promoter Group			
1.	Ms. Shraddha Desai[^]	Daughter of Mr. Anand S Desai and Ms. Mona A Desai	7,786,435	9.03
2.	Ms. Panna Divyesh Vaidya[*]	-	624,900	0.72
3.	Ms. Meena Bharat Desai[*]	-	100	Negligible
	(B) Sub-Total		**8,411,435[^]**	**9.75**
	Grand Total		**65,344,896**	**75.80**

[(1)]As on the date of this Red Herring Prospectus, Dr. Kiran C Patel does not directly hold any Equity Shares of our Company. Dr. Kiran C Patel is the Manager of KPI LLC which holds 42.00% of the issued, subscribed and paid-up Equity Share capital of our Company.
[*] Individuals whose shareholding is aggregated under the heading "shareholding of the promoter group".
[^] Ms. Shraddha Desai has entered into an agreement dated March 2, 2021, for sale of 862,000 Equity Shares held by her, aggregating to 1% of the pre-Issue Equity Share capital of our Company and the Equity Shares are in the process of being transferred. Shareholding presented in the table excludes 862,000 Equity Shares.

Summary of Restated Financial Statements

(₹ in million)

Particulars	Nine months ended December 31, 2020	Nine months ended December 31, 2019	Fiscal 2020	Fiscal 2019	Fiscal 2018
Share capital	862.07	500.00	500.00	500.00	500.00
Net worth	8,245.18	5,835.23	5,937.23	5,071.07	4,576.37
Total revenue	5,631.61	3,744.92	5,393.87	5,209.61	3,491.82
Profit after tax and share of associates[(1)]	480.93	428.05	529.75	492.48	413.07
Earnings per share (basic) (in ₹)	6.03[2)]	5.67[(2)]	6.94	6.60	6.59
Earnings per share (diluted) (in ₹)	6.03[(2)]	5.67[(2)]	6.94	6.60	6.59
Net asset value per equity share (in ₹)	95.64	74.69	76.00	67.95	61.32
Total borrowings	8,419.75	7,327.65	8,180.19	6,697.49	4,348.97

[(1)] Associates refers to Tangent Science Private Limited w.e.f August 16, 2020 and Atharva Exochem Private Limited up to March 26, 2019
[(2)] Not annualised

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

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

Summary of Outstanding Litigation

As on the date of this Red Herring Prospectus, there is no criminal, statutory, tax or material civil litigation which is outstanding involving the Company, Subsidiary, Directors and Promoters. Further, as on the date of this Red Herring Prospectus, there are no pending litigation involving our Group Companies which will have a material impact on our Company.

For further details, see "***Outstanding Litigation and Material Developments***" on page 284.

Risk factors

For further details, see "***Risk Factors***" on page 27.

Summary of contingent liabilities of our Company

The following is a summary table of our contingent liabilities as of December 31, 2020:

(in ₹)

Particulars	As of December 31, 2020
Dividend payable on CCPS issued by the Company	79,050
Total	**79,050**

For further details, see "***Financial Statements***" on page 189.

Subsequently, our Board in its meeting dated February 27, 2021, approved the payment of dividend amounting to ₹ 79,050 on the CCPS of our Company held by KPI LLC before conversion of the same into Equity Shares.

Summary of Related Party Transactions

(₹ in million)

Particulars		Nine months ended December 31, 2020	Nine months ended December 31, 2019	Fiscals		
Nature of transaction	Related parties with whom transactions have taken place			2020	2019	2018
Transactions:						
Purchase of goods	Subsidiary - JIPL	111.26	78.35	93.33	-	3.41
Purchase of land	Subsidiary - JIPL	-	-	-	105.60	-
Rent expense	Subsidiary - JIPL	-	-	-	0.90	-
Short term benefits	Directors and KMPs	52.94	36.62	46.39	34.96	23.34
Interest expenses	KPI LLC	55.85	-	-	-	-

For further details of the related party transactions and as reported in the Restated Financial Statements, see "***Financial Statements***" on page 189.

Financing arrangements

There have been no financing arrangements whereby our Promoters, members of the Promoter Group, the manager or directors of our corporate Promoters, our Directors and their relatives have financed the purchase by any other person of securities of our Company during six months immediately preceding the date of the Draft Red Herring Prospectus and this Red Herring Prospectus.

Weighted average price at which the Equity Shares were acquired by the Promoters in the one year preceding the date of this Red Herring Prospectus

The weighted average price at which Equity Shares were acquired by the Promoters in the one year preceding the date of this Red Herring Prospectus is:

Name of the Promoter	No. of Equity Shares acquired	Weighted average price per Equity Share (in ₹)[(1)]
KPI LLC	8,081,896[(2)]	227.17[(2)]
RIRCPL	Nil	Nil
Mr. Anand S Desai	Nil	Nil
Ms. Mona A Desai	Nil	Nil
Dr. Kiran C Patel	Nil	Nil

[(1)] As certified by our Statutory Auditors, by way of their certificate dated December 22, 2020.
[(2)] Excluding Equity Shares that were issued upon conversion of CCPS.

Average cost of acquisition of Equity Shares of the Promoters

The average cost of acquisition per Equity Share by our Promoters as on the date of this Red Herring Prospectus is:

Name of the Promoter	No. of Equity Shares held	Average cost of acquisition per Equity Share (in ₹)[(1)]
KPI LLC	36,206,896	125.52
RIRCPL	5,312,500	1.32
Mr. Anand S Desai	11,273,440	5.83
Ms. Mona A Desai	4,140,625	0.19
Dr. Kiran C Patel	N.A.	N.A.

[(1)] *As certified by our Statutory Auditors, by way of their certificate dated December 22, 2020.*

Details of pre-IPO placement

This Issue does not stipulate any pre-IPO placement.

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/ Consolidation of Equity Shares in the last one year

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

SECTION II - RISK FACTORS

*An investment in equity shares involves a high degree of risk. Potential investors should carefully consider all the information in the Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares, the industry in which we operate or to India. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also adversely affect our business, results of operations, cash flows and financial condition. If any or some combination of the following risks, or other risks that are not currently known or believed to be adverse, actually occur, our business, results of operations and financial condition could suffer, the trading price of, and the value of your investment in, 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. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with "**Our Business**", "**Industry Overview**", "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" and "**Financial Statements**" on pages 132, 107, 248 and 189, respectively, as well as the other financial and statistical information contained in this Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Issue including the merits and risks involved.*

Potential investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Issue. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other impact of any of the risks described in this section. 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.

*Unless otherwise indicated or the context otherwise requires, the financial information for Fiscals 2018, 2019 and 2020 and for the nine months ended December 31, 2019 and 2020 included herein is derived from the Restated Financial Statements, included in this Red Herring Prospectus. For further information, see "**Financial Statements**" on page 189.*

Our Company's Fiscal commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular Fiscal are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, in this section, references to "the Company" or "our Company" are to Anupam Rasayan India Limited on a standalone basis, and references to "the Group", "we", "us", "our", are to Anupam Rasayan India Limited on a consolidated basis.

*Unless otherwise indicated, industry and market data used in this section have been derived from the report "Independent Market Report on Crop Protection, Pharmaceuticals and Custom Synthesis" dated December 14, 2020 (the "**F&S Report**") prepared and released by Frost and Sullivan and commissioned and paid by our Company in connection with the Issue. Unless otherwise indicated, all financial, operational, industry and other related information derived from the F&S Report and included herein with respect to any particular year refers to such information for the relevant calendar year. Also see, "**Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data**" on page 18.*

INTERNAL RISK FACTORS

1. We have incurred significant indebtedness, and an inability to comply with repayment and other covenants in our financing agreements could adversely affect our business, financial condition, cash flows and credit rating.

We have incurred significant indebtedness of ₹ 8,419.75 million as of December 31, 2020. We have entered into agreements with certain banks and financial institutions for short-term and long-term borrowings, which typically contain restrictive covenants, including, requirements that we obtain consent from the lenders prior to undertaking certain matters including changing or modifying our ownership, altering our capital structure, further issuance of any shares, effecting any scheme of amalgamation or reconstitution, alteration to the constitutional documents of the Company, restructuring or changing the management, dilution of Promoters' shareholding, changing our shareholding pattern, and change in constitution of the Board of Directors. Further, in terms of security, we are typically required to create a charge on all our fixed and current assets (present and future), mortgage over our

immovable properties and hypothecation of our movable properties. Further, our Promoters and Directors, Mr. Anand S Desai, Ms. Mona Desai, RIRCPL and Mr. Milan Thakkar are required to provide individual and corporate guarantees, as applicable, in relation to the borrowings availed by our Company. Our individual Promoters Mr. Anand S Desai, Ms. Mona Desai, had provided guarantees for an aggregate amount of ₹ 5,338.70 million, our corporate Promoter, RIRCPL, had provided guarantees for an aggregate amount of ₹ 5,000.50 million and one of our Directors, Mr. Milan Thakkar, had provided guarantees for an aggregate amount of ₹ 5,338.70 million, in favour of our lenders, each as of December 31, 2020. While there have been no defaults/ delays in repayments, restructuring or covenant breaches in any loans or debt payments in the past three years, there can be no assurance that we will be able to comply with these financial or other covenants or that we will be able to obtain consents necessary to take the actions that we believe are required to operate and grow our business. We cannot guarantee that no adverse action will be taken by such lenders against our Company, in terms of the respective financing documentation entered into with them.

Further, as of December 31, 2020, outstanding indebtedness amounting to ₹ 5,622.30 million was on floating rate of interest and ₹ 2,797.45 million was on fixed rate of interest. Any fluctuations in the interest rates may directly impact the interest costs of such loans and could adversely affect our financial condition. Our ability to make payments on and refinance our indebtedness will depend on our ability to generate cash from our future operations. We may not be able to generate enough cash flow from operations or obtain enough capital to service our debt. Our current or future level of leverage could have significant consequences or our Shareholders and our future financial results and business prospects, including increasing our vulnerability to a downturn in business in India and other factors which may adversely affect our operations; limiting our ability to pursue growth plans; requiring us to dedicate a substantial portion of our cash flow from operations to service debt, thereby reducing the availability of cash-flows to fund capital expenditures and growth initiatives, meet working capital requirements and use for other general corporate purposes or make dividend payouts; limiting our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate; placing us at a competitive disadvantage to any of our competitors that have less debt; increasing our interest expenditure; and limiting our ability to raise additional funds or refinance existing indebtedness. Our financing agreements also generally contain certain financial covenants including the requirement to maintain, among others, specified debt-to-equity ratios. In addition, lenders under our credit facility could foreclose on and sell our assets if we default under our credit facilities. For further information, see "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Indebtedness***" and "***Financial Indebtedness***" on pages 277 and 245, respectively.

Any failure to comply with the conditions and covenants in our financing agreements that is not waived by our lenders or guarantors or otherwise cured could lead to a termination of our credit facilities, acceleration of all amounts due under such facilities or trigger cross-default provisions under certain of our other financing agreements, any of which could adversely affect our financial condition and our ability to conduct and implement our business plans.

2. If we experience insufficient cash flows to meet required payments on our debt and working capital requirements, our business and results of operations could be adversely affected.

Our business operations require working capital for activities including purchase of raw materials, for our specialty chemicals manufacturing operations as well as for the purchase of packing materials for our products. Presently, we meet our working capital requirements through a mix of internal accruals and working capital facilities from banks and financial institutions. As on December 31, 2020, we had sanctioned working capital facilities amounting to ₹ 2,450.00 million. Our future success depends on our ability to continue to secure and successfully manage sufficient amounts of working capital. Management of our working capital requirements involves the timely payment of, or rolling over of, our short-term indebtedness and securing new and additional loans on acceptable terms, timely payment of, or re-negotiation of our payment terms for, our trade payables, collection of trade receivables and preparing and following accurate and feasible budgets for our business operations. If we are unable to manage our working capital requirements, our business, results of operations and financial condition could be materially and adversely affected. We cannot assure that we will be able to effectively manage our working capital. Should we fail to effectively implement sufficient internal control procedures and management systems to manage our working capital and other sources of financing, we may have insufficient capital to maintain and grow our business, and we may breach the terms of our financing agreements with banks, face claims under cross-default provisions and be unable to obtain new financing, any of which would have a material adverse effect on our business, results of operations and financial condition.

3. A portion of the Net Proceeds may be utilized for repayment or pre-payment of loans taken from Axis Bank, which is an affiliate of one of the Book Running Lead Managers.

We propose to repay certain loans obtained from Axis Bank Limited ("**Axis Bank**"), from the Net Proceeds as disclosed in "***Objects of the Issue***" on page 94. Axis Bank is an affiliate of Axis, one of our Book Running Lead Managers and is not an associate of the Company in terms of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended ("***SEBI Merchant Bankers Regulations***"). Loans and facilities sanctioned to our Company by Axis Bank is a part of its normal commercial lending activity and we do not believe that there is any conflict of interest under the SEBI Merchant Bankers Regulations, or any other applicable SEBI rules or regulations. For details, see "***Objects of the Issue***" on page 94.

4. All our manufacturing facilities are operated on industrial land allotted to us by industrial development corporations on a leasehold basis. Failure to comply with the conditions of use of such land could result in an adverse impact on our business and financial condition. Further, our Registered and Corporate Office are located on leased premises and there can be no assurance that these lease agreements will be renewed upon termination or that we will be able to obtain other premises on lease on same or similar commercial terms.

All our manufacturing facilities are operated on industrial land allotted to us by Gujarat Industrial Development Corporation ("**GIDC**") on a 99 years lease. Under the terms of the offer-cum allotment letter and the lease deed entered between GIDC and the Company, we are required to comply with certain ongoing conditions, including the requirement to (i) employ locally domiciled persons in the facility for 85% of the posts, including 65% of the managerial and supervisory posts, (ii) not change use of the plot and (iii) comply with certain effluent disposal and pollution control norms. If we fail to meet any such conditions, we may be required to incur liability. Further, according to the various statutory rules governing GIDCs functioning, GIDC also retains the power to cancel allotment of land in the event of breach of any rules of allotment. Cancellation of the land allotted to us due to, among other things, non-compliance of the conditions of the offer-allotment letter could have an impact on our financial condition, which could adversely impact our results of operations and financial condition.

Our Registered and Corporate Office are located on leased premises. For further details, see "***Our Business – Properties***" on page 150. While our lease arrangements are typically entered into on a long term basis, these lease agreements may be terminated in accordance with their respective terms, and any termination or non-renewal of such leases could adversely affect our operations. There can be no assurance that we will be able to retain or renew such leases on same or similar terms, or that we will find alternate locations for the existing offices on terms favorable to us, or at all. Failure to identify suitable premises for relocation of existing properties, if required, or in relation to new or proposed properties we may purchase, in time or at all, may have an adverse effect on our production and supply chain, the pace of our projected growth as well as our business and results of operations.

5. We may become involved in claims concerning intellectual property rights, and we could suffer significant litigation or related expenses in defending our own intellectual property rights or defending claims that we infringed the rights of others.

As of the date of this Red Herring Prospectus, we have registered two trademarks and are in the process of obtaining registrations for certain other trademarks. For further information on details of trademarks owned by our Company and applications made for other trademarks, see "***Government and Other Approvals – II. Intellectual Property Approvals***" on page 287. Also, see "***Our Business – Intellectual Property***" on page 150. We believe that our trademarks are important assets to our business. The use of our trademarks or logos by third parties could adversely affect our reputation, which could in turn adversely affect our business and results of operations. Therefore, we may have to take measures to protect our intellectual property by relying on Indian laws and initiating legal proceedings. However, such measures may not be adequate to prevent unauthorized use of our, intellectual property by third parties and thus, we may not be able to prevent infringement of our intellectual property. Further, the application of laws governing intellectual property rights in India is uncertain and evolving, and could involve substantial risks to us. Notwithstanding the precautions we take to protect our intellectual property rights, it is possible that third parties may copy or otherwise infringe on our rights, which may have an adverse effect on our business, results of operations, financial condition and cash flows. In addition, our current and future trademarks are subject to expiration and we cannot guarantee that we will be able to renew all of them prior to expiration. Our inability to renew registration of certain trademarks and loss of such trademarks could have an adverse effect on our business, results of operations, financial condition and cash flows.

While we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty whether we are infringing any existing third-party intellectual property rights which may force us to alter our offerings. We may also be susceptible to claims from third parties asserting infringement and other related claims. If similar claims are raised in the future, these claims could result in costly litigation, divert

management's attention and resources, subject us to significant liabilities and require us to enter into potentially expensive royalty or licensing agreements or to cease certain offerings. Further, necessary licenses may not be available to us on satisfactory terms, if at all. Any of the foregoing could have an adverse effect on our business, results of operations, financial condition and cash flows.

6. One of our individual Promoters may not have adequate experience in the business activities undertaken by our Company.

One of our individual Promoters namely Dr. Kiran C. Patel, may not have adequate experience in the business activities undertaken by our Company. For further in relation to the experience of Dr. Kiran C. Patel, see "***Our Management – Brief Profiles of our Directors***" on page 164. The business operations and business related decisions of our Company is currently managed by our other Promoters. Our Company cannot assure you that the lack of such adequate prior experience of Dr. Kiran C. Patel in our line of business will not have any adverse impact on the management and/ or operations of the Company.

7. We have had negative cash flows from operating activities in the past and a consequent net decrease in cash and cash equivalents in some of the recent years.

We have experienced negative cash flows from operating activities in Fiscal 2018 and may, in the future, experience negative cash flows.

The following table sets forth certain information relating to our cash flows for the periods indicated below:

Particulars	Fiscal		
	2018 (proforma)	2019	2020
	(₹ million)		
Net cash generated from/ (utilized in) operations	(202.61)	389.20	949.43
Net cash generated from/ (utilized in) investing activities	(2,551.27)	(2,502.14)	(1,781.97)
Net cash generated from financing activities	2,748.44	2,057.43	1,014.25
Net (decrease)/ increase in cash and cash equivalents	(5.44)	(55.52)	181.72
Cash and cash equivalents at closing of the year	73.99	18.47	200.19

Particulars	Nine months ended December 31,	
	2019	2020
	(₹ million)	
Net cash generated from/ (utilized in) operations	973.10	138.46
Net cash generated from/ (utilized in) investing activities	(1,649.16)	(1,204.73)
Net cash generated from financing activities	789.55	1,593.59
Net (decrease)/ increase in cash and cash equivalents	113.49	527.32
Cash and cash equivalents at closing of the period	131.97	727.51

For further information, see "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Cash Flows***" and "***Restated Financial Statements***" on pages 274 and 189, respectively.

Negative cash flows over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. As a result, our business, financial condition and results of operations could be materially and adversely affected.

8. Failure to maintain confidential information of our customers could adversely affect our results of operations and, or, damage our reputation

The agreements with our customers include clauses on confidentiality and non-disclosure obligations. As per these agreements, we are required to keep confidential, the know-how and technical specifications provided to us by these customers. In addition, certain of our agreements with our customers also provide that the confidentiality clause shall remain valid for a period ranging between five years to 20 years, as applicable, post the termination of the agreement. In the event of any breach or alleged breach of our confidentiality agreements with our customers, these customers may terminate their engagements with us or initiate litigation for breach of contract. Moreover, most of these contracts do not contain provisions limiting our liability with respect to breaches of our

obligation to keep the information we receive from them confidential. As a result, if our customers' confidential information is misappropriated by us or our employees, our customers may consider us liable for that act and seek damages and compensation from us, in addition, to seeking termination of the contract. Assertions of misappropriation of confidential information or the intellectual property of our customers against us, if successful, could have a material adverse effect on our business, financial condition and results of operations. Even if such assertions against us are unsuccessful, they may cause us to incur reputational harm and substantial cost.

9. The specialty chemicals industry provides for significant entry barriers. We face competition from both domestic as well as multinational corporations and our inability to compete effectively could result in the loss of customers, hence, our market share, which could have an adverse effect on our business, results of operations, financial condition and future prospects.

The custom synthesis and manufacturing industry presents significant entry barriers, including customer validation and approvals, expectation from customers for process innovation and cost reduction, high quality standards and stringent specifications. In particular, our typical end customers are required to register the manufacturer with the regulatory bodies are register the manufacturer with the regulatory bodies as a supplier of intermediate products or active ingredients. As a result, any change in the manufacturer of the intermediate product or active ingredient may require customers to expend significant time and resources, resulting in the acquisition of customers becoming a long process. From the product testing stage, to the batch procurement phase, to the eventual customer approval stage – acquiring a new end customer typically takes approximately 12 to 24 months depending on product complexity. Further, customers in general avoid sharing product related information with numerous manufacturers in order to restrict the spread of confidential information and as a result, customers typically select manufacturers after carefully reviewing them and tend to develop long-term relationships with them as well as limit the number of such manufacturers (*Source: F&S Report*).

We face competition from both domestic and multinational corporations. The Indian specialty chemicals industry is fragmented in nature. The key players in contract manufacturing include, PI Industries and Aarti Industries (*Source: F&S Report*). In addition, there are several international players, specifically from China, United States and European Union, engaged in contract manufacturing of specialty chemicals (*Source: F&S Report*). Our failure to obtain new customers or to retain or increase our existing market share or effectively compete could adversely affect our business, financial condition and results of operations. Competition in our business is based on pricing, relationships with customers, product quality, customization and innovation. We face pricing pressures from multinational companies that are able to produce chemicals at competitive costs and consequently, supply their products at cheaper prices. Further, Indian chemical companies are faced with poor infrastructure and lack of adequate facilities at ports and railway terminals as well as poor pipeline connectivity, which imposes difficulties in raw material procurement and at a cost competitive price with international peers (*Source: F&S Report*). We are unable to assure you that we shall be able to meet the pricing pressures imposed by such multinational competitors which would adversely affect our profitability. Also, see "***Our Business – Competition***" and "***Industry Overview***" on pages 148 and 107, respectively, for further details on competitive conditions that we face across our various business segments.

Additionally, some of our competitors in the specialty chemicals segment may have greater financial resources, technology, research and development capability, greater market penetration and operations in diversified geographies and product portfolios, which may allow our competitors to better respond to market trends. Accordingly, we may not be able to compete effectively with our competitors across our product portfolio, which may have an adverse impact on our business, financial condition, results of operations and future prospects. Further, we may incur significant expense in preparing to meet anticipated customer requirements that we may not be able to recover or pass on to our customers. Increased competition may force us to improve our process, technical, product and service capabilities and/or lower our prices or result in loss of customers, which may adversely affect our profitability and market share, in turn, affecting our business, financial condition, results of operations and future prospects. There is no assurance that we will remain competitive with respect to technology, design, quality or cost.

In addition, our competitors may develop competing technologies that gain market acceptance before or instead of our products. Our competitors' actions, including expanding manufacturing capacity, expansion of their operations to newer geographies or product segments in which we compete, or the entry of new competitors into one or more of our markets could cause us to lower prices in an effort to maintain our sales volume.

10. We depend on the success of our relationships with our customers most of whom are multinational corporations. Any adverse developments or inability to enter into or maintain such relationships could have an adverse effect on our business, results of operations and financial condition.

We perform custom synthesis and manufacturing of life science related specialty chemicals and other specialty chemicals for a diverse range of multinational companies. Our custom synthesis and manufacturing agreements are typically long-term in nature where the validity of the contract ranges between two to five years, with certain agreements being automatically renewed for a period of one year at a time. These agreements typically impose stringent confidentiality and secrecy obligations on us which typically survive expiry or termination of our contractual terms and require us to comply with various international and organizational codes and practices including the ethical code of conduct in relation to bribery and kickbacks, code of conduct for service providers and privacy policies. Our agreements also require us to strictly adhere to the know-how and technical specifications mentioned therein, and provide our customers the right to inspect our manufacturing facilities for quality assurance system typically after providing reasonable notice to us, and request a sample analysis of the products. In addition, we typically indemnify our customers against, amongst others, any claims, demands, losses and suits, arising on account of failure of the product to meet the required specifications.

Our agreements typically require our customers to place purchase orders that include the quantity and price while certain agreements themselves include the purchase prices and minimum purchase quantities for the products during the tenure of the agreement. While typically the purchase price includes the cost of, amongst others, raw materials, packaging, labour, utilities and taxes as well as a margin, and is mutually agreed upon between our customers and us, the purchase price is generally pre-determined either annually or for the tenure of the agreement, which exposes us to volatility in the prices of raw materials and operational costs, which we may be unable to pass onto our customers and accordingly, reduce our profit margins. In addition, certain of agreements require the customers to provide a forecast indicating the quantities of the product they intend to purchase, however these are not binding in nature. We are also required to maintain and reserve a manufacturing capacity of 120% of our customers annual quantity forecast in certain agreements. In addition, for any changes in the product specifications, manufacturing process, manufacturing site, manufacturing method or raw material used, we are typically required to obtain prior written consent from our customers. Our agreements with certain customers also require us to provide the specific product exclusively to them. Further, certain existing agreements with our key customers also grants such customers a termination right for changes in the shareholding structure of our Company beyond a specific threshold as well as for acquisitions undertaken by our Company. For instance, an existing agreement with one of our customers specifies that if there is a change in shareholding that results in a change of control (i.e., a change in the ownership of more than 50% of the shareholding), the customer is entitled to terminate the agreement with our Company unilaterally while another existing agreement specifies that the customer has a right to terminate the agreement if there is a major change in the shareholding of the Company resulting in a change in control wherein control has been defined to mean the holding of at least 50% of the voting stock. Pursuant to the completion of the Issue, the aggregate proposed post-Issue shareholding of the Promoters will not fall below 50% of issued, subscribed and paid-up Equity Share capital of our Company. Accordingly, the termination rights (as mentioned above) provided to certain customers in their respective agreements for any major change in control (*i.e.*, a change in the ownership of more than 50% of the shareholding) would not be triggered, however, such provisions in our long-term agreements may adversely affect our business strategies, and therefore, our business, financial condition and/or results of operations. Additionally, to the extent our customer contracts stipulate dispute resolution mechanisms which are governed by foreign laws and conducted abroad, in the event of contractual disputes, we may be subject to significant costs arising out of bringing or defending claims arising out of our customer contracts. Further, we typically plan and incur capital expenditure for future periods based on letter of intents. However, our inability to successfully enter into long-term contracts may result in us incurring expenses and making investments without a proportionate increase in our revenues. The occurrence of any such event could adversely affect our business and results of operations.

Our business, financial condition and results of operations are dependent on our relationships with such multinational corporations. In the nine months ended December 31, 2020, we manufactured products for over 53 domestic and international customer, including 17 multinational companies. However, some of our customers currently manufacture or may start manufacturing their own active ingredients and intermediates and may discontinue the use of our custom synthesis and manufacturing services. 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. We cannot assure you that we will be able to maintain historic levels of business with our significant customers. If we are unable to establish or maintain relationships with multinational companies on the existing terms and conditions or the current commercial arrangements, or if such multinational companies terminate their agreements with us, it could have an adverse impact on our business, financial condition and results of operations. Further, if these multinational companies terminate their agreements

with us or suspend our services, which could result in an adverse impact on our relationships and reputation with these multinational companies and could have a significant effect on our ability to provide services and solutions in the future and negotiate new relationships with these multinational companies.

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

We have in entered into transactions with related parties in the past and from, time to time, we may enter into related party transactions in the future. These transactions principally include remuneration to executive Directors and Key Managerial Personnel and consideration paid to Atharva Exochem Private Limited, one of our Group Companies, in relation to land purchased from them. For further information relating to our related party transactions, see "***Restated Financial Statements – Related Party Disclosures***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Related Party Transactions***" on pages 231 and 279, respectively. While all such transactions have been conducted on an arm's length basis, we cannot assure you that we might have obtained more favourable terms had such transactions been entered into with unrelated parties. Further, it is likely that we may enter into additional related party transactions in the future. Such related party transactions may potentially involve conflicts of interest.

In Fiscals 2018, 2019 and 2020 and in the nine months ended December 31, 2020, the aggregate amount of such related party transactions was ₹ 26.76 million, ₹ 141.47 million, ₹ 139.72 million and ₹ 220.05 million, respectively. The percentage of the aggregate value such related party transactions to our revenue from operations in Fiscals 2018, 2019 and 2020, and in the nine months ended December 31, 2020 was 0.78%, 2.82%, 2.64% and 4.08%, respectively. For further information on our related party transactions, see "***Summary of the Issue Document - Related Party Transactions***" on page 25. While there has been no conflict of interest among our Shareholders in relation to related party transactions entered into the past three years, we cannot assure you that such transactions, individually or in the aggregate, will always be in the best interests of our minority shareholders and will not have an adverse effect on our business, results of operations, cash flows and financial condition.

12. Our inability to collect receivables and default in payment from our customers could result in the reduction of our profits and affect our cash flows.

The majority of our sales are to customers on an open credit basis, with standard payment terms of generally between 60 to 90 days. While we generally monitor the ability of our customers to pay these open credit arrangements and limit the credit we extend to what we believe is reasonable based on an evaluation of each customer's financial condition and payment history, we may still experience losses because of a customer being unable to pay. As a result, while we maintain what we believe to be a reasonable allowance for doubtful receivables for potential credit losses based upon our historical trends and other available information, there is a risk that our estimates may not be accurate. In Fiscals 2018, 2019 and 2020, and in the nine months ended December 31, 2020, our trade receivables were ₹ 883.92 million, ₹ 1,205.93 million, ₹ 1,294.94 million and ₹ 1,414.20 million, respectively, while our receivable turnover day was 92 days, 84 days, 88 days and 69 days, respectively, in the same periods. For further information, see "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Quantitative and Qualitative Disclosures About Market Risk – Credit Risk***" and "***Financial Statements – Note 37: Risk Management***" on pages 280 and 235, respectively. Any increase in our receivable turnover days will negatively affect our business. If we are unable to collect customer receivables or if the provisions for doubtful receivables are inadequate, it could have a material adverse effect on our business, financial condition and results of operations.

13. Our Company, Subsidiary, Directors and Promoters may get involved in litigation proceedings. Any adverse outcome in such proceedings may have an adverse impact on our reputation, business, financial condition, results of operations and cash flows.

As on the date of this Red Herring Prospectus, there is no criminal, statutory, tax or material civil litigation which is outstanding involving the Company, Subsidiary, Directors and Promoters. For further information, see "***Outstanding Litigation and Material Developments***" on page 284. However, there can be no assurance that in the future, our Company, Subsidiary, Directors and Promoters will not get involved in legal proceedings and these legal proceedings will be decided in our favor. Involvement in such proceedings could divert our management's time and attention, and consume financial resources. In addition, we cannot assure you that no additional liability will arise out of these proceedings. Decisions in such proceedings adverse to our interests may have an adverse effect on our business, results of operations and financial condition.

14. We are dependent on our Promoters, management team, a number of Key Managerial Personnel and persons with technical expertise and the loss of or our inability to attract or retain such persons could adversely affect our business, results of operations and financial condition.

We are dependent on our Promoters, Directors, senior management and other Key Managerial Personnel as well as persons with technical expertise for setting our strategic business direction and managing our business. Experienced Promoters and senior management team with significant experience in the chemical industry lead us. For further information, see "***Our Management***" on page 162. We believe that the inputs and experience of our Promoters are valuable for the development of our business and operations and the strategic directions taken by our Company. We are also dependent on our Key Managerial Personnel including our business heads for the day to day management of our business operations. We cannot assure you that we will be able to retain these employees or find adequate replacements in a timely manner, or at all. Our ability to meet continued success and future business challenges depends on our ability to attract, recruit and train experienced, talented and skilled professionals. Competition for individuals with specialized knowledge and experience is intense in our industry. The loss of the services of any key personnel or our inability to recruit or train a sufficient number of experienced personnel or our inability to manage the attrition levels in different employee categories may have an adverse effect on our financial results and business prospects. Further, as we expect to continue to expand our operations and develop new products, we will need to continue to attract and retain experienced management personnel. If we are unable to attract and retain qualified personnel, our results of operations may be adversely affected.

15. Newly developed products may replace our existing products and our research and development efforts may not yield new products, processes and solutions consistently to enable us to remain competitive.

New specialty additives for the life science related specialty chemicals and other specialty chemicals may be developed, which may replace our existing products and/or render our existing products obsolete. While we conduct research and development to develop innovative and cost effective products, and to broaden our product range, we may not be able to develop new products consistently. For further information in relation to our R&D efforts, see "***Our Business – Research and Development***" on page 147. Any reduction in the utility of our products in general or to such industries including due to the emergence of cost effective and more efficient alternatives and the shift of the practice in these industries towards developing our products in-house, may have an adverse impact on the demand for our products and consequently, may have a material adverse impact on our business, results of operations, cash flows and financial condition. Further, there can be no assurance that the lack of demand from any one of these industries can be offset by sales to other industries in which our products find application.

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

Our business is dependent upon information technology systems, including internet-based systems, to support business processes. For instance, our facilities are connected to our central IT network that facilitates monitoring of our operations and management of supply chain. We also utilize an enterprise resource planning solution which covers production, finance, sales, marketing logistics, purchase and inventory, across all our manufacturing facilities. For further information, see "***Our Business – Information Technology***" on page 149. The complexity of our computer systems may make them potentially vulnerable to breakdown, malicious intrusion and computer viruses. We cannot assure you that we will not encounter disruptions to our information technology systems in the future and any such disruption may result in the loss of key information or disruption of our business processes, which could adversely affect our business and results of operations. 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 and reputation.

17. Restrictions on import of raw materials and an increase in shipment cost may adversely impact our business and results of operations.

In Fiscal 2020 and the nine months ended December 31, 2020, we imported raw materials amounting to ₹ 699.23 million and ₹ 1,172.86 million, respectively, which amounted to 22.44% and 23.63%, respectively, of our total expenses incurred on raw materials. For further information in relation to our raw materials, see "***Our Business –***

Procurement and Raw Materials" on page 145. Some of our raw material imports are regulated by the Manufacture, Storage and Import of Hazardous Chemical Rules, 1989 that, *inter alia*, allows the concerned authority to take any action if it deems that the chemicals proposed to be imported may cause major accidents or stop an import of chemicals based on safety and environmental considerations. We are unable to assure you that such regulations would not be made more stringent which would consequently restrict our ability to import raw materials from other jurisdictions. We also cannot assure you that, under these circumstances, we will be successful in identifying alternate suppliers for raw materials or we will be able to source the raw materials at favourable terms in a timely manner. Any restriction on import of raw materials could have an adverse effect on our ability to deliver products to our customers, business and results of operations. Further, any increase in export tariff will increase expenses which in turn may impact our business and results of operations.

18. 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.

While our Company has not made any dividend payments in the last three Fiscals and the nine months ended December 31, 2020, our Board in its meeting dated February 27, 2021, approved the payment of dividend amounting to ₹ 79,050 on the CCPS of our Company held by KPI LLC before conversion of the same into Equity Shares. For further information, see "***Dividend Policy***" on page 188. Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements, capital expenditure and restrictive covenants of our financing arrangements. The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act 2013. We may retain all future earnings, if any, for use in the operations and expansion of the business. As a result, we may not declare dividends in the foreseeable future. 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. We cannot assure you that we will be able to pay dividends in the future. Accordingly, realization of a gain on Shareholders' investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that our Equity Shares will appreciate in value.

19. Any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval.

We propose to utilise the Net Proceeds towards repayment or prepayment of certain borrowings (including accrued interest) availed by our Company and for general corporate purposes. For further details of the proposed objects of the Issue, see "***Objects of the Issue***" on page 94. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Sections 13(8) and 27 of the Companies Act 2013, we cannot undertake any variation in the utilisation of the Net Proceeds without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations.

Further, our Promoters would be required to provide an exit opportunity to Shareholders who do not agree with our proposal to change the objects of the Issue or vary the terms of such contracts, at a price and manner as prescribed by SEBI. Additionally, the requirement on Promoters to provide an exit opportunity to such dissenting shareholders may deter the Promoters from agreeing to the variation of the proposed utilisation of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI.

In light of these factors, we may not be able to undertake variation of objects of the Issue to use any unutilized proceeds of the Issue, if any, or vary the terms of any contract referred to in the Red Herring Prospectus, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilised portion of Net Proceeds, if any, or varying the terms of contract, which may adversely affect our business and results of operations.

20. We have issued Equity Shares at prices that may be lower than the Issue Price in the last 12 months.

Our Company has issued 8,081,896 Equity Shares in the last 12 months, in connection with the preferential issue of Equity Shares, at a price lower than the Issue Price. Further, 28,124,900 Equity Shares were issued pursuant to conversion of CCPS in the ratio of 1:1 on October 10, 2020. However, the entire consideration for such Equity Shares (issued pursuant to such conversion) was paid at the time of issuance of such CCPS. For further details, see "***Capital Structure – Notes to Capital Structure***" on page 77.

21. Our funding requirements and the proposed deployment of Net Proceeds are not appraised by any independent agency, which may affect our business and results of operations.

We intend to use the Net Proceeds for the purposes described in "***Objects of the Issue***" on page 94 of this Red Herring Prospectus. Our funding requirements are based on management estimates and our current business plans and has not been appraised by any bank or financial institution. The deployment of the Net Proceeds will be at the discretion of our Board. However, the deployment of the Net Proceeds will be monitored by a monitoring agency appointed pursuant to the SEBI ICDR Regulations. We may have to reconsider our estimates or business plans due to changes in underlying factors, some of which are beyond our control, such as interest rate fluctuations, changes in input cost, inability to identify suitable location for our restaurants at favourable terms and other financial and operational factors.

Accordingly, prospective investors in the Issue will need to rely upon our management's judgment with respect to the use of proceeds. If we are unable to deploy the Net Proceeds in a timely or an efficient manner, it may affect our business and results of operations.

22. Some of our Directors may have interest in entities, which are in businesses similar to ours and this may result in conflict of interest with us.

As on the date of this Red Herring Prospectus, some of our Directors namely, Mr. Anand S Desai, Mr. Milan Thakkar and Mr. Hetul Krishnakant Mehta, have interests in entities that are engaged in businesses similar to ours. Our Promoter and Managing Director, Mr. Anand S Desai is currently on the board of directors of RIRCPL. Mr. Milan Thakkar is currently a director on the board of directors of Arochem Industries Private Limited and is a shareholder of Atharva Exochem Private Limited. Further, one of our Independent Directors Hetul Krishakant Mehta, is currently a director on the board of directors of Praveen Laboratories Private Limited.

While there is presently no conflict, there is no assurance that our Directors will not provide competitive services or otherwise compete in business lines in which we are already present or will enter into in future. Such factors may have an adverse effect on the results of our operations and financial condition.

23. We are subject to increasingly stringent environmental, health and safety laws, regulations and standards. Non-compliance with and adverse changes in health, safety, labour, and environmental laws and other similar regulations to our manufacturing operations may adversely affect our business, results of operations and financial condition.

Our operations generate pollutants and waste, some of which may be hazardous and flammable. We are therefore subject to a wide range of laws and government regulations, including in relation to safety, health, labour, and environmental protection. These safety, health, labour, and environmental protection laws and regulations impose controls on air and water release or discharge, noise levels, storage handling, the management, use, generation, treatment, processing, handling, storage, transport or disposal of hazardous materials, including the management of certain hazardous waste, and exposure to hazardous substances with respect to our employees, along with other aspects of our manufacturing operations. For instance, there is a limit on the amount of pollutant discharge that our manufacturing facilities may release into the air and water. Environmental laws and regulations in India have become and continue to be more stringent, and the scope and extent of new environmental regulations, including their effect on our operations, cannot be predicted with any certainty. In case of any change in environmental or pollution regulations, we may be required to invest in, among other things, environmental monitoring, pollution control equipment, and emissions management and other expenditure to comply with environmental standards. Any failure on our part to comply with any existing or future regulations applicable to us may result in legal proceedings, including public interest litigation, being commenced against us, third party claims or the levy of regulatory fines. Further, any violation of the environmental laws and regulations may result in fines, criminal sanctions, revocation of operating permits, or shutdown of our manufacturing facilities. While there have been no actions undertaken by the relevant authorities/ courts on environmental/ safety/ labour related non-compliances in the past, including in the previous three financial years, there can be no assurance that any material violation

may not occur in the future which could have an adverse effect on our business, results of operations and financial condition.

As a consequence of unanticipated regulatory or other developments, future environmental and regulatory related expenditures may vary substantially from those currently anticipated. We cannot assure you that our costs of complying with current and future environmental laws and other regulations will not adversely affect our business, results of operations or financial condition. In addition, we could incur substantial costs, our products could be restricted from entering certain markets, and we could face other sanctions, if we were to violate or become liable under environmental laws or if our products become non-compliant with applicable regulations. Our potential exposure includes fines and civil or criminal sanctions, third-party property damage or personal injury claims and clean-up costs. The amount and timing of costs under environmental laws are difficult to predict.

We are also subject to the laws and regulations governing employees in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and termination of employees, contract labour and work permits. There is a risk that we may 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. We cannot assure you that we will not be involved in future litigation or other proceedings, or be held liable in any litigation or proceedings including in relation to safety, health and environmental matters, the costs of which may be significant.

24. Reliance has been placed on declarations and affidavits furnished by one of our Directors for details of his profile included in this Red Herring Prospectus.

Our Non-Executive Director, Mr. Milan Thakkar has been unable to trace copies of certain documents pertaining to his educational qualifications. While he has taken the requisite steps to obtain the relevant supporting documentation, including by making written requests and applications to his respective educational institution, he has been unsuccessful in procuring the relevant supporting documentation.

Accordingly, the Book Running Lead Managers and us have placed reliance on declarations, undertakings and affidavits furnished by our Director to disclose details of his educational qualifications in this Red Herring Prospectus and we have not been able to independently verify these details in the absence of primary documentary evidence. Further, there can be no assurances that our Director will be able to trace the relevant documents pertaining to his educational qualifications in the future, or at all. Therefore, we cannot assure you that all or any of the information relating to his educational qualifications included in "***Our Management***" on page 162 are complete, true and accurate.

25. Certain Promoters and Directors are interested in our Company's performance in addition to their remuneration and reimbursement of expenses.

Certain of our Promoters and Directors are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses and such interests are to the extent of their shareholding in our Company, their rights to nominate directors on our Board pursuant to such shareholding and interest received against a loan extended to us, amongst others. We cannot assure you that our Promoters and Directors will exercise their rights to the benefit and best interest of our Company. As shareholders of our Company, our Promoters or Directors may take or block actions with respect to our business which may conflict with the best interests of the Company or that of minority shareholders. For further information on the interest of our Promoters and Directors of our Company, other than reimbursement of expenses incurred or normal remuneration or benefits, see "***Our Management***", "***Our Promoters and Promoter Group***" and ***"Financial Statements"*** on pages 162, 178 and 189, respectively.

26. We have certain contingent liabilities that have not been provided for in our financial statements, which if they materialise, may adversely affect our financial condition.

Our Company has issued cumulative compulsory convertible preference shares carrying dividend at 0.01% per annum. The cumulative amount of dividend outstanding was ₹ 79,050, ₹ 57,320, ₹ 64,332, ₹ 37,921 and ₹ 13,524, as of December 31, 2020, December 31, 2019, March 31, 2020, March 31, 2019 and March 31, 2018, respectively. For further information on our contingent liabilities, see "***Financial Statements – Note 31: Contingent Liabilities and Commitments***" on page 229. If a significant portion of these liabilities materialize, it could have an adverse effect on our business, financial condition and results of operations. Subsequently, our Board in its meeting dated February 27, 2021, approved the payment of dividend amounting to ₹ 79,050 on the CCPS of our Company held

by KPI LLC before conversion of the same into Equity Shares.

27. Our business is dependent on our manufacturing facilities and we are subject to certain risks in our manufacturing process. Any unscheduled, unplanned or prolonged disruption of our manufacturing operations could materially and adversely affect our business, financial condition and results of operations.

Our business is dependent upon our ability to efficiently manage our manufacturing facilities and the operational risks associated with it, including those beyond our reasonable control. For further information in relation to our manufacturing facilities, see "***Our Business - Manufacturing Facilities***" on page 143. Any unscheduled, unplanned or prolonged disruption of our manufacturing operations, including, power failure, fire and unexpected mechanical failure of equipments, performance below expected levels of output or efficiency, obsolescence, labour disputes, strikes, lock-outs, earthquakes and other natural disasters, industrial accidents, any significant social, political or economic disturbances or infectious disease outbreaks such as the COVID-19 pandemic, could reduce our ability to meet the conditions of our contracts and adversely affect sales and revenues from operations in such period. Disruptions in our manufacturing operations could delay production or require us to temporarily or permanently, cease operations at our manufacturing facilities. For instance, due to the COVID-19 pandemic, operations at certain of our manufacturing facilities were temporarily suspended for a certain period of time. Further, any significant malfunction or breakdown of our machinery may entail significant repair and maintenance costs and cause delays in our operations. In addition, we may be subject to manufacturing disruptions due to contraventions by us of any of the conditions of our regulatory approvals, which may require our manufacturing facilities to cease, or limit, production until the disputes concerning such approvals are resolved. As regulatory approvals are site specific, we may be unable to transfer manufacturing activities to another location immediately. Moreover, some of our products are permitted to be manufactured at only such facilities that have received specific approvals, and any shut down of any such facility, including due to non-renewal of specific approvals, will result in inability to manufacture the relevant products for the duration of such shut down. 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. Further, we may also face protests from local residents at our existing facilities or while setting up new facilities, which may delay or halt our operations.

Certain raw materials that we use as well as our finished goods are corrosive and flammable and require expert handling and storage, failing which we may be exposed to fires or other industrial accidents. While our Company believes that it has necessary controls and processes in place and provides adequate training to employees who handle such products/ operations, any failure of such systems, mishandling of hazardous chemicals or any adverse incident related to the use of these chemicals or otherwise during the manufacturing process or storage of products and certain raw materials, may cause industrial accidents, fire, loss of human life, damage to our and third-party property and, or, environmental damage. If any industrial accident, loss of human life or environmental damage were to occur we could be subject to significant penalties, other actionable claims and, in some instances, criminal prosecution. In addition to adversely affecting our reputation, any such accidents, may result in a loss of property of our Company and/or disruption in our manufacturing operations entirely, which may have a material adverse effect on our results of operations and financial condition.

Similarly, there is no assurance that those of our manufacturing facilities unaffected by an interruption will have the capacity to increase their output to manufacture products for the affected manufacturing facilities, to the extent that all outstanding orders will be filled in a timely manner. In the event of prolonged interruptions in the operations of our manufacturing facilities, we may have to import various supplies and products in order to meet our production requirements, which could affect our profitability.

28. We derive a significant portion of our revenue from certain 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, financial condition and cash flows.

We are dependent on a limited number of customers for a significant portion of our revenues. Revenues generated from sales to our top 10 customers represented 86.65% and 84.01% of our revenue from operations in Fiscal 2020 and in the nine months ended December 31, 2020, respectively. For further information in relation to our customers, see "***Our Business - Customers***" on page 147. While we have developed strong and long-term relationships with certain of our customers, there can be no assurance that our significant customers in the past will continue to place similar orders with us in the future. The loss of one or more of these significant customers or a significant decrease in business from any such key customer, whether due to circumstances specific to such customer or adverse market conditions affecting the chemical industry or the economic environment generally,

such as the COVID-19 pandemic, may materially and adversely affect our business, results of operations and financial condition. Further, one of our agreement provides the customer with the option to purchase similar products from third parties at a lower price, in case we are unable to provide a similar price and that they would not incur liability in this regard, which could result in a reduction in the sale of our products and accordingly, adversely affect our profitability and revenue of operations.

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. 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, financial condition and cash flows.

29. Our operations are dependent on research and development, and our inability to identify and understand evolving industry trends, technological advancements, customer preferences and develop new products to meet our customers' demands may adversely affect our business.

The life sciences related specialty chemicals, comprising agrochemicals, personal care and pharmaceuticals, and other specialty chemicals, comprising specialty pigments and dyes, and polymers additives, are characterised by technological advancements, introduction of innovative products, price fluctuations and intense competition. The laws and regulations applicable to our products, and our customers' product and service needs, change from time to time, and regulatory changes may render our products and technologies non-compliant or obsolete. Our ability to anticipate changes in technology and regulatory standards, understand industry trends and requirements, changes in consumer preferences and to successfully develop and introduce new and enhanced products to create new or address unidentified needs among our current and potential customers in a timely manner, is a significant factor in our ability to remain competitive. This depends on a variety of factors, including meeting development, production, certification and regulatory approval schedules; execution of internal and external performance plans; availability of supplier and internally produced parts and materials; performance of suppliers; hiring and training of qualified personnel; achieving cost and production efficiencies; identification of emerging regulatory and technological trends in our target end markets; validation and performance of innovative technologies; the level of customer interest in new technologies and products; and the costs and customer acceptance of the new or improved products. There can be no assurance that we will be able to secure the necessary technological knowledge through our own R&D or through strategic acquisitions that will allow us to continue to develop our product portfolio or that we will be able to respond to industry trends by developing and offering cost effective products. We may also be required to make significant investments in R&D, which may strain our resources and may not provide results that can be monetized. If we are unable to obtain such knowledge in a timely manner, or at all, we may be unable to effectively implement our strategies, and our business and results of operations may be adversely affected.

Our R&D efforts may not result in new technologies or products being developed on a timely basis or meet the needs of our customers as effectively as competitive offerings. We have invested substantial effort, funds and other resources towards our R&D activities and have set-up a dedicated in-house R&D facility at Sachin, Surat, Gujarat. We have also implemented certain process technologies, such as continuous processes, including flow chemistry and photo chemistry. In Fiscals 2018, 2019 and 2020, and the nine months ended December 31, 2019 and 2020, our capital expenditures, were ₹ 2,556.08 million, ₹ 2,482.65 million, ₹ 1,803.89 million, ₹ 1,658.95 million and ₹ 1,166.07 million, respectively, representing 74.86%, 49.50%, 34.11%, 44.62% and 21.63%, respectively, of our revenue from operations, in such periods. Further, we incurred ₹ 38.54 million, ₹ 23.25 million, ₹ 19.04 million, ₹ 6.41 million and ₹ 10.75 million as expenditure towards our R&D activities in Fiscals 2018, 2019 and 2020, and the nine months ended December 31, 2019 and 2020, respectively. However, our ongoing investments in research and development for new products and processes may result in higher costs without a proportionate increase in revenues. Delays in any part of the process, our inability to obtain necessary regulatory approvals for our products or failure of a product to be successful at any stage could adversely affect our business. Consequently, any failure on our part to successfully introduce new products and processes may have an adverse effect on our business, results of operations and financial condition. In particular, we are in the process of developing a few products for customers by undertaking continuous photo chemistry technology, which is a relatively new technology for the specialty chemicals manufacturing industry and is yet to be applied on a commercial scale. Further, our competitors may develop competing technologies that gain market acceptance before or instead of our products. In addition, we may not be successful in anticipating or reacting to changes in

the regulatory environments in which our products are sold, and the markets for our products may not develop or grow as we anticipate. We are also subject to the risks generally associated with new process technologies and product introductions, including lack of market acceptance, delays in product development and failure of products to operate properly which may lead to increased warranty claims.

30. We are subject to risks arising from interest rate and foreign currency exchange rate fluctuations, which could adversely affect our business, financial condition and results of operations.

Interest rates for borrowings have been volatile in India in recent periods. Our operations are partly funded by debt and increases in interest rate and a consequent increase in the cost of servicing such debt may have an adverse effect on our results of operations and financial condition. Changes in prevailing interest rates affect our interest expense in respect of our borrowings. A portion of our debt facilities carry interest at variable rates. Although we engage in interest rate hedging transactions or may exercise any right available to us under our financing arrangements to terminate the existing debt financing arrangement on the respective reset dates and enter into new financing arrangements, there can be no assurance that we will be able to do so on commercially reasonable terms or that these agreements, if entered into, will protect us adequately against interest rate risks. Further, if such arrangements do not protect us adequately against interest rate risks, they would result in higher costs. In addition, we may experience foreign exchange losses and gains in respect of transactions denominated in foreign currencies. While we selectively enter into hedging transactions to minimize our foreign currency exchange risks, there can be no assurance that such measures will enable us to manage our foreign currency risks. As of December 31, 2020, our aggregate outstanding foreign exchange forward contracts, and interest rate and currency swaps amounted to ₹ 2,149.82 million. Also, see "-***Exchange rate fluctuations may adversely affect our results of operations as our sales from exports and a significant portion of our expenditures are denominated in foreign currencies.***" on page 44.

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

We usually do not enter into long-term supply contracts with any of our raw material suppliers. The terms and conditions on warranties for product quality and return policy are set forth in the purchase orders. Pricing and production volumes are negotiated for each purchase order. There are no contractual commitments other than those set forth in the purchase orders. The purchase price of our raw materials generally follows market prices. The absence of long-term contracts at fixed prices exposes us to volatility in the prices of raw materials that we require and we may be unable to pass these costs onto our customers, which may reduce our profit margins. Further, the purchase prices for our customers are pre-determined either annually or for the duration of the agreement and accordingly, any subsequent variation in the price of the raw materials may not be passed onto our customers. In addition, our raw materials include para chloro phenol and meta dichloro benzene, the prices of which have been volatile in the past (*Source: F&S Report*). We are also required to purchase raw materials from providers nominated by certain of our customers, who are also allowed to review the terms of our arrangements with such raw materials providers. Some of our raw materials also include derivatives of crude oil, such as benzene and toluene. The price of such raw materials is linked to a formula based on the international prices of such raw material and the variations are typically passed on to the customer.

In Fiscals 2018, 2019 and 2020 and in the nine months ended December 31, 2019 and 2020, the cost of materials consumed represented 57.18%, 50.87%, 55.90%, 55.42% and 58.22%, respectively, of our revenue from operations in the same periods. Our imported raw materials as a percentage of our total raw materials purchases was 26.01%, 25.95%, 22.44% and 34.70% in Fiscals 2018, 2019 and 2020, and the nine months ended December 31, 2020, respectively. Further, imported raw materials from China as a percentage of total raw materials purchases was 11.83%, 17.10% and 12.17% in Fiscals 2018, 2019 and 2020, respectively. The price and availability of such raw materials depend on several factors beyond our control, including overall economic conditions, foreign exchange rate, production levels, market demand and competition for such materials, production and transportation cost, duties and taxes and trade and regulatory restrictions. Raw materials, including packaging materials, are subject to supply disruptions and price volatility caused by various factors such as commodity market fluctuations, the quality and availability of raw materials, currency fluctuations, consumer demand, changes in government policies and regulatory sanctions.

Our competitiveness, costs and profitability depend, in part, on our ability to source and maintain a stable and sufficient supply of raw materials, such as, phenol and benzene derivatives, bromine, difluorochloromethane, pyrazole, various chloro and fluoro intermediates, solvents, chloro-alkalies and metal catalysts, at acceptable

prices. For further information, see "***Our Business – Procurement and Raw Materials***" on page 145. We depend on third-party vendors and suppliers for the purchase of raw materials. We have historically sourced raw materials from multiple vendors in India, China and Japan and continue to diversify our procurement base. Although we have not faced significant disruptions in the procurement of raw materials in the past, the COVID-19 pandemic temporarily affected our ability to source raw materials from vendors China, who were unable to transport raw materials to us. In particular, purchase of raw materials from our suppliers in China, may be hampered due to *inter alia* supply chain issues, change in government policies (including anti-dumping measures) and international geo-political situations or any other circumstances which are beyond our reasonable control. The occurrence of any such event may adversely affect our business, results of operations and financial condition.

While there have been no material disputes with suppliers in the past three financial years that have had an impact on the business operations and financials of our Company, we cannot assure you that we will be able to continue to obtain adequate supplies of our raw materials, in a timely manner, in the future. Any such reductions or interruptions in the supply of raw materials or equipment, and any inability on our part to find alternate sources for the procurement of such raw materials or equipment, may have an adverse effect on our ability to manufacture our products in a timely or cost-effective manner and we may be in breach of our contractual obligations.

32. We derive a significant portion of our revenues from operations from a limited number of markets and any adverse developments in these markets could adversely affect our business.

We have historically derived a significant portion of our revenues from operations from a limited number of markets, namely, Europe, Japan and India. Revenue from Europe, Japan and India accounted for 35.97%, 5.83% and 31.95%, respectively, in Fiscal 2020, and 31.43%, 15.32% and 38.66%, respectively, in the nine months ended December 31, 2020.

The following table sets forth our revenue from operations from the different markets in which we operate and revenues as a percentage of total revenue from operations in the periods indicated:

Region	Fiscal 2018		Fiscal 2019		Fiscal 2020		Nine months ended December 31, 2020	
	Revenue from Operations	Percentage of Total Revenue from Operations	Revenue from Operations	Percentage of Total Revenue from Operations	Revenue from Operations	Percentage of Total Revenue from Operations	Revenue from Operations	Percentage of Total Revenue from Operations
	(₹ million)	(%)	(₹ million)	(%)	(₹ million)	(%)	(₹ million)	(%)
Europe	1,466.68	42.96%	1,847.37	36.84%	1,902.17	35.97%	1,694.63	31.43%
Japan	34.70	1.02%	355.44	7.09%	308.15	5.83%	826.02	15.32%
USA	27.39	0.80%	71.55	1.43%	194.90	3.69%	53.49	0.99%
Singapore	412.91	12.09%	609.54	12.15%	911.35	17.23%	561.88	10.42%
India	1,377.62	**40.35%**	2,004.39	**39.97%**	1,689.58	**31.95%**	2,084.69	38.66%
Rest of world	94.95	**2.78%**	126.68	**2.53%**	282.65	**5.34%**	171.48	3.18%
Total	**3,414.26**	**100.00%**	**5,014.97**	**100.00%**	**5,288.80**	**100.00%**	**5,392.20**	**100.00%**

For further information on revenues from the various geographies where we export our products, see "***Our Business – Exports***" on page 147.

Our revenues from these markets may decline as a result of increased competition, regulatory action, pricing pressures, fluctuations in the demand for or supply of our products or services, or the outbreak of an infectious disease such as COVID-19. Our failure to effectively react to these situations or to successfully introduce new products or services in these markets could adversely affect our business, prospects, results of operations and financial condition. Further, our international operations are subject to risks that are specific to each country and region in which we operate, as well as risks associated with international operations, in general. These risks include complying with changes in foreign laws, regulations and policies, including restrictions on trade, import and export license requirements, and tariffs and taxes, intellectual property enforcement issues and changes in foreign trade and investment policies.

33. The specialty chemicals industry is capital intensive, and we may need to seek additional financing in the future to support our growth strategies. Any failure to raise additional financing could have an adverse effect on our business, results of operations, financial condition and cash flows.

The specialty chemicals industry is capital intensive. We require a substantial amount of capital and will continue to incur significant expenditure in maintaining and growing our existing infrastructure, purchase equipment and develop and implement new technologies in our new and existing manufacturing facilities. In Fiscals 2018, 2019 and 2020, and the nine months ended December 31, 2019 and 2020, our capital expenditures, were ₹ 2,556.08 million, ₹ 2,482.65 million, ₹ 1,803.89 million, ₹ 1,658.95 million and ₹ 1,166.07 million, respectively, representing 74.86%, 49.50%, 34.11%, 44.62% and 21.63%, respectively, of our revenue from operations, in such periods. For further information, see "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Capital Expenditures***" on page 278. We cannot assure you that we will have sufficient capital resources for our current operations or any future expansion plans that we may have. If our internally generated capital resources and available credit facilities are insufficient to finance our capital expenditure and growth plans, we may, in the future, have to seek additional financing from third parties, including banks, venture capital funds, joint-venture partners and other strategic investors. 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 and the effect of events such as the COVID-19 pandemic, 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. If we decide to meet our capital requirements through debt financing, we may be subject to certain restrictive covenants. If we are unable to obtain such financing in a timely manner, at a reasonable cost and on acceptable terms or at all, we may be forced to delay our expansion plans, downsize or abandon such plans, which may materially and adversely affect our business, financial condition and results of operations, as well as our future prospects.

34. We are subject to strict quality requirements, regular inspections and audits, and the success and wide acceptability of our products is largely dependent upon our quality controls and standards. Any failure to comply with quality standards may adversely affect our business prospects and financial performance, including cancellation of existing and future orders which may expose us to warranty claims.

All our products and manufacturing processes are subject to stringent quality standards and specifications as specified by our customers in terms of the various contractual arrangements entered into with them. While we believe we undertake the necessary measures and engage internal and external experts to ensure that our facilities comply with the applicable standards as imposed by our customers, any failure on our part to maintain the applicable standards and manufacture products according to prescribed specifications, may lead to loss of reputation and goodwill of our Company, cancellation of the order and even lead to loss of customers. Additionally, it could expose us to monetary liability and/ or litigation. Further, a significant part of our revenue is derived from custom synthesis and manufacturing of specialty chemicals for multinational companies. The agreements with our customers for custom synthesis and manufacturing require us to strictly adhere to the know-how and technical specifications mentioned therein. Failure to adhere to the know-how and technical specifications mentioned in our agreements may lead to cancellation of existing and future orders or expose us to indemnity and/or warranty claims. Majority of our key customers have also audited and approved our facilities and manufacturing processes in the past, and may undertake similar audits periodically in the future. In addition, certain agreements also require us to retain certain samples of our products supplied to the customers for a specific period of time in order for them to conduct quality checks and inspections. Any such occurrence on account of errors and omission could result in damage to our reputation and loss of customers, which could adversely affect our business, operations, our cash flows and financial condition. Failure to meet quality and standards of our products and processes can have serious consequences including rejection of the product, which will require us to incur additional cost, which will not be borne by the customer, to replace the rejected product, and loss of customer which could have adverse effect on our reputation, business and our financial condition. This may result in our customers cancelling present or future purchases of our products.

Our business also requires obtaining and maintaining quality certifications and accreditations from independent certification entities. Our Jhagadia Unit – IV is ISO 45001:2018 certified for occupational health and safety management system, while our Sachin Unit – 1, Sachin Unit – 2 and Sachin Unit – 3 have received ISO 9001: 2015 quality management systems certification. For further information, see "***Our Business - Quality Control, Testing and Certifications***" on page 148. Such specifications and standards of quality is an important factor in the success and wide acceptability of our products. If we fail to comply with applicable quality standards or if the relevant accreditation institute or agency declines to certify our products, or if we are otherwise unable to obtain such quality accreditations in the future, within time or at all, our business prospects and financial performance will be materially and adversely affected.

The quality of our products is critical to the success of our business, and quality depends on the effectiveness of our quality control system, which, in turn, depends on a number of factors, including the design of our system,

our quality control training program, and the implementation and application of our quality control policies and guidelines. Any significant failure or deterioration of our quality control system could result in defective or substandard products, which, in turn, may result in delays in the delivery of our products and the need to replace defective or substandard products. As a result, our reputation, business, results of operations and financial condition could be materially and adversely affected.

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

We develop, manufacture and market a diverse range of specialty chemicals, which are primarily used as raw materials for a variety of end user applications. If our customers' products cause, or are perceived to cause, severe side effects to their end-users, we may face a number of consequences, including, a severe decrease in the demand for, and sales of, the relevant products; the recall or withdrawal of the relevant products; withdrawal or cancellation of regulatory approvals for the relevant production facility; damage to our reputation and brand name; and exposure to lawsuits and regulatory investigation relating to the relevant products that result in liabilities, fines or sanctions. As a result of these consequences, our reputation, revenues and profitability may be adversely affected.

36. Our manufacturing facilities are concentrated in a single region and the inability to operate and grow our business in this particular region may have an adverse effect on our business, financial condition, results of operations, cash flows and future business prospects.

Our manufacturing facilities are located at Sachin, Surat, Gujarat and Jhagadia, Bharuch, Gujarat. Any materially adverse social, political or economic development, natural calamities, civil disruptions, or changes in the policies of the state government or state or local governments in this region could adversely affect manufacturing operations, and require a modification of our business strategy, or require us to incur significant capital expenditure or suspend our operations. Any such adverse development affecting continuing operations at our manufacturing facilities could result in significant loss due to an inability to meet customer contracts and production schedules, which could materially affect our business reputation within the industry. The occurrence of, or our inability to effectively respond to, any such events or effectively manage the competition in the region, could have an adverse effect on our business, results of operations, financial condition, cash flows and future business prospects.

37. Increasing use of alternative pest management and crop protection measures such as bio technology products, pest resistant seeds or genetically modified crops may reduce demand for our products and adversely affect our business and results of operations.

Alternative pest management and crop protection measures, such as, biotechnology products, pest resistant seeds or genetically modified crops may reduce the demand of our agrochemicals products. In particular, genetically modified crops are crops whose DNA has been altered to provide them with certain desirable characteristics. The characteristics are usually targeted at higher yields, lower sensitivity to weather conditions, and resistance to common pests. In particular, significant research is being carried out to develop and commercialize seed traits that carry resistance to many of the pests, such as insects and fungi, for which farmers currently use crop protection products. Successful commercialization of such traits may result in lower demand for certain of our products. Conversely, there have been instances of species of weeds and insects evolving to have resistance to agrochemicals products designed to control or eradicate them. Such resistance may result in reduced demand for the affected product, which may not be offset by increased sales of alternative products. If we fail to adapt our product range to respond to such developments, demand for our products or their price may decline and adversely affect our business and results of operations.

38. We are dependent on third party transportation providers for the supply of raw materials and delivery of our products.

As a manufacturing business, our success depends on the smooth supply and transportation of the various raw materials required for our manufacturing facilities and of our products from our manufacturing facilities to our customers, or intermediate delivery points such as ports, both of which are subject to various uncertainties and risks. We transport our raw materials and our finished products by road and sea. Our suppliers undertake the delivery of our raw materials and we rely on third party logistic companies and freight forwarders to deliver our products. We do not have formal contractual relationships with such logistic companies and freight forwarders.

Transportation strikes may also have an adverse effect on supplies and deliveries to and from our customers and suppliers. In addition, raw materials and products maybe lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of raw materials and products which may also affect our business and results of operation negatively. A failure to maintain a continuous supply of raw materials or to deliver our products to our customers in an efficient and reliable manner could have a material and adverse effect on our business, financial condition and results of operations. Any recompense received from insurers or third party transportation providers may be insufficient to cover the cost of any delays and will not repair damage to our relationships with our affected customers. We may also be affected by an increase in fuel costs, as it will have a corresponding impact on freight charges levied by our third party transportation providers. This could require us to expend considerable resources in addressing our distribution requirements, including by way of absorbing these excess freight charges to maintain our selling price, which could adversely affect our results of operations, or passing these charges on to our customers, which could adversely affect demand for our products.

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

We have material exposure to foreign exchange related risks since a significant portion of our revenue from operations are in foreign currency, including the US Dollar. In Fiscals 2018, 2019 and 2020, and the nine months ended December 31, 2020, sales from exports accounted for 59.65%, 60.03%, 68.05% and 61.38%, respectively, of our total revenue from operations in such periods. Similarly, a significant portion of our expenses, including cost of imported raw material as well as certain of our capital expenditure on equipment imported, are denominated in currencies other than Indian Rupees. In Fiscals 2018, 2019 and 2020, and the nine months ended December 31, 2020, expenses in foreign currency accounted for 20.03%, 17.83%, 17.40% and 24.11%, respectively, of our total expenses in such periods. Any appreciation or depreciation of the Indian Rupee against these currencies can impact our results of operations. We may from time to time be required to make provisions for foreign exchange differences in accordance with accounting standards.

We may experience foreign exchange losses and gains in respect of transactions denominated in foreign currencies. While we selectively enter into hedging transactions to minimize our foreign currency exchange risks, there can be no assurance that such measures will enable us to manage our foreign currency risks. Certain markets in which we sell our products may be subject to foreign exchange repatriation and exchange control risks, which may result in either delayed recovery or even non-realization of revenue. In addition, the policies of the RBI may also change from time to time, which may limit our ability to effectively hedge our foreign currency exposures and may have an adverse effect on our results of operations and cash flows.

40. We operate in a hazardous industry and are subject to certain business and operational risks consequent to our operations, such as, the manufacture, usage and storage of various hazardous substances.

Our manufacturing processes involve manufacturing, storage and transportation of various hazardous and flammable substances. Accordingly, while we believe we have invested in engineering and safety infrastructure, provided adequate training to our employees and engaged external and internal experts, we may still be subject to operating risks associated with handling of such hazardous materials such as possibility for leakages and ruptures from containers, explosions, and the discharge or release of toxic or hazardous substances, which in turn may cause industrial accidents, fire, personal injury, loss of human life, damage to our and third-party property damage and environmental contamination. While there have been no work related accidents in the past three years, in the event of occurrence of any such accidents, our business operations may be interrupted. Any of these occurrences may result in the shutdown of one or more of our manufacturing facilities and expose us to civil or criminal liability, including significant penalties, which could have an adverse effect on our results of operations and financial condition. Moreover, certain environmental laws imposes strict liability for accident/damages resulting from hazardous substances and any failure to comply with such laws may lead to penalties, fines and imprisonment.

In addition, our operations are subject to various risks and hazards associated with the manufacturing of our products, which may adversely affect our profitability, including natural calamities, breakdown of operations, loss or shutting down of our manufacturing facilities, failure or substandard performance of equipment, third party liability claims, litigation filed by unsatisfied customers for non-receipt of committed supplies, labour disturbances or strikes due to wage demands, employee frauds and infrastructure failures. Further, our results of operations may fluctuate in the future due to a number of factors, many of which are beyond our control, such as, economic downturn or stagnant economies in India and global markets; any adverse change in international and

domestic prices for our raw materials; adverse changes in purchasing practices of our customers; adverse fluctuations in the exchange rate of the rupee versus major international currencies, including the US dollar; statutory and/ or regulatory requirements; and competition from global and Indian manufacturing companies, including new entrants in the market.

41. We are required to obtain, renew or maintain statutory and regulatory permits, licenses and approvals to operate our business and our manufacturing facilities, and any delay or inability in obtaining, renewing or maintaining such permits, licenses and approvals could result in an adverse effect on our results of operations. We are also required to be in compliance with various laws that are applicable to us and any non-compliance may have a material adverse effect on our business, financial condition or results of operation.

Our operations are subject to extensive government regulation and we are required to obtain and maintain a number of statutory and regulatory permits and approvals under central, state and local government rules in the geographies in which we operate, generally for carrying out our business and for our manufacturing facilities. For details of approvals relating to our business and operations, see "***Government and Other Approvals***" on page 286.

Several of these approvals are granted for a limited duration. Some of these approvals have expired and we have either made or are in the process of making an application for obtaining the approval for its renewal. For details of pending approvals, see "***Government and Other Approvals***" on page 286. Further, while we have applied for some of these approvals, we cannot assure you that such approvals will be issued or granted to us in a timely manner, or at all. If we do not receive such approvals or are not able to renew the approvals in a timely manner, our business and operations may be adversely affected.

The approvals required by us are subject to numerous conditions and we cannot assure you that these would not be suspended or revoked in the event of non-compliance or alleged noncompliance with any terms or conditions thereof, or pursuant to any regulatory action. 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. In addition, these registrations, approvals or licenses are liable to be cancelled or the manufacture or sale of products may be restricted. In case any of these registrations, approvals or licenses are cancelled, or its use is restricted, then it could adversely affect our results of operations or growth prospects.

Further, we are required to be in compliance with various laws that are applicable to us. We have had instances of certain non-compliances in the past in relation to Companies Act, for instance, non- appointment of company secretary for a certain period and non-compliance with certain corporate governance requirements in relation to composition of our statutory committees. While our Company is in compliance with all corporate governance requirements as on the date of this Red Herring Prospectus, there can be no assurance that such non-compliances will not recur and that the relevant authorities or the RoC will not take cognizance of our non-compliance and impose penalties on us. Further, in the ordinary course of our business, there have been certain instances of delayed filings with ROC with the payment of additional fees. While no legal proceedings or regulatory action has been initiated against our Company in relation to the aforementioned non-compliances, we cannot assure you that no legal proceedings or regulatory actions will be initiated against us in the future in relation to these non-compliances or enquiries made, which may have an adverse impact on our business, financial condition and reputation.

42. Any adverse changes in regulations governing our business, products and the products of our customers, may adversely impact our business, prospects and results of operations.

Government regulations and policies of India as well as the countries to which we export our products can affect the demand for, expenses related to and availability of our products. For details of certain sector specific regulations and policies of India, see "***Key Regulations and Policies in India***" on page 152. We have incurred and expect to continue incurring costs for compliance with such laws and regulations. Any changes in government regulations and policies, such as the withdrawal of or changes in tax benefits, incentives and subsidies or anti-dumping duties levied by India or other countries, could adversely affect our business and results of operations. Further, regulatory requirements with respect to our products and the products of our customers are subject to change. For instance, the Government of India proposed to ban 27 pesticides, including acephate, atrazine, benfuracarb, butachlor, captan, in India for the import, manufacture, sale, transport, distribution and usage on account of their hazardous nature with the potential to cause severe health problems including hormonal changes, carcinogenic, neurotoxic, reproductive and development health effect as well as environmental impacts (*Source: F&S Report*). An adverse change in the regulations governing the development of our products and their usage

by our customers, including the development of licensing requirements and technical standards and specifications or the imposition of onerous requirements, may have an adverse impact on our operations. Our Company may be required to alter our manufacturing and/or distribution process and target markets and incur capital expenditure to achieve compliance with such new regulatory requirements applicable to us and our customers. We cannot assure you that we will be able to comply with the regulatory requirements. If we fail to comply with new statutory or regulatory requirements, there could be a delay in the submission or grant of approval for manufacturing and marketing new products or we may be required to withdraw existing products from the market. 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 and/or we may be deemed to be in breach of our arrangements with our customers. Consequently, there is an inherent 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, which may adversely impact our business, results of operations and financial condition.

43. The demand of our products in foreign countries is subject to international market conditions and regulatory risks that could adversely affect our business and results of operations.

A significant portion of our revenue is generated from the sale of exports across Europe, Japan and United States. In Fiscal 2020 and the nine months ended December 31, 2020, revenue from operations from exports accounted for 68.05% and 61.38%, respectively, of our total revenue from operations in such periods. For further information on revenues from the various geographies where we export our products, see "***Our Business – Exports***" on page 147. Therefore, any developments in the global specialty chemical industry or the industries in which our customers operate could have an impact on our sales from exports. From time to time, tariffs, quotas and other tariff and non-tariff trade barriers may be imposed on our products in jurisdictions in which we operate or seek to sell our products. There can be no assurance that the European Community and the United States, among others, where we seek to sell our products will not impose trade restrictions on us in future. We may also be prohibited from exporting to certain restricted countries that may be added to a sanctions list maintained by the Government of India or other foreign governments, such as the Specially Designated Nationals and Blocked Persons list maintained by the Office of Foreign Assets Control of the US Department of Treasury in the United States. Any such imposition of trade barriers may have an adverse effect on our results of operations and financial condition.

44. A significant proportion of our revenues are derived from our life science related specialty chemicals segment and any reduction in the demand for such life sciences products could have an adverse effect on our business, results of operations and financial condition.

We derive majority of our revenues from the sale of life sciences related specialty chemicals which comprise agrochemicals, personal care and pharmaceuticals. In Fiscals 2018, 2019 and 2020, and in the nine months ended December 31, 2020, life sciences related specialty chemicals segment accounted for 92.60%, 93.26%, 95.37% and 93.75% of our revenue from operations, respectively. Accordingly, our revenues are dependent on the end user industries that use our products as an input. However, our revenue from the sale of life sciences related specialty chemicals may decline as a result of, amongst other, (i) seasonality of demand for our customers' products, which may cause our manufacturing capacities to be underutilized during specific periods; (ii) our customers' failure to successfully market their products or to compete effectively; (iii) loss of market share, which may lead our customers to reduce or discontinue the purchase of our products; (iv) economic conditions of the markets in which our customers operate; (v) increased competition; (vi) outbreak of infectious disease, such as COVID-19, (vii) pricing pressures; and (viii) regulatory action, which could have an adverse effect on our business and sales to our customers would decline substantially. There can be no assurance that the lack of demand from any one segment can be off-set by sales to other segments in which our products find application. Accordingly, any significant downturn in the life science related specialty chemicals could have a significant impact on our financial condition and our growth prospects.

45. 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.

All of our existing manufacturing facilities are located in Gujarat. The success of any capacity expansion and expected return on investment on capital expenditure is subject to, among other factors, the ability to procure requisite regulatory approvals in a timely manner; recruit and ensure satisfactory performance of personnel to

further grow our business; and the ability to absorb additional infrastructure costs and develop new expertise. The product requirements of, and procurement practice followed by, our customers also affect our capacity utilization. In recent times, we have made significant investments for the expansion of our manufacturing capacities and are continuing to undertake additional investments to increase our existing capacity. In case of oversupply in the industry or lack of demand we may not be able to utilise our expanded capacity efficiently. Our aggregate capacity utilization was 86.45%, 75.38%, 59.59% and 74.65% in Fiscals 2018, 2019 and 2020 and in the nine months ended December 31, 2020, respectively. For further information, see "***Our Business - Capacity and Capacity Utilization***" on page 144. Under-utilization of our manufacturing capacities over extended periods, or significant under-utilization in the short term, or an inability to fully realize the benefits of our recently implemented capacity expansion, could materially and adversely impact our business, growth prospects and future financial performance.

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

46. An inability to effectively manage our growth and expansion may have a material adverse effect on our business prospects and future financial performance.

We have experienced stable growth over the past three years. Our total revenue have increased at a CAGR of 24.29% from ₹ 3,491.82 million in Fiscal 2018 to ₹ 5,393.87 million in Fiscal 2020, and was ₹ 3,744.92 million and ₹ 5,631.61 million in the nine months ended December 31, 2019 and 2020, respectively. However, there can be no assurance that our growth strategy will be successful or that we will be able to continue to expand further, or at the same rate.

The success of our business will depend greatly on our ability to effectively implement our business and growth strategy. Our growth strategies, include, developing innovative process and value engineering, expanding business by capitalizing on industry opportunities and organic and inorganic growth, diversifying our product portfolio and expanding chemical expertise, and focusing on cost efficiency and improving productivity. For further information, see "***Our Business – Strategies***" on page 137. Our ability to achieve our growth strategies will be subject to a range of factors, including our ability to identify trends and demands in the industry, develop innovative products and technologies, compete with existing companies in our markets, consistently exercise effective quality control, hire and train qualified personnel and undertake complex chemistries. Many of these factors are beyond our control and there is no assurance that we will succeed in implementing our strategy. We may face increased risks when we enter new markets in India and internationally, and may find it more difficult to hire, train and retain qualified employees in new regions. In addition, we may have difficulty in finding reliable suppliers with adequate supplies of raw materials meeting our quality standards.

Our business growth could strain our managerial, operational and financial resources. Our ability to manage future growth will depend on our ability to continue to implement and improve operational, financial and management information systems on a timely basis and to expand, train, motivate and manage our workforce. There can be no assurance that our personnel, systems, procedures and controls will be adequate to support our future growth. Failure to effectively manage our expansion may lead to increased costs and reduced profitability and may adversely affect our growth prospects. Our inability to manage our business and implement our growth strategy could have a material adverse effect on our business, financial condition and profitability.

47. Our agrochemicals related business is subject to climatic conditions and is cyclical in nature. Seasonal variations and unfavourable local and global weather patterns may have an adverse effect on our business, results of operations and financial condition. Further, any change in Government policies towards the

agriculture sector or a reduction in subsidies and incentives provided to farmers could adversely affect our agrochemicals business and result of operations.

Our agrochemicals related business is sensitive to weather conditions such as drought, floods, cyclones and natural disasters, as well as events such as pest infestations. There is growing concern that carbon dioxide and other greenhouse gases in the atmosphere may have an adverse impact on global temperatures, weather patterns and the frequency and severity of extreme weather and natural disasters. Our revenue from sale of products used by the agrochemicals industry is significantly affected by weather conditions in the agricultural regions in which our products are used. The most important determinant of our sales of such products is the volume of crops planted. Adverse conditions early in the season, especially drought conditions, can result in significantly lower than normal plantings of crops and therefore lower demand for crop protection products. This can result in our sales in a particular region varying substantially from year to year. Weather conditions can also result in earlier or later plantings and affect the levels of pest infestations, which may affect both the timing and volume of our sales or the product mix. In addition, sales of agrochemical products in India are typically seasonal due to the monsoon.

The agro revenue (revenue from the crop protection segment) out of the total revenue from life science related specialty chemicals for the below mentioned periods is as follows:

Crop protection segment	Fiscal 2018	Fiscal 2019	Fiscal 2020	Nine Months ended December 31, 2020
Total revenue (in ₹ million)	2,059.67	3,311.49	3,629.04	3,631.21
Percentage of revenue from crop protection segment out of the total revenue from life science related specialty chemicals (in %)	65.14%	70.80%	71.95%	71.83%

Further, the any changes in the regulations and policies in the end-use sectors of our products can also adversely impact our results of operations. For example, any changes in government policies relating to the agriculture sector such as the reduction of government expenditure towards agriculture, the withdrawal of or changes in incentives and subsidies provided to farmers, export restrictions on crops, adverse changes in commodity prices or minimum support prices could affect the ability of farmers to spend on agrochemical products, which in turn could adversely affect our business and results of operations.

48. The continuing impact of the COVID-19 pandemic on our business and operations is uncertain and it may be significant and continue to have an adverse effect on our business, operations and our future financial performance.

In late 2019, COVID-19 emerged and by March 11, 2020 was declared a global pandemic by the World Health Organization. The COVID-19 pandemic has had, and may continue to have, repercussions across local, national and global economies and financial markets. In particular, a number of governments and organizations have revised GDP growth forecasts for 2020 downwards in response to the economic slowdown caused by the spread of COVID-19, and it is possible that the COVID-19 pandemic will cause a prolonged global economic crisis or recession.

The global impact of the COVID-19 pandemic has been rapidly evolving and public health officials and governmental authorities have reacted by taking measures, including in the regions in which we operate, such as prohibiting people from assembling in heavily populated areas, instituting quarantines, restricting travel, issuing lockdown orders and restricting the types of businesses that may continue to operate, 'stay-at-home' orders, and enforcing remote working regulations. These measures have led to a significant decline in economic activities. No prediction can be made of when any of the restrictions currently in place will be relaxed or when further restrictions will be announced. Although some governments are beginning to ease or lift such restrictions, the impacts from the severe disruptions caused by the effective shutdown of large segments of the global economy remain unknown.

On March 14, 2020, India declared COVID-19 as a 'notified disaster' and imposed a nationwide lockdown announced on March 24, 2020. Subsequently, progressive relaxations have been granted for movement of goods and people and cautious re-opening of businesses and offices. However, since our life science related specialty chemicals operations were determined to be operating in an essential industry, we were allowed to resume operations in a phased manner and by April 15, 2020 all of our facilities restarted operations, subject to certain adjustments in working patterns and limited workforce. The COVID-19 pandemic resulted in some disruptions in

the supply of raw materials from our domestic and international suppliers during the months of March, April and May 2020.

The scale of the pandemic and the speed at which the local and global community has been impacted, our quarterly and annual revenue growth rates and expenses as a percentage of our revenues, particularly, in Fiscal 2021, may differ significantly from our historical rates, and our future operating results may fall below expectations. The impact of the pandemic on our business, operations and future financial performance include, but are not limited to the following:

- result in a complete or partial closure of, or disruptions or restrictions on our ability to conduct, our manufacturing operations and R&D activities, resulting from government action;
- our inability to source key raw materials as a result of the temporary or permanent closure of the facilities of suppliers of our key raw materials;
- a significant percentage of our workforce being unable to work, including because of travel or government restrictions in connection with COVID-19, including stay at home order, which could result in a slowdown in our operations;
- our strategic projects/ proposed products becoming delayed or postponed indefinitely;
- impact our ability to travel, pursue partnerships and other business transactions and delay shipments of our products;
- delays in orders or delivery of orders, which will negatively impact our cash conversion cycle and ability to convert our backlog into cash;
- inability to collect full or partial payments from customers due to deterioration in customer liquidity, including customer bankruptcies or payments to suppliers due to delay in collections or liquidity issue;
- our inability to access debt and equity capital on acceptable terms, or at all;
- impact our compliance with the covenants in our credit facilities and other financing agreements and could result in events of default and the acceleration of indebtedness;
- uncertainty as to what conditions must be satisfied before government authorities completely lift lockdown orders; and
- the potential negative impact on the health of our employees, particularly if a significant number of them are afflicted by COVID-19, could result in a deterioration in our ability to ensure business continuity during this disruption.

Any resulting financial impact due to the above cannot be reasonably estimated at this time. While there has been no material adverse impact on account of COVID-19 on our Company's liquidity/ solvency position, including our ability to service debt, non-fulfilment of the obligations of any existing contracts/ agreements by any party on account of COVID-19 and our Company's receivables, the extent to which the COVID-19 impacts our business and results will depend on future developments, which are highly uncertain and cannot be predicted, such as new information which may emerge concerning the severity of the coronavirus and the actions taken globally to contain the coronavirus or treat its impact, among others. In addition, we cannot predict the impact that the COVID-19 pandemic will have on our customers, suppliers and other business partners, and each of their financial conditions; however, any material effect on these parties could adversely impact us. As a result of these uncertainties, the impact may vary significantly from that estimated by our management from time to time, and any action to contain or mitigate such impact, whether government-mandated or opted by us, may not have the anticipated effect or may fail to achieve its intended purpose altogether. Existing insurance coverage may not provide protection for all costs that may arise from all such possible events.

As of the date of this Red Herring Prospectus, there is significant uncertainty relating to the severity of long-term adverse impact of the COVID-19 pandemic on the global economy, global financial markets and the Indian economy, and we are unable to accurately predict the long-term impact of the COVID-19 pandemic on our business. To the extent that the COVID-19 pandemic adversely affects our business and operations, it may also have the effect of heightening many of the other risks described in this "*Risk Factors*" section.

49. Our commercial success depends on the success of our customer's products with end consumers. Any decline in the demand for our customer's products would adversely impact the demand for our products.

Our products are used by our customers as raw materials in the production of, amongst others, insecticides, anti-bacterial and ultra violet protection products, and pharmaceutical products. For further information, see "***Our Business – Our Businesses***" on page 139. Our commercial success also depends to a large extent on the success of our customers' products with end consumers. The success of the end products manufactured by our customers

depends on our customers' ability to identify early on, and correctly assess consumer market preferences. We cannot assure you that our customers will correctly assess consumer preferences in a timely manner or that demand for goods in which our products are used will not decline. If the demand for the products in which our products are used declines, it could have a material adverse effect on our business, financial condition and results of operation

50. Our inability to accurately forecast demand or price for our products and manage our inventory may adversely affect our business, results of operations and financial condition.

Our business depends on our estimate of the demand for our products from customers. As is typical in the specialty chemicals industry, we maintain a reasonable level of inventory of raw materials, work in progress and finished goods. For further information, see "***Our Business – Inventory Management***" on page 146. However, 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 and price for our products and accordingly, plan our production volumes, any error in our forecast could result in a reduction in our profit margins and surplus stock, which may result in additional storage cost and such surplus stock may not be sold in a timely manner, or at all. If we overestimate demand, we may incur costs to build capacity or purchased more raw materials and manufacture more products than required. 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 ability to maintain as well as expand our international operations is dependent on us providing our products at prices competitive with international as well as local manufacturers. Further, a majority of our business involves having robust supply networks in place. To that extent, if any of our competitors is able to garner a better and more cost efficient supply network, they may be able to provide their products at competitive prices as compared to us. Our inability to price our products at the applicable prices in the international markets, may affect the demand for our products and consequently have a material adverse effect on our results of operations and financial condition.

51. We have in the past not incurred the entire of expenditure that we were required to incur under the Companies Act 2013 towards corporate social responsibility.

Companies meeting certain financial thresholds are also required to constitute a committee of the board of directors for corporate social responsibility activities and ensure that at least 2% of the average profit/(loss) before tax of the company during three immediately preceding financial years are utilized for corporate social responsibility activities. We have not incurred the entire amount of expenditure that we were required to incur under the Companies Act 2013, towards corporate social responsibility for the last three fiscals and for the nine months ended December 31, 2020 and December 31, 2019. Penalties for instances of non-compliance have been prescribed under the Companies Act 2013, which may result in *inter alia*, our Company, Directors and Key Managerial Personnel being subject to such penalties and formal actions under the Companies Act 2013. We cannot assure you that we will be able to expend the entire amount required to be spent towards corporate social responsibility in the future or that no regulatory actions will be initiated against us in the future in relation to such non-expenditure, which may have an adverse impact on our business, financial condition and reputation. For details, see "***Restated Financial Statements***" on page 189.

52. Our growth strategy includes augmenting our organic growth by pursuing selective acquisitions and strategic alliances that provide us access to better infrastructure, industry knowledge, technology expertise and geographical reach and allow us to expand our product offerings and customer base. If we are unable to successfully identify and integrate acquisitions, our growth strategy, business, financial condition, results of operations and prospects may be adversely affected.

We may rely on inorganic growth as a key part of our growth strategy, particularly by pursuing selective acquisitions and strategic alliances that provide us access to better infrastructure, industry knowledge, technology expertise and geographical reach and allow us to expand our product offerings and customer base. We may evaluate opportunities for alliances, collaborations, partnerships, investments and acquisitions that meet our strategic and financial return criteria, and to expand our portfolio of product. We may face several risks in relation to entering into strategic alliances and acquisitions in the future, including, but not limited to, the following:

- we may be unable to identify suitable acquisition or investment or strategic alliance targets;

- we may be unable to arrange for adequate financing on commercially reasonable terms or to negotiate commercially reasonable terms for such acquisitions or investments, or we may incur higher than anticipated costs in relation to proposed strategic transactions;
- our due diligence processes may fail to identify all the risks, liabilities and challenges in relation to proposed strategic transactions;
- we may not be able to achieve the strategic purpose of our proposed acquisitions, investments, alliances, collaborations or partnerships;
- we may face difficulties in integrating acquired entities' accounting, management information, human resources and other administrative systems with our own;
- our management may be distracted or strained by the challenges posed by strategic transactions, or related transition and integration activities;
- we may fail to maintain the quality and consistency or sustain compliance and due performance of contractual obligations by our business partners or acquisition targets;
- our relationships with our current and new employees, distributors, dealers, customers and business partners may be strained or impaired, as a result of our inability to successfully integrate an acquisition target; and
- we may inherit claims or liabilities, as a result of a strategic acquisition, including claims from erstwhile employees, distributors, dealers, customers, business partners or other third parties.

Accordingly, we cannot assure you that our future alliances, collaborations, partnerships, investments or acquisitions will prove value accretive to us. In the event that any of the risks discussed above, or any other incidental risks should materialize, our business, financial condition, results of operations and prospects may be adversely affected.

53. We may be subject to product liability claims that could harm our business, financial condition and results of operations.

We are exposed to risks associated with product liability claims if the use of our products results in personal injury. The products that we produce are subject to risks such as contamination, adulteration and product tampering during their production, transportation or storage. 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 our products are extensively researched before being commercialized, there is no certainty of their long-term effects on soil or water supplies and any adverse effects caused by such products could adversely affect our business and reputation. We may also be subject to claims resulting from manufacturing defects or negligence in storage or handling, which may lead to the deterioration of our products, or from defects arising from deterioration in our quality controls. Further, 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. Product liability claims, regardless of their merits or the ultimate success of the defense against them, are expensive. Even unsuccessful product liability claims would likely require us to incur substantial amounts on litigation, divert our management's time, adversely affect our goodwill and impair the marketability of our products. Although we have obtained product liability coverage and there have been no significant product liability and warranty claims in the past three years, if any product liability claim sustained against exceeds the policy limits, it could harm our business and financial condition.

54. An inability to maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability.

Our operations are subject to various risks inherent in the speciality chemical manufacturing industry including defects, malfunctions and failures of manufacturing equipment, fire, riots, strikes, explosions, loss-in-transit for our products, accidents and natural disasters. Our insurance may not be adequate to completely cover any or all of our risks and liabilities. Further, there is no assurance that the insurance premiums payable by us will be commercially viable or justifiable. In addition, certain of our agreements with customers also provide for us to obtain insurance policy which covers the replacement value for any damaged raw material. While there have been no instances in the past three financial years where claims have exceeded the insurance coverage obtained by our Company, we cannot assure you that, in the future, 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 cover for property, plant and equipment as of December 31, 2020 was ₹ 11,378.50 million, while our

gross block of property, plant and equipment was ₹ 11,262.19 million as of December 31, 2020. Consequently, our insurance cover as a percentage of gross block of property, plant and equipment was 101.03%, as of December 31, 2020. Our inability to maintain adequate insurance cover in connection with our business could adversely affect our operations and profitability. To the extent that we suffer loss or damage as a result of events for which we are not insured, or for which we did not obtain or maintain insurance, or which is not covered by insurance, 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, financial performance and cash flows could be adversely affected. For further information on our insurance arrangements, see "***Our Business – Insurance***" on page 149.

55. Our operations are labour intensive and our manufacturing operations may be materially adversely affected by strikes, work stoppages or increased wage demands by our employees or those of our suppliers.

Our operations are labour intensive and we are dependent on a large labour force for our manufacturing operations. As of December 31, 2020, we had 1,291 permanent employees. The success of our operations depends on availability of labour and maintaining good relationship with our workforce. Shortage of skilled/ unskilled personnel or work stoppages caused by disagreements with employees could have an adverse effect on our business and results of operations. While we have not experienced any major prolonged disruption in our business operations due to disputes or other problems with our work force in the past, there can be no assurance that we will not experience any such disruption in the future. Such disruptions may adversely affect our business and results of operations and may also divert the management's attention and result in increased costs.

Further, we engage independent contractors through whom we engage contract labour for performance of certain functions at our manufacturing units as well as at our offices. Although we do not engage these labourers directly, we are responsible for any wage payments to be made to such labourers in the event of default by such independent contractors. Any requirement to fund their wage requirements may have an adverse impact on our results of operations and our financial condition.

India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. We are also subject to laws and regulations governing relationships with employees, in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and terminating of employees and work permits.

56. Our ability to access capital at attractive costs depends on our credit ratings. Non-availability of credit ratings or a poor rating may restrict our access to capital and thereby adversely affect our business and results of operations.

The cost and availability of capital, among other factors, depend on our credit rating. Our long term and short term bank loan facilities' credit rating by CRISIL have improved from BBB+/Stable and A2, respectively, to A-/Stable and A2+, respectively, in the past three years. Our credit rating reflects, amongst other things, the rating agency's opinion of our financial strength, operating performance, strategic position, and ability to meet our obligations. Our inability to obtain such credit rating in a timely manner or any non-availability of credit ratings, or poor ratings, or any downgrade in our ratings may increase borrowing costs and constrain our access to capital and lending markets and, as a result, could adversely affect our business and results of operations. In addition, non-availability of credit ratings could increase the possibility of additional terms and conditions being added to any new or replacement financing arrangements.

57. A shortage or non-availability of essential utilities such as electricity and water could affect our manufacturing operations and have an adverse effect on our business, results of operations and financial condition.

Our business operations are heavily dependent on continuous and supply of electricity and water which are critical to our manufacturing operations. While our power requirements are met through local state power grid through interstate open access, we cannot assure you that these will sufficient and, or, that we will not face a shortage of electricity despite these arrangements. Further, while water is procured from Gujarat Industrial Development Corporation, any shortage or non-availability of water or electricity could result in temporary shut-down of a part, or all, of our operations at the location experiencing such shortage. Such shut-downs could, particularly if they are for prolonged periods, have an adverse effect our business, results of operations and financial condition. Moreover, if we are required to operate for extended periods of time on diesel-generator sets or if we are required

to source water from third parties, our cost of operations would be higher during such period which could have an adverse impact on our profitability.

58. After the completion of the Issue, our Promoters along with the Promoter Group will continue to collectively hold substantial shareholding in our Company.

As on the date of this Red Herring Prospectus, our Promoters and members of the Promoter Group held 75.80% of the share capital of our Company, for details of their shareholding pre and post Issue, see "***Capital Structure***" on page 81. After the completion of the Issue, our Promoters along with the Promoter Group will continue to collectively hold substantial shareholding in our Company. Upon listing of the Equity Shares on recognized stock exchanges, pursuant to the SSHA and the amendments thereto and the Articles of Association, certain of our Promoters (as defined in the SSHA) (the relevant "**Group**") shall have a right to nominate one Director each, to the Board, as long as such Group holds 15% of the issued and paid-up equity share capital of our Company, on a fully diluted basis. Further, the directors appointed by the Groups may also be appointed on any committee constituted by the Board and on the board of the subsidiaries of our Company. Such nomination right shall be subject to ratification by the shareholders of the Company by way of a special resolution post the listing of the Equity Shares on recognised stock exchanges. For further details in relation to the SSHA, see *"**History and Certain Corporate Matters - Other Material Agreements**"* on page 159.

Our Promoters will continue to exercise significant influence over our business policies and affairs and all matters requiring Shareholders' approval, including the composition of our Board, the adoption of amendments to our certificate of incorporation, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditures. This concentration of ownership also may delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of these stockholders. Further, some of our lenders require that our Promoters provide personal guarantees in order to secure debt availed by us. We cannot assure that our Promoters will be amenable to provide such security in future. The interests of the Promoters as our controlling shareholder could conflict with our interests or the interests of its other shareholders. We cannot assure you that the Promoters will act to resolve any conflicts of interest in our favour and any such conflict may adversely affect our ability to execute our business strategy or to operate our business. For further details in relation to the interests of our Promoters in the Company, please see *"**Our Promoters and Promoter Group**", "**Our Management**" and "**Financial Statements**"* on pages 178, 162 and 189, respectively.

59. 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. These assumptions and estimates include the standard capacity calculation practice of specialty chemicals industry after examining the reactor capacities and other ancillary equipment installed at the facilities, the period during which the manufacturing facilities operated in a year/ period, expected operations, availability of raw materials, expected utilization levels, downtime resulting from scheduled maintenance activities, unscheduled breakdowns, as well as expected operational efficiencies. For further information, see "***Our Business - Capacity and Capacity Utilization***" on page 144. Further, the requirements of our customers are not restricted to one type of product and therefore variations in demand for certain types of products also requires us to make certain changes in our manufacturing processes thereby affecting our production schedules. We often increase capacity to meet the anticipated demand of our customers or significantly reduce production of certain products depending on potential orders. Certain products require lesser process time whereas certain products require more process time in the same manufacturing set-out that we have installed. Accordingly, actual production levels and rates may differ significantly from the installed capacity information of our facilities or historical installed capacity information of our facilities depending on the product type. Further, the installed capacity, capacity utilisation and other related information may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to capacity information that may be computed and presented by other specialty chemical companies. Undue reliance should therefore not be placed on our historical installed capacity information for our existing facilities included in this Red Herring Prospectus.

60. Industry information included in this Red Herring Prospectus has been derived from an industry report commissioned by us for such purpose. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.

We have availed the services of an independent third party research agency, Frost and Sullivan, to prepare an industry report titled "*Independent Market Report on Crop Protection, Pharmaceuticals and Custom Synthesis*" dated December 14, 2020, for purposes of inclusion of such information in this Red Herring Prospectus. Our Company had appointed Frost and Sullivan on September 23, 2020 to prepare this report. Further, this report is a paid report. This report is subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from this industry report. Although we believe that the data may be considered to be reliable, the accuracy, completeness and underlying assumptions are not guaranteed and dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us, or the BRLMs or any of our or its respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Red Herring Prospectus.

61. Grants of stock options under our employee stock option plans may result in a charge to our statement of profit and loss account and, to that extent, adversely affect our business, financial condition, results of operations and prospects.

We have issued and propose to continue to issue stock options under the ESOP Scheme. Under Ind AS, the grant of employee stock options results in a charge to our Company's statement of profit and loss account equal to the difference between the fair value of our Equity Shares determined at the date of grant and the exercise price (which will amortize over the vesting period of these stock options). For further information on the employee stock option schemes of our Company, see "***Capital Structure – Employee Stock Option Scheme***" on page 90.

Further, we may continue to introduce such employee stock option schemes in the future, where we issue options to our employees at substantial discount to the market price of the Equity Shares, which may have a material adverse impact on our results of operations and financial condition. The holders of our Equity Shares may experience dilution of their shareholding to the extent that we issue any Equity Shares pursuant to any options issued under our employee stock option schemes.

62. We currently avail benefits under certain export promotion schemes and are entitled to certain incentives. Any change in these benefits and incentives applicable to us or a delay in disbursement of benefits under such schemes may affect our results of operations.

We currently avail benefits under certain export promotion schemes as the Merchandise Exports from India Scheme under the Foreign Trade Policy of India and Excise Duty Drawback, which allow us duty free import of certain inputs used for manufacturing and availing excise duty drawbacks. In Fiscals 2018, 2019 and 2020, and the nine months ended December 31, 2019 and 2020, excise duty drawback income were ₹ 20.67 million, ₹ 28.82 million, ₹ 41.72 million, ₹ 32.68 million and ₹ 34.21 million, respectively, while export benefit (incentive) were ₹ 32.27 million, ₹ 79.97 million, ₹ 70.42 million, ₹ 50.25 million and ₹ 51.09 million, respectively, in the same periods. Any reduction or withdrawal of benefits or our inability to meet any of the conditions prescribed under any of the schemes would adversely affect our business, results of operations and financial condition. Further, the benefits/ incentives under such industrial schemes are available to us for a fixed period subject to compliance with various terms and conditions and such incentive are not subject to renewal. However, there can be no assurance that we will continue to enjoy these benefits in the future or will be able to obtain timely disbursement of such benefits.

63. We have, in the past, acquired land from an entity in which our Directors, Mr. Anand S Desai and Mr. Milan Thakkar are interested.

Our Company acquired leasehold rights over plot no. 905/1 GIDC Estate, Jhagadia, Bharuch, Gujarat, from Atharva Exochem Private Limited, one of our Group Companies and Promoter Group member. Our Directors, Mr. Anand S Desai and Mr. Milan Thakkar are interested in Atharva Exochem Private Limited as it shareholders.

While we believe this transaction was conducted on an arm's length basis, we cannot assure you that we could not have obtained more favourable terms had such a transaction been entered into with unrelated parties. We also cannot assure you that in the future, we will not be acquiring land from entities in which our Promoters and Directors are interested. For further details, see "***Our Management – Interest of Directors – Interest in Land and Property***" on page 168.

64. Our customers may engage in certain transactions in or with countries or persons that are subject to U.S. and other sanctions.

U.S. law generally prohibits U.S. persons from directly or indirectly investing or otherwise doing business in or with certain countries that are the subject of comprehensive sanctions and with certain persons or businesses that have been specially designated by the OFAC or other U.S. government agencies. Other governments and international or regional organizations also administer similar economic sanctions. We provide services to our customers, who may be doing business with, or located in, countries to which certain OFAC-administered and other sanctions apply, such as Iran. Although we believe we have compliance systems in place that are sufficient to block prohibited transactions, there can be no assurance that we will be able to fully monitor all of our transactions for any potential violation. Although we do not believe that we are in violation of any applicable sanctions, if it were determined that transactions in which we participate violate U.S. or other sanctions, we could be subject to U.S. or other penalties, and our reputation and future business prospects in the United States or with U.S. persons, or in other jurisdictions, could be adversely affected. We rely on our staff to be up-to-date and aware of the latest sanctions in place. Further, investors in the Equity Shares could incur reputational or other risks as the result of our customers' dealings in or with countries or with persons that are the subject of U.S. sanctions.

EXTERNAL RISK FACTORS

Risks Relating to India

65. Political, economic or other factors that are beyond our control may have an adverse effect on our business and results of operations.

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located elsewhere, including India. Adverse economic developments, such as rising fiscal or trade deficit, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of our Equity Shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our products may be adversely affected by an economic downturn in domestic, regional and global economies. Economic growth in the countries in which we operate is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production. Consequently, any future slowdown in the Indian economy could harm our business, results of operations and financial condition. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

66. Natural disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business.

Natural disasters (such as typhoons, flooding and earthquakes), epidemics, pandemics such as COVID-19, acts of war, terrorist attacks and other events, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn materially and adversely affect our business, financial condition and results of operations. Our operations may be adversely affected by fires, natural disasters and/or severe

weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations. Any terrorist attacks or civil unrest as well as other adverse social, economic and political events in India or countries to who we export our products could have a negative effect on us. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares. A number of countries in Asia, including India, as well as countries in other parts of the world, are susceptible to contagious diseases and, for example, have had confirmed cases of diseases such as the highly pathogenic H7N9, H5N1 and H1N1 strains of influenza in birds and swine and more recently, the COVID-19 virus. A worsening of the current outbreak of COVID-19 pandemic or future outbreaks of COVID-19 virus or a similar contagious disease could adversely affect the Indian economy and economic activity in the region. As a result, any present or future outbreak of a contagious disease could have a material adverse effect on our business and the trading price of the Equity Shares.

67. Adverse geopolitical conditions such as increased tensions between India and China, could adversely affect our business, results of operations and financial condition.

Adverse geopolitical conditions such as increased tensions between India and China resulting in any military conflict in the region could adversely affect our business and operations. Such events may lead to countries imposing restrictions on the import or export of products or raw materials, among others, and affect our ability to procure raw materials required for our manufacturing operations. We could also be affected by the introduction of import tariffs in India, or in the countries to which we export our products, or changes in trade agreements between countries.

68. A downgrade in ratings of India, may affect the trading price of the Equity Shares.

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. India's sovereign rating decreased from Baa2 with a "negative" outlook to Baa3 with a "negative" outlook by Moody's and from BBB with a "stable" outlook to BBB with a "negative" outlook (Fitch) in June 2020; and from BBB "stable" to BBB "negative" by DBRS in May 2020. India's sovereign ratings from S&P is BBB-with a "stable" outlook. Any further adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing. A downgrading of India's credit ratings may occur, for example, upon a change of government tax or fiscal policy, which are outside our control. This could have an adverse effect on our ability to fund our growth on favorable terms and consequently adversely affect our business and financial performance and the price of the Equity Shares.

69. Financial instability in other countries may cause increased volatility in Indian financial markets.

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Financial turmoil in Asia, Russia and elsewhere in the world in recent years has adversely affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. Financial disruptions could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows. Further, economic developments globally can have a significant impact on our principal markets. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy. Following the United Kingdom's exit from the European Union ("**Brexit**"), there remains significant uncertainty around the impact of Brexit on the general economic conditions in the United Kingdom and the European Union and any consequential impact on global financial markets.

In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term effect of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. Any significant financial disruption could have a material adverse effect on our business, financial condition and results of operation. These developments, or the perception that any of them could occur,

have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets? and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have a material adverse effect on our business, financial condition and results of operations and reduce the price of the Equity Shares.

70. If there is any change in laws or regulations, including taxation laws, or their interpretation, such changes may significantly affect our financial statements

Any change in Indian tax laws could have an effect on our operations. For instance, the Taxation Laws (Amendment) Ordinance, 2019, a new tax ordinance issued by India's Ministry of Finance on September 20, 2019, prescribes certain changes to the income tax rate applicable to companies in India. According to this new ordinance, companies can henceforth voluntarily opt in favor of a concessional tax regime (subject to no other special benefits/exemptions being claimed), which would ultimately reduce the effective tax rate for Indian companies from 34.94% to approximately 25.17%. While we have not opted for the concessional regime and continue to be subject to other benefits and exemptions, any such future amendments may affect our other benefits such as exemption for income earned by way of dividend from investments in other domestic companies and units of mutual funds, exemption for interest received in respect of tax free bonds, and long-term capital gains on equity shares if withdrawn by the statute in the future, and the same may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability.

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

Further, a draft of the Personal Data Protection Bill, 2019 has been introduced before the Lok Sabha on December 11, 2019, which is currently being referred to a joint parliamentary committee by the Parliament. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

In addition, we are subject to tax related inquiries and claims. We may be particularly affected by claims from tax authorities on account of income tax assessment, service tax and GST that combines taxes and levies by the central and state governments into one unified rate of interest with effect from July 1, 2017.

For instance, the Finance Act, 2019 stipulates any sale, transfer and issue of securities through exchanges, depositories or otherwise to be charged with stamp duty. The Finance Act, 2019 has also clarified that 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, the Government of India has announced the union budget for Fiscal 2021, pursuant to which the Finance Act, effective from July 1, 2020, has introduced various amendments. As such, there is no certainty on the impact that the Finance Act, 2020 may have on our business and operations or on the industry in which we operate. In addition, unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to,

or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

We cannot predict whether any new tax laws or regulations impacting our services will be enacted, what the nature and impact of the specific terms of any such laws or regulations will be or whether, if at all, any laws or regulations would have an adverse effect on our business.

71. If inflation were to rise in India, we might not be able to increase the prices of our services at a proportional rate in order to pass costs on to our clients thereby reducing our margins.

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of transportation, wages, raw materials and other expenses relevant to our business.

High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our clients, whether entirely or in part, and may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or increase the price of our products to pass the increase in costs on to our clients. In such case, our business, results of operations, cash flows and financial condition may be adversely affected.

Further, the Government of India has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

72. Rights of shareholders under Indian laws 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 including in relation to class actions, 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.

73. A third party could be prevented from acquiring control of us post this Issue, because of anti-takeover provisions under Indian law.

As a listed Indian entity, there are provisions in Indian law that may delay, deter or prevent a future takeover or 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 subsequent to completion of the Issue. 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 our shareholders, such a takeover may not be attempted or consummated because of Takeover Regulations.

74. Investors may not be able to enforce a judgment of a foreign court against us.

Our Company is a company incorporated under the laws of India. A majority of our Company's Directors and officers are residents of India and a substantial portion of our assets and such persons are located in India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce judgments obtained against such parties outside India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if that court was of the view that the amount of damages awarded was excessive or inconsistent with public policy, or if judgments are in breach or contrary to Indian law. In addition, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to execute such a judgment or to repatriate outside India any amounts recovered.

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Code of Civil Procedure, 1908. India has reciprocal recognition and enforcement of judgments in civil and commercial

matters with only a limited number of jurisdictions, such as the United Kingdom, Singapore and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements established in the Indian Code of Civil Procedure, 1908. The CPC only permits the enforcement and execution of monetary decrees in the reciprocating jurisdiction, 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, including the United States, 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 directly enforceable in India. The party in whose favour a final foreign judgment in a non-reciprocating territory is rendered may bring a fresh suit in a competent court in India based on the final judgment within three years of obtaining such final judgment. However, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought
n India or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with the public policy in India.

Risks Relating to the Equity Shares and this Issue

75. The trading volume and market price of the Equity Shares may be volatile following the Issue.

The market price of the Equity Shares may fluctuate as a result of, among other things, the following factors, some of which are beyond our control:

- quarterly variations in our results of operations;
- results of operations that vary from the expectations of securities analysts and investors;
- results of operations that vary from those of our competitors;
- changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;
- a change in research analysts' recommendations;
- announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations or capital commitments;
- announcements by third parties or governmental entities of significant claims or proceedings against us;
- new laws and governmental regulations applicable to our industry;
- additions or departures of key management personnel;
- changes in exchange rates;
- fluctuations in stock market prices and volume; and
- general economic and stock market conditions.

Changes in relation to any of the factors listed above could adversely affect the price of the Equity Shares.

76. 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 Book Running Lead Manager through the Book Building Process. This price will be based on numerous factors, as described under "***Basis for Issue Price***" on page 101 and may not be indicative of the market price for the Equity Shares after the Issue. The market price of the Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to resell their Equity Shares at or above the Issue Price.

77. The Equity Shares have never been publicly traded and the Issue may not result in an active or liquid market for the Equity Shares. Further, the price of the Equity Shares may be volatile, and the investors may be unable to resell the Equity Shares at or above the Issue Price, or at all.

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on the stock exchanges may not develop or be sustained after the Issue. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations

in our operating results, market conditions specific to the industry we operate in, developments relating to India and volatility in the Stock Exchanges and securities markets elsewhere in the world.

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares held as investments in an Indian company are generally taxable in India. Any capital gain realised on the sale of listed equity shares on a Stock Exchange held for more than 12 months immediately preceding the date of transfer will be subject to long term capital gains in India at the specified rates depending on certain factors, such as whether the sale is undertaken on or off the Stock Exchanges, the quantum of gains and any available treaty relief. Accordingly, you may be subject to payment of long term capital gains tax in India, in addition to payment of Securities Transaction Tax ("**STT**"), on the sale of any Equity Shares held for more than 12 months immediately preceding the date of transfer. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any capital gains realised on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident and the seller is entitled to avail benefits thereunder. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

Similarly, any business income realised from the transfer of Equity Shares held as trading assets is taxable at the applicable tax rates subject to any treaty relief, if applicable, to a non-resident seller. Additionally, in terms of the Finance Act, 2018, which has been notified on March 29, 2018 with effect from April 1, 2018, the tax payable by an assessee on the capital gains arising from transfer of long term capital asset (introduced as section 112A of the Income-Tax Act, 1961) shall be calculated on such long-term capital gains at the rate of 10%, where the long-term capital gains exceed ₹100,000, subject to certain exceptions in case of a resident individuals and HUF.

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

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

80. Any future issuance of Equity Shares, or convertible securities or other equity linked instruments by us may dilute your shareholding and sale of Equity Shares by the Promoters may adversely affect the trading price of the Equity Shares.

We may be required to finance our growth through future equity offerings. Any future equity issuances by us, including a primary offering of Equity Shares, convertible securities or securities linked to Equity Shares including through exercise of employee stock options, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by the Promoters may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares. There can be no assurance that we will not issue Equity Shares, convertible securities or securities linked to Equity Shares or that our Shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

81. 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 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 pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior regulatory approval will be 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 investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all. For further information, see "***Restrictions on Foreign Ownership of Indian Securities***" on page 326.

82. Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition.

Our Restated Financial Statements for Fiscal 2018, 2019 and 2020, and for the nine months ended December 31, 2019 and 2020, have been prepared and presented in conformity with Ind AS. Ind AS differs in certain significant respects from Indian GAAP, 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 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. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Red Herring Prospectus should be limited accordingly.

83. Qualified Institutional Buyers 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 the submission of their Bid, and Retail Individual Investors are not permitted to withdraw their Bids after closure of the Bid/ Issue Closing Date.

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors can revise their Bids during the Bid/ Issue Period and withdraw their Bids until the Bid/ Issue Closing Date. While we are required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed, including Allotment, within six Working Days from the Bid/ Issue Closing Date or such other period as may be prescribed by the SEBI, events affecting the investors' 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 operations, cash flows or financial condition may arise between the date of submission of the Bid and Allotment. We may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the Investors' ability to sell the Equity Shares Allotted pursuant to the Issue or cause the trading price of the Equity Shares to decline on listing.

84. Investors may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby may suffer future dilution of their ownership position.

Under the Companies Act, a company having share capital and incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution by holders of three-fourths of the equity shares voting on such resolution.

However, if the law of the jurisdiction the investors are in, does not permit them to exercise their pre-emptive rights without our Company filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless our Company makes such

a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor's benefit. The value such custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emptive rights granted in respect of the Equity Shares held by them, their proportional interest in our Company would be reduced.

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

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

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

86. Compliance with provisions of Foreign Account Tax Compliance Act may affect payments on the Equity Shares.

The U.S. "Foreign Account Tax Compliance Act" (or "**FATCA**") imposes a new reporting regime and potentially, imposes a 30% withholding tax on certain "foreign passthru payments" made by certain non-U.S. financial institutions (including intermediaries).

If payments on the Equity Shares are made by such non-U.S. financial institutions (including intermediaries), this withholding may be imposed on such payments if made to any non-U.S. financial institution (including an intermediary) that is not otherwise exempt from FATCA or other holders who do not provide sufficient identifying information to the payer, to the extent such payments are considered "foreign passthru payments". Under current guidance, the term "foreign passthru payment" is not defined and it is therefore not clear whether and to what extent payments on the Equity Shares would be considered "foreign passthru payments". The United States has entered into intergovernmental agreements with many jurisdictions (including India) that modify the FATCA withholding regime described above. It is not yet clear how the intergovernmental agreements between the United States and these jurisdictions will address "foreign passthru payments" and whether such agreements will require us or other financial institutions to withhold or report on payments on the Equity Shares to the extent they are treated as "foreign passthru payments". Prospective investors should consult their tax advisors regarding the consequences of FATCA, or any intergovernmental agreement or non-U.S. legislation implementing FATCA, to their investment in Equity Shares.

87. U.S. holders should consider the impact of the passive foreign investment company rules in connection with an investment in our Equity Shares.

A foreign corporation will be treated as a passive foreign investment company ("**PFIC**") for U.S. federal income tax purposes for any taxable year in which either: (i) at least 75% of its gross income is "passive income" or (ii) at least 50% of its gross assets during the taxable year (based on of the quarterly values of the assets during a taxable year) are "passive assets," which generally means that they produce passive income or are held for the production of passive income.

Our Company believes it was not a PFIC for fiscal year ended March 31, 2020, and does not expect to be a PFIC for the current year or any future years. However, no assurance can be given that our Company will or will not be considered a PFIC in the current or future years. The determination of whether or not our Company is a PFIC is a factual determination that is made annually after the end of each taxable year, and there can be no assurance that our Company will not be considered a PFIC in the current taxable year or any future taxable year because, among other reasons, (i) the composition of our Company's income and assets will vary over time, and (ii) the manner of the application of relevant rules is uncertain in several respects. Further, our Company's PFIC status may depend on the market price of its Equity Shares, which may fluctuate considerably.

SECTION III – INTRODUCTION

THE ISSUE

The following table summarizes details of the Issue:

Issue[(1)]	Up to [●] Equity Shares aggregating up to ₹ 7,600.00 million
The Issue consists of:	
Net Issue	Up to [●] Equity Shares aggregating up to ₹ [●] million
Employee Reservation Portion[(2)]	Up to 220,000 Equity Shares aggregating up to ₹ [●] million
The Net Issue consists of:	
A. QIB Category[(3)]	Not more than [●] Equity Shares
Of which:	
Anchor Investor Portion[(4)]	Up to [●] Equity Shares
Balance available for allocation to QIBs other than the Anchor Investor Portion (assuming the Anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares
Of which:	
Available for allocation to Mutual Funds only (5% of the QIB Category (excluding Anchor Investor Portion))	[●] Equity Shares
Balance of QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares
B. Non-Institutional Category	Not less than [●] Equity Shares
C. Retail Category	Not less than [●] Equity Shares
Pre and post-Issue Equity Shares	
Equity Shares outstanding prior to the Issue	86,206,896 Equity Shares
Equity Shares outstanding after the Issue	[●] Equity Shares
Utilisation of Net Proceeds	See "***Objects of the Issue***" on page 94 for information about the use of the Net Proceeds.

(1) The Issue has been authorized by our Board pursuant to its resolution dated November 30, 2020, and by the Shareholders pursuant to a special resolution dated December 4, 2020.

*(2) In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation proportionately to all Eligible Employees who have Bid in excess of ₹ 200,000, subject to the maximum value of allocation made to such Eligible Employee not exceeding ₹500,000.00. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation up to ₹ 500,000), shall be added to the Net Issue. Our Company in consultation with the BRLMs, may offer a discount of up to [●]% of the Issue Price to Eligible Employees bidding in the Employee Reservation Portion which shall be announced two Working Days prior to the Bid/Issue Opening Date. For further details, see "**Issue Procedure**" and "**Issue Structure**" on pages 311 and 307 respectively.*

(3) In the event aggregate demand in the QIB Category has been met, under-subscription, if any, in any category, except the QIB Category, would be met with spill-over from any other category or categories, as applicable, at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange.

*(4) Our Company 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. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors, which price shall be determined by the Company in consultation with the BRLMs. In the event of under subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added back to the QIB Category. For further details, see "**Issue Procedure**" and "**Issue Structure**" on pages 311 and 307 respectively.*

Pursuant to Rule 19(2)(b) of the SCRR, the Issue is being made for at least [●]% of the post-Issue paid-up Equity Share capital of our Company. Allocation in all categories, except the Anchor Investor Portion if any, and the Retail Category, shall be made on a proportionate basis, subject to valid Bids being received at or above the Issue Price. For more information, see "***Issue Procedure***" on page 311

SUMMARY FINANCIAL STATEMENTS

*The summary financial statements presented below should be read in conjunction with "**Financial Statements**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on pages 189 and 248, respectively.*

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ANUPAM RASAYAN INDIA LTD.

Restated Consolidated Summary of Statement of Assets and Liabilities

Amount in millions

Particulars	As at 31-12-2020	As at 31-12-2019	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018 (Profoma)
I. ASSETS:					
Non-Current Assets					
Property, Plant and Equipment	9,726.43	6,956.30	9,252.68	6,676.64	3,672.76
Rights-of-Use Assets	379.78	-	392.82	-	-
Capital Work-in-Progress	1,152.48	2,857.19	1,009.47	1,906.16	2,560.99
Intangible Assets	117.66	129.73	127.93	132.29	149.45
Financial Assets					
Investments	0.22	4.00	4.00	4.00	26.10
Loans and Advances	-	-	-	-	-
Other Financial Assets	62.18	36.01	29.83	38.12	35.22
Other Non-Current Assets	322.12	458.24	308.61	233.20	120.19
Subtotal	**11,760.86**	**10,441.47**	**11,125.35**	**8,990.40**	**6,564.70**
Current assets					
Inventories	4,212.92	2,821.89	2,970.43	1,953.71	1,725.19
Financial Assets					
Trade Receivables	1,414.20	1,060.72	1,294.94	1,205.93	883.92
Cash & Cash Equivalents	697.49	97.49	200.19	18.47	73.99
Other Bank Balance	82.82	45.57	68.12	52.16	16.82
Loans	287.97	242.26	251.67	213.93	163.83
Other Financial Assets	204.25	77.34	158.66	150.73	51.16
Other Current Assets	531.64	623.16	571.32	639.69	532.47
Subtotal	**7,431.29**	**4,968.43**	**5,515.33**	**4,234.63**	**3,447.39**
TOTAL ASSETS	**19,192.15**	**15,409.90**	**16,640.68**	**13,225.03**	**10,012.09**
II. EQUITY AND LIABILITIES:					
Equity					
Equity Share Capital	862.07	500.00	500.00	500.00	500.00
Other Equity	7,383.11	5,335.22	5,437.23	4,571.07	4,076.37
Total Equity	**8,245.18**	**5,835.22**	**5,937.23**	**5,071.07**	**4,576.37**
Non-Current Liabilities					
Financial Liabilities					
Borrowings	5,162.06	4,904.69	5,242.35	4,623.02	2,678.17
Other Financial Liabilities	332.44	-	329.61	-	-
Deferred Tax Liabilities (Net)	259.10	160.74	191.70	136.89	101.76
	5,753.60	**5,065.43**	**5,763.66**	**4,759.91**	**2,779.93**
Current Liabilities					
Financial Liabilities					
Borrowings	1,869.41	1,928.39	2,371.12	1,544.10	1,229.77
Trade Payables:					
Due to Micro and Small Enterprises	-	-	-	2.24	0.19
Due to other than Micro and Small Enterprises	1,367.54	1,405.23	1,301.51	735.78	620.66
Current maturities of long term borrowings	1,388.28	494.58	566.72	530.37	441.03
Other Financial Liabilities	71.45	29.94	96.60	15.50	7.98
Provisions	50.08	26.68	7.91	25.22	35.25
Other Current Liabilities	364.57	586.32	528.72	530.80	305.88
Current Tax Liabilities (Net)	82.05	38.11	67.22	10.03	15.03
Total liabilities	**5,193.38**	**4,509.25**	**4,939.79**	**3,394.05**	**2,655.80**
TOTAL EQUITY AND LIABILITIES	**19,192.15**	**15,409.90**	**16,640.68**	**13,225.03**	**10,012.09**

ANUPAM RASAYAN INDIA LTD.

Restated Consolidated Summary of Statement of Profits and Losses

Amount in millions except earning per share

Particulars	For 31 December, 2020	For 31 December, 2019	2019-20	2018-19	2017-18 (Profoma)
INCOME:					
Revenue from Operations (a)	5,392.20	3,718.07	5,288.80	5,014.97	3,414.26
Other Income (b)	239.42	26.85	105.07	194.64	77.56
Total Revenue (a)+(b)	**5,631.61**	**3,744.92**	**5,393.87**	**5,209.61**	**3,491.82**
EXPENSES:					
Cost of Materials Consumed	3,139.43	2,060.39	2,956.37	2,551.02	1,952.43
Purchase of Stock in Trade	-	6.20	5.18	83.81	62.10
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	(962.85)	(636.62)	(856.22)	(63.99)	(479.35)
Employee Benefits Expenses	204.01	152.27	209.54	185.93	159.18
Finance Costs	496.25	321.26	453.20	243.54	139.58
Depreciation, Amortization and Impairment Expenses	383.16	174.17	287.12	225.28	175.74
Other Expenses	1,703.99	1,115.64	1,624.96	1,326.85	984.49
Total Expenses	**4,963.99**	**3,193.30**	**4,680.16**	**4,552.44**	**2,994.16**
Profit Before Tax	**667.62**	**551.62**	**713.71**	**657.17**	**497.66**
Tax Expenses					
Current tax	119.21	99.73	129.16	119.95	82.44
Deferred tax	67.40	23.85	54.80	35.13	11.78
Short Provision of Tax Expenses of earlier year(s)	0.06	-	-	-	0.01
Profit for the Year	**480.94**	**428.05**	**529.75**	**502.09**	**403.41**
Share of net Profit/(Loss) of associates	(0.01)	-	-	(9.61)	9.66
Profit after tax and share of profit of associates	**480.93**	**428.05**	**529.75**	**492.48**	**413.07**
Other Comprehensive Income					
A Items that will not be reclassified to Profit or Loss :					
Gain/(loss) on remeasurements of the defined benefits plan	(17.50)	(1.78)	6.20	(0.54)	(14.73)
Income tax (expenses)/income on remeasurements of the defined benefits plan	3.06	0.31	(1.08)	0.10	2.40
	(14.44)	**(1.47)**	**5.12**	**(0.44)**	**(12.33)**
B Items that may be reclassified to Profit or Loss :					
Effective portion of gain/(loss) on hedging instruments in a cash flow hedge	5.09	(19.50)	(27.11)	0.92	-
Income tax (expenses)/income on effective portion of gain/(loss) on hedging instruments in a cash flow hedge	(0.89)	3.41	4.74	(0.17)	-
	4.20	**(16.10)**	**(22.38)**	**0.75**	**-**
Other Comprehensive Income for the Year (Net of Tax)	**(10.24)**	**(17.57)**	**(17.26)**	**0.31**	**(12.33)**
Total Comprehensive Income for the Year	**470.69**	**410.48**	**512.49**	**492.79**	**400.74**
Earning per equity shares					
Basic Earnings per Equity Share (Rs.)	6.03	5.67	6.94	6.60	6.59
Diluted Earnings per Equity Share (Rs.)	6.03	5.67	6.94	6.60	6.59
Face value per Equity Share (Rs.)	10.00	10.00	10.00	10.00	10.00
The accompanying notes are an integral part of the Restated Consolidated Financial Statements					

ANUPAM RASAYAN INDIA LTD.

Restated Consolidated Summary Statement of Cash Flows

PARTICULARS	For the period ended 31-12-2020	For the period ended 31-12-2019	For the year ended 31-03-2020	For the year ended 31-03-2019	For the year ended 31-03-2018 (Profoma)
A. Cash flow from operating activities:					
Net profit/(loss) before tax and extraordinary items:	**667.62**	**551.62**	**713.71**	**657.17**	**497.66**
Adjustments for:					
Financial charges	496.25	320.75	453.20	243.54	139.58
Depreciation & amortization	383.16	174.17	287.12	225.28	175.74
(Profit)/loss on sale of fixed assets	1.76	4.67	(3.00)	0.51	-
Employees compensation account	1.26	-	-	-	-
Lease charges debited in profit and loss account	0.72	-	-	-	-
Bad Debts written off	-	-	10.36	-	-
Unrealised exchange differences	32.17	(1.90)	62.35	(31.11)	6.77
Operating profit before working capital changes	**1,582.94**	**1,049.31**	**1,523.74**	**1,095.40**	**819.74**
Adjustments for:					
(Increase)/decrease in inventories	(1,242.49)	(868.18)	(1,016.72)	(228.51)	(693.89)
(Increase)/decrease in trade and other receivables	(212.91)	265.60	(6.81)	(531.98)	(430.48)
(Increase)/decrease in loans and advances	(48.93)	(55.91)	(37.75)	(50.09)	(126.12)
(Increase)/decrease in other non current assets	22.64	5.76	(1.22)	(113.00)	19.79
Increase/(decrease) in trade payables & other liabilities	74.88	666.03	580.48	342.41	293.11
Cash generated from operations before extra ordinary items	**176.13**	**1,062.61**	**1,041.74**	**514.22**	**(117.84)**
Direct taxes refund/(paid) [net]	(37.67)	(89.51)	(92.30)	(125.02)	(84.77)
Net cash generated from / (utilized in) operations	**138.46**	**973.10**	**949.43**	**389.20**	**(202.61)**
B. Cash flow from investing activities:					
Acquisition of fixed assets	(1,166.07)	(1,658.95)	(1,803.89)	(2,482.65)	(2,556.08)
Proceeds from sale of fixed assets	6.61	0.06	4.57	1.44	-
Purchase of non-current investments	-	-	-	-	(1.34)
Acquisition of subsidiary, net of cash acquired	-	-	-	1.91	-
Sale of non-current investments	(0.22)	-	-	12.49	-
Other bank balance and cash not available for immediate use	(45.04)	9.73	17.35	(35.34)	6.15
Net cash generated from / (utilized in) investing activities	**(1,204.73)**	**(1,649.16)**	**(1,781.97)**	**(2,502.14)**	**(2,551.27)**
C. Cash flow from financing activities:					
Financial charges (interest paid)	(482.75)	(311.08)	(438.45)	(243.54)	(139.58)
Payment of lease liabilities	1.29	-	(71.27)	-	-
(Repayments)/Proceeds from non-current borrowings	736.23	322.80	427.66	1,868.30	560.43
(Repayments)/Proceeds from other borrowings (net)	(497.18)	424.17	742.65	432.67	648.49
Proceeds from fresh issue of share capital	80.82	34.98	34.98	-	187.45
Security premium received	1,755.18	318.69	318.69	-	1,491.66
Net cash generated from financing activities	**1,593.59**	**789.55**	**1,014.25**	**2,057.43**	**2,748.44**
Net (decrease)/increase in cash and cash equivalents	**527.32**	**113.49**	**181.72**	**(55.51)**	**(5.44)**
Cash and cash equivalents at beginning of the Year	200.19	18.47	18.47	73.99	79.43
Cash and cash equivalents at closing of the Year	**727.51**	**131.97**	**200.19**	**18.47**	**73.99**
Cash and cash equivalents comprise of:					
Cash on Hand	6.34	3.58	4.31	1.39	1.40
Balance with Scheduled Banks in Current accounts	720.86	126.52	195.57	16.00	72.59
Balance in foreign currency	0.31	1.87	0.31	1.08	-
	727.51	**131.97**	**200.19**	**18.47**	**73.99**

GENERAL INFORMATION

Our Company was initially formed as a partnership firm as "Anupam Rasayan" with effect from April 1, 1984 at Surat, Gujarat, India. The firm converted into a joint stock company and was registered as a public limited company under the Companies Act 1956 under the name of "Anupam Rasayan India Limited" with a certificate of incorporation dated September 30, 2003, issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. We received our certificate of commencement of business, issued by the Assistant Registrar of Companies, Gujarat, on November 20, 2003. For further details, see "***History and Certain Corporate Matters***" on page 157.

Registration Number: 042988

Corporate Identity Number: U24231GJ2003PLC042988

Registered and Corporate Office
8110, GIDC Industrial Estate
Sachin, Surat 394 230
Gujarat, India
Tel: (+91) 26123 98991

Address of the Registrar of Companies

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

Registrar of Companies, Ahmedabad
ROC Bhavan, Opposite to Rupal Park Society
Behind Ankur Bus Stop
Naranpura, Ahmedabad 380 013
Gujarat, India

Board of Directors

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

Name and Designation	DIN	Address
Dr. Kiran C Patel *Designation:* Chairman and Non-Executive Director	08051053	11609, Carrollwood Dr, Tampa, Florida, 336183713, United States of America
Ms. Mona A Desai *Designation:* Vice-Chairman and Whole-time Director	00038429	5, Janta Nagar Society, Opposite Kapadia Health Club, New Civil Road, Surat City, Gujarat 395 001, India
Mr. Anand S Desai *Designation:* Managing Director	00038442	5, Janta Nagar, New Civil Road, Surat City, Gujarat 395 001, India
Mr. Milan Thakkar *Designation:* Non-Executive Director	02470961	402, 4th Floor, Joy Residency, Plot No. 281, 12th Road, Khar West, Mumbai, Maharashtra 400 052, India
Mr. Hetul Krishnakant Mehta *Designation:* Independent Director	01650314	D-307, Somnath Enclave, Somnath Mahadev Road, Parle Point, Surat City 395 007, Gujarat, India
Dr. Namrata Dharmendra Jariwala *Designation:* Independent Director	08974528	B-303, River Heights, Adajan Road, Opposite Sarita Sagar Sankul, Surat 395 009, Gujarat, India
Mr. Vijay Kumar Batra *Designation:* Independent Director	00038275	A-129, 3rd Floor, New Friends Colony, Delhi 110 025, India
Mr. Vinesh Prabhakar Sadekar *Designation:* Independent Director	00046815	501, Shree Yashraj C.H.S., Paranjape Scheme-A, Road No. 3, Vile Parle East, Mumbai 400 057, Maharashtra, India

For brief profiles and further details in respect of our Directors, see "***Our Management***" on page 162.

Company Secretary and Compliance Officer

Ms. Suchi Agarwal is our Company Secretary and Compliance Officer. Her contact details are as follows:

Ms. Suchi Agarwal
8110, GIDC Industrial Estate
Sachin, Surat 394 230
Gujarat, India
Tel: (+91) 26123 98991
E-mail: investors@anupamrasayan.com

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

All Issue related grievances, other than of Anchor Investors may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for Retail Individual Investors who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue.

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

Book Running Lead Managers

Axis Capital Limited 1st Floor, Axis House C-2, Wadia International Centre P.B. Marg Worli Mumbai 400 025 Maharashtra, India **Tel**: (+ 91 22) 4325 2183 **E-mail**: anupam.ipo@axiscap.in **Website**: www.axiscapital.co.in **Investor grievance E-mail**: complaints@axiscap.in **Contact person:** Mr. Ankit Bhatia **SEBI Registration No**.: INM000012029	**Ambit Private Limited** Ambit House 449, Senapati Bapat Marg Lower Parel Mumbai 400 013 Maharashtra, India **Tel:** (+ 91 22) 6623 3000 **E-mail**: anupam.ipo@ambit.co **Website:** www.ambit.co **Investor grievance E-mail**: customerservicemb@ambit.co **Contact person:** Mr. Miraj Sampat **SEBI Registration No.:** INM000010585
IIFL Securities Limited 10th Floor, IIFL Centre Kamala City, Senapati Bapat Marg Lower Parel (West) Mumbai 400 013 Maharashtra, India **Tel**: (+ 91 22) 4646 4600 **E-mail:** anupam.ipo@iiflcap.com **Website**: www.iiflcap.com **Investor grievance E-mail**: ig.ib@iiflcap.com **Contact person**: Mr. Aditya Agarwal/ Mr. Shubham Tantia **SEBI Registration No**.: INM000010940	**JM Financial Limited** 7th Floor, Cnergy Appasaheb Marathe Marg Prabhadevi Mumbai 400 025 Maharashtra, India **Tel**: (+ 91 22) 6630 3030 **E-mail**: anupam.ipo@jmfl.com **Website**: www.jmfl.com **Investor grievance E-mail**: grievance.ibd@jmfl.com **Contact person**: Ms. Prachee Dhuri **SEBI Registration No**.: INM000010361

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

The responsibilities and co-ordination by the BRLMs for various activities in this Issue are as follows:

S. No.	Activity	Responsibility	Coordinator
1.	Capital structuring with the relative components and formalities such as composition of debt and equity, type of instruments, and positioning strategy	BRLMs	Axis
2.	Due diligence of Company including its operations, management, business plans, legal etc., drafting and design of Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus. Ensure compliance and completion of prescribed formalities with the Stock Exchanges, SEBI and RoC including finalisation of Red Herring Prospectus, Prospectus, Issue Agreement, Syndicate Agreement, Underwriting Agreements and RoC filing	BRLMs	Axis
3.	Drafting and approval of all statutory advertisements	BRLMs	Axis
4.	Drafting and approval of all publicity material other than statutory advertisements as mentioned in (3) above, including corporate advertising and brochures.	BRLMs	Ambit
5.	Appointment of intermediaries (including coordination of all agreements) and filing of media compliance report with SEBI.	BRLMs	IIFL
6.	Preparation of road show presentation and FAQs for the road show team	BRLMs	Ambit
7.	International institutional marketing of the Issue, which will cover, *inter alia*: • Institutional marketing strategy • Finalising the list and division of international investors for one-to-one meetings • Finalising international road show and investor meeting schedules	BRLMs	Axis
8.	Domestic institutional marketing of the Issue, which will cover, *inter alia*: • Finalising the list and division of domestic investors for one-to-one meetings • Finalising domestic road show and investor meeting schedules	BRLMs	JM Financial
9.	Conduct non-institutional marketing of the Issue	BRLMs	IIFL
10.	Conduct retail marketing of the Issue, which will cover, *inter-alia*: • Finalising media, marketing, public relations strategy and publicity budget • Finalising collection centres • Finalising centres for holding conferences for brokers etc. • Follow-up on distribution of publicity and Issue material including form, Red Herring Prospectus, Prospectus and deciding on the quantum of the Issue material	BRLMs	IIFL
11.	Coordination with Stock Exchanges for book building software, Bidding terminals and mock trading	BRLMs	Ambit
12.	Deposit of 1% security deposit with the Designated Stock Exchange	BRLMs	Ambit
13.	Managing the book and finalization of pricing in consultation with Company	BRLMs	IIFL
14.	Post-Issue activities – managing Anchor Investor book related activities and submission of letters to regulators post completion of Anchor Investor Portion, management of Escrow Account, finalisation of the Basis of Allotment based on technical rejections, post Issue stationery and preparation of CAN for Anchor Investors, essential follow-up steps including follow-up with Bankers to the Issue and Self Certified Syndicate Banks and co-ordination with various agencies connected with the post-Issue activity such as Registrar to the Issue, Bankers to the Issue, Self-Certified Syndicate Banks etc. listing of instruments, demat credit and refunds/ unblocking of funds, announcement of allocation and dispatch of refunds to Bidder, etc., co-ordination for investor complaints related to the Issue, submission of final post Issue report and co-ordination with SEBI and Stock Exchanges for refund of 1% security deposit.	BRLMs	JM Financial

Syndicate Members

Ambit Capital Private Limited
Ambit House
449, Senapati Bapat Marg
Lower Parel
Mumbai 400 013
Maharashtra, India

Tel: (+ 91 22) 6623 3000
E-mail: sandeep.sharma@ambit.co
Website: www.ambit.co
Contact person: Mr. Sandeep Sharma

JM Financial Services Limited
Ground Floor, 2, 3 & 4, Kamanwala Chambers
Sir. P.M. Road, Fort
Mumbai 400 001
Maharashtra, India
Tel: (+91 22) 6136 3400
E-mail: surajit.misra@jmfl.com, deepak.vaidya@jmfl.com
tn.kumar@jmfl.com, sona.verghese@jmfl.com
Website: www.jmfinancialservices.in
Contact person: Mr. Surajit Misra, Mr. Deepak Vaidya
Mr. TN Kumar, Ms. Sona Verghese

Legal Counsel to the Company as to Indian Law

Shardul Amarchand Mangaldas & Co
Amarchand Towers
216, Okhla Industrial Estate Phase III
New Delhi 110 020
India
Tel: (+91 11) 4159 0700

Legal Counsel to the BRLMs as to Indian Law

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

International Legal Counsel to the BRLMs

Squire Patton Boggs (MEA) LLP
Dubai International Financial Centre (DIFC)
Burj Daman Office Tower, Level 10
P.O. Box 111 713, Dubai
United Arab Emirates
Tel: (+971) 4447 8700

Registrar to the Issue

KFin Technologies Private Limited
Selenium Tower B
Plot 31 and 32, Gachibowli
Financial District, Nanakramguda
Serilingampally, Hyderabad 500 032
Telangana, India
Tel: (+91 40) 3321 1000
E-mail: anupamrasayan.ipo@kfintech.com
Investor grievance E-mail: einward.ris@kfintech.com
Website: www.kfintech.com
Contact Person: Mr. M. Murali Krishna
SEBI Registration No.: INR000000221

Escrow Bank/ Refund Bank

Axis Bank Limited
Digvijay Towers
Opp. St. Xaviers School
Ghod Dod Road
Surat 395 001, Gujarat, India
Tel: (+91 0261) 4082300
E-mail: surat.branchhead@axisbank.com, surat.operationshead@axisbank.com
Website: www.axisbank.com
Contact person: Mr. Ketan Modi, Mr. Sandeep Bandi

Public Issue Account Bank/ Sponsor Bank

HDFC Bank Limited
FIG-OPS Department – Lodha
I Think Techno Campus O-3 Level
Next to Kanjurmarg Railway Station
Kanjurmarg (East)
Mumbai 400 042
Maharashtra, India
Tel: 3075 2927/ 28/ 2914
E-mail: tushar.gavankar@hdfcbank.com, siddharth.jadhav@hdfcbank.com
prasanna.uchil@hdfcbank.com, neerav.desai@hdfcbank.com
Website: www.hdfcbank.com
Contact person: Mr. Tushar Gavankar, Mr. Siddharth Jadhav, Mr. Prasanna Uchil

Designated Intermediaries

Self Certified Syndicate Banks
The list of SCSBs, which offer ASBA related services, is available at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes on the website of SEBI, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which as ASBA Bidder, not Bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms is available at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes on the SEBI website, and at such other websites as may be prescribed by SEBI from time to time.

SCSBs eligible as issuer banks for UPI Mechanism and eligible mobile applications

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40, https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) and updated from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors) submitted 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 (http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes) and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes as updated from time to time.

Broker Centres/ Designated CDP Locations/ Designated RTA Locations

In accordance with SEBI Circular No. CIR/CFD/14/2012 dated October 4, 2012 and CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Bidders (other than Anchor Investors) can submit Bid cum Application Forms with the Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the RTAs at the Designated RTA Locations, respective lists of which, including details such as address and telephone number, are available at the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and at the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. The list comprising the details of branches of the SCSBs at the Broker Centres, named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Registered Brokers will be available on the website of the SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time.

Statutory Auditors of our Company

Rajendra & Co., Chartered Accountants
1311, Dalamal Tower
211, Nariman Point
Free Press Journal Road
Mumbai 400 021
Maharashtra, India
Telephone: +91 (22) 2285 5770
E-mail: contact@rajendraco.com
Peer Review No.: 011380
Firm Registration No.: 108355W

Changes in auditors

Except as disclosed below, there has been no change in the statutory auditors of the Company during the last three years:

Name of the Auditors	Date of change	Reason for change
Rangoonwala Associates, Chartered Accountants 128/129, 1st Floor, Singapuri Wadi, Gate No. 4, Rustompura, Surat, 395 002, Gujarat **E-mail**: carangoonwala@gmail.com **Peer Review No.:** 011237 **Firm Registration No**.: 108632W	June 22, 2020	Resignation of Rangoonwala Associates, Chartered Accountants as statutory auditors of the Company due to pre-occupation in other professional assignments and disruptions of operations on account of COVID-2019.
Rajendra & Co., Chartered Accountants 1311, Dalamal Tower, 211, Nariman Point, Free Press Journal Road, Mumbai, 400 021, Maharashtra **E-mail**: contact@rajendraco.com **Peer Review No.:** 011380 **Firm Registration No**.: 108355W	June 22, 2020	Appointment as Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of Rangoonwala Associates, Chartered Accountants to conduct the statutory audit for the Fiscal ended March 31, 2020
	September 30, 2020	Appointment as Statutory Auditors to hold office for five years from Fiscal 2021 to 2025.

Bankers to our Company

Axis Bank Limited
Vardhmaan Complex
Opp. GEB, Near Pizza Hut
Race Course Circle North
Vadodra 390 006, Gujarat, India
Tel: (+91) 98980 98950
E-mail: anand.bhatt@axisbank.com
Website: www.axisbank.com
Contact person: Mr. Anand Bhatt

Standard Chartered Bank
Abhijeet II, Ground Floor
Mithakali Six Roads

Ahmedabad 380 006, Gujarat, India
Tel: (+91) 98253 00885
E-mail: pradeep.bhatt@sc.com
Website: www.sc.com
Contact person: Mr. Pradeep Bhatt

State Bank of India
Industrial Finance Branch
3rd and 4th Floor, Mid Town Heights
Jetalpur Road, Vadodara 390 007, Gujarat, India
Tel: (+91) 76000 41066
E-mail: rml.ifbbrd@sbi.co.in
Website: www.sbi.co.in
Contact person: Mr. Subhash Chopade

Grading of the Issue

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

Appraising Entity

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

Monitoring Agency

Our Company has appointed Axis Bank as a monitoring agency to monitor utilization of the Net Proceeds, in accordance with Regulation 41 of the SEBI ICDR Regulations.

Axis Bank Limited
Digvijay Towers
Opp. St. Xaviers School
Ghod Dod Road
Surat 395 001, Gujarat, India
Tel: (+91 0261) 4082300
E-mail: surat.branchhead@axisbank.com, surat.operationshead@axisbank.com

Expert

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

Our Company has received written consent dated March 3, 2021 from the Statutory Auditor namely Rajendra & Co., Chartered Accountants to include its name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Red Herring Prospectus as an "expert" as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as an independent Statutory Auditor and in respect of its (i) examination report dated February 27, 2021 on our Restated Financial Statements; and (ii) its report dated March 3, 2021 on the statement of special tax benefits in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus. The term "experts" and consent thereof does not represent an expert or consent within the meaning under the U.S. Securities Act.

Additionally, our Company has also received a letter dated February 25, 2021 from Dr. P.J. Gandhi, Independent Chartered Engineer, to include their name in this Red Herring Prospectus as required under the Companies Act 2013 and as an "expert" as defined under Section 2(38) read with Section 26(5) of the Companies Act 2013.

Credit Rating

As the Issue is of Equity Shares, credit rating is not required.

Trustees

As the Issue is of Equity Shares, the appointment of trustees is not required.

Filing of the Issue Documents

A copy of the Draft Red Herring Prospectus has been filed electronically with SEBI 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", and has also been uploaded on the SEBI intermediary portal at https://siportal.sebi.gov.in as specified in Regulation 25(8) of the SEBI ICDR Regulations and the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018.

A copy of this Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act 2013 would be delivered for filing with the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act 2013 would be filed with the RoC at its office.

Registrar of Companies, Ahmedabad
ROC Bhavan, Opposite to Rupal Park Society
Behind Ankur Bus Stop
Naranpura, Ahmedabad 380 013
Gujarat, India

Book Building Process

Book building, in the context of the Issue, refers to the process of collection of Bids from investors on the basis of this Red Herring Prospectus and the Bid cum Application Forms and the Revision Forms within the Price Band. The Price Band and the Minimum Bid Lot will be decided by our Company in consultation with the BRLMs, and 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 Surat edition of Gujaratmitra Gujaratdarpan (a widely circulated Gujarati daily newspaper, Gujarati being the regional language of Gujarat where our Registered and Corporate Office is located) at least two Working Days prior to the Bid/ Issue Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their respective websites. Pursuant to the Book Building Process, the Issue Price shall be determined by our Company in consultation with the BRLMs after the Bid/Issue Closing Date.
All investors (other than Anchor Investors) can participate in this Issue only through the ASBA process. Anchor Investors are not permitted to participate in the Issue through the ASBA process. In addition to this, the RIIs may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism.

In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Investors 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 Investors and Eligible Employees can revise their Bid(s) during the Bid/ Issue Period and withdraw their Bid(s) until the Bid/ Issue Closing Date. Anchor Investors are not allowed to revise or withdraw their Bids after the Anchor Investor Bidding Date. Except for Allocation to Retail Individual Investors and the Anchor Investors, allocation in the Issue will be on a proportionate basis. For further details on method and process of Bidding, see "*Issue Structure*" and "*Issue Procedure*" on pages 307 and 311, respectively.

The Book Building Process is subject to change. Investors are advised to make their own judgment about an investment through this process prior to submitting a Bid.

Investors should note the Issue is also subject to obtaining final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment.

Underwriting Agreement

After the Pricing Date but prior to the filing of the Prospectus with the RoC, our Company will enter into an underwriting agreement with the Underwriters for the Equity Shares proposed to be issued through the Issue. The extent of underwriting obligations and the Bids to be underwritten by each BRLM 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:

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 amounts are provided for indicative purposes only and will be finalised after the pricing and actual allocation and subject to the provisions of Regulation 40(2) 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).

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above. Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them in accordance with the Underwriting Agreement.

CAPITAL STRUCTURE

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

(in ₹, except share data)

Sr. No.	Particulars	Aggregate nominal value	Aggregate value at Issue Price*
A)	**AUTHORIZED SHARE CAPITAL(1)**		
	125,000,000 Equity Shares of face value of ₹ 10 each	1,250,000,000	-
B)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE**		
	86,206,896 Equity Shares of face value of ₹ 10 each	862,068,960	[●]
C)	**ISSUE**		
	Issue of up to [●] Equity Shares aggregating up to ₹ 7,600,000,000(2)	[●]	[●]
	Of which:		
	Employee Reservation Portion of up to 220,000 Equity Shares, aggregating up to ₹ [●](3)	2,200,000	[●]
	Net Issue of up to [●] Equity Shares	[●]	[●]
D)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE**		
	[●] Equity Shares of face value of ₹ 10 each	[●]	[●]
E)	**SECURITIES PREMIUM ACCOUNT**		
	Prior to the Issue (*as on date of this Red Herring Prospectus*)		4,182,704,274.72
	After the Issue		[●]

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

(1) *For details in relation to changes in the authorized share capital of our Company, see "**History and Certain Corporate Matters – Amendments to the Memorandum of Association**" on page 157.*

(2) *The Issue has been authorized by our Board pursuant to its resolution dated November 30, 2020 and by a special resolution of our Shareholders passed at the meeting held on December 4, 2020.*

(3) *Our Company in consultation with the BRLMs, may offer an Employee Discount of up to [●]% to the Issue Price (equivalent of ₹ [●] per Equity Share), which shall be announced at least two Working Days prior to the Bid/Issue Opening Date.*

Notes to Capital Structure

1. Equity Share Capital History of our Company

The following table sets forth the history of the Equity Share capital of our Company.

Date of allotment	Name(s) of allottee(s)	Total number of allottee(s)	Reason / nature of allotment	No. of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration
September 30, 2003	76,000 Equity Shares to Ms. Hansa Sureshchandra Desai, 4,000 Equity Shares to Ms. Soniya Sureshchandra Desai, 50,000 Equity Shares each to Ms. Purnima Ashwin Desai and Ms. Mona A Desai, 70,000 Equity Shares each to Mr. Ashwin Jayantilal Desai (Karta of Jayantilal B Desai HUF) and Mr. Anand S Desai, and 40,000 Equity Shares each to Mr. Rohan Ashwin Desai and Mr. Aman Ashwin Desai.	8	Initial subscription to the Memorandum of Association	400,000	10	10.00	Cash
June 24, 2005	684,000 Equity Shares to Ms. Hansaben Sureshchandra Desai, 36,000 Equity Shares to Ms. Soniya Sureshchandra Desai, 450,000 Equity Shares each to Ms. Purnima Ashwin Desai and Ms. Mona A Desai, 630,000 Equity Shares each	8	Bonus issue in the ratio of nine Equity Shares for every one Equity Share held	3,600,000	10	N.A.	N.A.

Date of allotment	Name(s) of allottee(s)	Total number of allottee(s)	Reason / nature of allotment	No. of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration
	to Mr. Ashwin Desai (Karta of Jayantilal B Desai HUF) and Mr. Anand S Desai, and 360,000 Equity Shares each to Mr. Rohan Ashwin Desai and Mr. Aman Ashwin Desai		as on the record date being June 24, 2005				
June 25, 2005	380,000 Equity Shares to Ms. Hansaben Sureshchandra Desai, 155,000 Equity Shares to Ms. Soniya Sureshchandra Desai, 270,000 Equity Shares to Mr. Anand S Desai, 30,000 Equity Shares to Ms. Mona A Desai, 160,000 Equity Shares to Ms. Purnima Ashwin Desai, 350,000 Equity Shares to Mr. Mahesh Shantilal Kaji, 20,000 Equity Shares to Mr. Rohan Ashwin Desai, 30,000 Equity Shares to Mr. Aman Ashwin Desai, 50,000 Equity Shares to Mr. Bharatkumar C Desai, 420,000 Equity Shares to Mr. Ashvin Desai (Karta of Jayantilal B Desai HUF), 100,000 Equity Shares to Mr. Kalpesh Ishwarbhai Patel, 75,000 Equity Shares to Ms. Sarojini Ghanshyambhai Dalal, 10,000 Equity Shares to Mr. Suryakant Jayantilal Desai, 140,000 Equity Shares to Arunbhai Mehta (with joint holders Mr. Subhash Kapadia and Mr. Amar Jain), 30,000 Equity Shares to Ms. Meena Bharat Desai and 90,000 Equity Shares to Ashwin Jayantilal Desai	16	Preferential allotment	2,310,000	10	10.00	Cash
July 27, 2006	285,000 Equity Shares to Ms. Hansaben Sureshchandra Desai, 48,750 Equity Shares to Ms. Soniya Sureshchandra Desai, 242,500 Equity Shares to Mr. Anand S Desai, 132,500 Equity Shares to Ms. Mona A Desai, 165,000 Equity Shares to Ms. Purnima Ashvin Desai, 280,000 Equity Shares to Mr. Ashvin Jayantilal Desai (Karta of JB Desai HUF), 105,000 Equity Shares to Mr. Rohan Ashvin Desai, 107,500 Equity Shares to Mr. Aman Ashvin Desai, 87,500 Equity Shares to Mr. Mahesh Shantilal Kaji, 12,500 Equity Shares to Mr. Bharatkumar Chhotubhai Desai, 25,000 Equity Shares to Mr. Kalpesh Ishwarbhai Patel, 18,750 Equity Shares to	16	Bonus issue in the ratio of one Equity Share for every four Equity Shares held as on the record date being July 27, 2006	1,577,500	10	N.A.	N.A.

Date of allotment	Name(s) of allottee(s)	Total number of allottee(s)	Reason / nature of allotment	No. of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration
	Ms. Sarojini Ghanshyambhai Dalal, 2,500 Equity Shares to Mr. Suryakanta Jayantilal Desai, 35,000 Equity Shares to Arun Mehta (with joint holders Mr. Subhash Kapadia and Mr. Amar Jain), 7,500 Equity Shares to Ms. Meenaben Bharatkumar Desai and 22,500 Equity Shares to Mr. Ashvin Jayantilal Desai						
August 17, 2006	112,500 Equity Shares to RIRCPL	1	Preferential allotment	112,500	10	10.00	Cash
March 21, 2011	54,063 Equity Shares to Ms. Hansaben Sureshchandra Desai, 303,125 Equity Shares to Mr. Anand S Desai, 165,625 Equity Shares to Ms. Mona A Desai, 206,250 Equity Shares to Ms. Purnima Ashwin Desai, 350,000 Equity Shares to Mr. Ashvin Desai (JB Desai HUF), 131,250 Equity Shares to Mr. Rohan Ashwin Desai, 134,375 Equity Shares to Mr. Aman Ashwin Desai, 15,625 Equity Shares to Mr. Bharatkumar Chhotubhai Desai, 23,437 Equity Shares to Ms. Sarojini Ghanshyambhai Dalal, 9,375 Equity Shares to Ms. Meenaben Bharatkumar Desai, 48,438 Equity Shares to Mr. Ashwin Jayantilal Desai, 212,500 Equity Shares to RIRCPL and 345,937 Equity Shares to Ms. Shraddha Anand Desai	13	Bonus issue in the ratio of one Equity Share for every four Equity Shares held as on the record date being March 21, 2011	2,000,000	10	N.A.	N.A.
March 25, 2015	9,018,752 Equity Shares to Mr. Anand S Desai, 3,312,500 Equity Shares to Ms. Mona A Desai, 312,500 Equity Shares to Mr. Bharatkumar Desai, 4,250,000 Equity Shares to RIRCPL, 6,918,748 Equity Shares to Ms. Shraddha Anand Desai, 16,000,000 Equity Shares to Mr. Akhil Thakkar, 187,500 Equity Shares to Ms. Panna Vaidhya	7	Bonus issue in the ratio of four Equity Shares for every one Equity Share held as on the record date being March 25, 2015	40,000,000	10	N.A.	N.A.
November 19, 2016	KPI LLC	1	Preferential allotment	100	10	113.41	Cash
September 26, 2020	KPI LLC	1	Preferential allotment	885,055	10	249.20	Cash
September 30, 2020	KPI LLC	1	Preferential allotment	885,055	10	249.61	Cash

Date of allotment	Name(s) of allottee(s)	Total number of allottee(s)	Reason / nature of allotment	No. of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration
October 10, 2020	KPI LLC	1	Preferential allotment	1,475,093	10	247.66	Cash
October 10, 2020	KPI LLC	1	Conversion of 8,823,429 Series A CCPS and 19,301,471 Series B CCPS into 28,124,900 Equity Shares of face value of ₹ 10 each[(1)]				Cash
October 17, 2020	KPI LLC	1	Preferential allotment	1,475,093	10	248.39	Cash
November 4, 2020	KPI LLC	1	Preferential allotment	3,361,600	10	197.17	Cash

[(1)] *1,176,371 Series A CCPS, 1,176,460 Series A CCPS, 1,176,482 Series A CCPS, 1,176,471 Series A CCPS, 1,176,470 Series A CCPS, 1,176,470 Series A CCPS, 1,176,470 Series A CCPS, 588,235 Series A CCPS, 1,260,504 Series B CCPS, 1,260,504 Series B CCPS, 1,680,673 Series B CCPS, 840,337 Series B CCPS, 840,337 Series B CCPS, 1,680,673 Series B CCPS, 1,680,673 Series B CCPS, 3,361,342 Series B CCPS, 1,599,147 Series B CCPS, 1,599,147 Series B CCPS, 2,798,508 Series B CCPS and 699,626 Series B CCPS of KPI LLC were converted from CCPS into Equity Shares in the ratio of 1:1 on October 10, 2020 at a conversion rate of ₹ 113.41, ₹ 115.94, ₹ 115.44, ₹ 115.65, ₹114.16, ₹ 109.56, ₹ 109.00, ₹ 109.39, ₹ 77.02, ₹ 75.90, ₹ 77.31, ₹ 77.17, ₹ 76.65, ₹ 76.15, ₹ 76.56, ₹ 77.08, ₹ 122.00, ₹ 121.83, ₹ 101.06 and ₹ 101.27, respectively. However, the entire consideration for such Equity Shares (issued pursuant to such conversion) was paid at the time of issuance of such CCPS on November 19, 2016, December 12, 2016, January 10, 2017, January 25, 2017, February 7, 2017, April 11, 2017, May 5, 2017, June 16, 2017, July 6, 2017, August 10, 2017, November 8, 2017, November 23, 2017, December 19, 2017, December 26, 2017, February 10, 2018, February 24, 2018, March 6, 2018, March 13, 2018, September 30, 2019 and October 24, 2019.*

2. **Shares issued for consideration other than cash**

Our Company has not issued any Equity Shares or preference shares for consideration other than cash since its incorporation.

3. **Shares issued out of revaluation reserves**

Our Company has not issued any Equity Shares or preference shares out of revaluation reserves since its incorporation.

4. **Allotment of shares pursuant to schemes of arrangement**

Our Company has not allotted any Equity Shares or preference shares pursuant to a scheme of amalgamation approved under Section 391 to 394 of the Companies Act 1956 or Sections 230 to 234 of the Companies Act 2013.

5. **Issue of Equity Shares under employee stock option schemes**

As on the date of this Red Herring Prospectus, our Company has not made any issuance of Equity Shares under any employee stock option scheme.

6. **Issue of shares at a price lower than the Issue Price in the last one year**

Except as disclosed below, our Company has not issued any Equity Shares or preference shares in the last one year immediately preceding the date of this Red Herring Prospectus at a price which may be lower than the Issue Price.

Date of allotment	Name of allottee	Reason/ nature of allotment	No. of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration
September 26, 2020	KPI LLC	Preferential allotment to our Promoter	885,055	10	249.20	Cash
September 30, 2020	KPI LLC	Preferential allotment to our Promoter	885,055	10	249.61	Cash

Date of allotment	Name of allottee	Reason/ nature of allotment	No. of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration
October 10, 2020	KPI LLC	Preferential allotment to our Promoter	1,475,093	10	247.66	Cash
October 17, 2020	KPI LLC	Preferential allotment to our Promoter	1,475,093	10	248.39	Cash
November 4, 2020	KPI LLC	Preferential allotment to our Promoter	3,361,600	10	197.17	Cash

7. **History of the share capital held by our Promoters**

As on the date of this Red Herring Prospectus, our Promoters, Mr. Anand S Desai, Dr. Kiran C Patel, Ms. Mona A Desai, KPI LLC and RIRCPL together hold 56,933,461 Equity Shares, constituting 66.04% of the issued, subscribed and paid-up Equity Share capital of our Company.

As on the date of this Red Herring Prospectus, Dr. Kiran C Patel does not directly hold any Equity Shares of our Company. Dr. Kiran C Patel is the manager of KPI LLC which holds 42.00% of the issued, subscribed and paid-up Equity Share capital of our Company. For further details, see "***Our Promoters and Promoter Group***" on page 178.

The details regarding our Promoters' shareholding are set out below:

S. No.	Name of the Promoter	Pre-Issue		Post-Issue [(1)]	
		No. of Equity Shares	Percentage of total Shareholding (%)	No. of Equity Shares	Percentage of total Shareholding (%)
1.	KPI LLC	36,206,896	42.00	[●]	[●]
2.	Mr. Anand S Desai	11,273,440	13.08	[●]	[●]
3.	RIRCPL	5,312,500	6.16	[●]	[●]
4.	Ms. Mona A Desai	4,140,625	4.80	[●]	[●]
	Total	**56,933,461**	**66.04**	**[●]**	**[●]**

[(1)] Subject to finalisation of Basis of Allotment

(a) Build-up of our Promoters' shareholding in our Company

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

Date of allotment / Transfer	Nature of allotment / acquisition	No. of equity shares	Nature of consideration	Face value per Equity Share (₹)	Issue / purchase price per Equity Share (₹)	Percentage of pre-Issue Equity Share capital (%)	Percentage of post-Issue Equity Share capital (%)
Mr. Anand S Desai							
September 30, 2003	Allotment as initial subscriber to the MoA	70,000	Cash	10	10.00	0.08	[●]
June 24, 2005	Bonus issue in the ratio of nine Equity Shares for every one Equity Share held as on the record date being June 24, 2005	630,000	N.A.	10	N.A.	0.73	[●]
June 25, 2005	Preferential allotment	270,000	Cash	10	10.00	0.31	[●]

Date of allotment / Transfer	Nature of allotment / acquisition	No. of equity shares	Nature of consideration	Face value per Equity Share (₹)	Issue / purchase price per Equity Share (₹)	Percentage of pre-Issue Equity Share capital (%)	Percentage of post-Issue Equity Share capital (%)
July 27, 2006	Bonus issue in the ratio of one Equity Share for every four Equity Shares held as on the record date being July 27, 2006	242,500	N.A.	10	N.A.	0.28	[●]
March 21, 2011	Bonus issue in the ratio of one Equity Share for every four Equity Shares held as on the record date being March 21, 2011	303,125	N.A.	10	N.A.	0.35	[●]
April 24, 2013	Acquisition of Equity Shares from Mr. Rohan Ashvin Desai	468,750	Cash	10	133.00	0.54	[●]
January 3, 2014	Gift of Equity Shares from Ms. Hansa Suresh Desai	270,313	N.A.	10	N.A.	0.31	[●]
March 25, 2015	Bonus issue in the ratio of four Equity Shares for every one Equity Share held as on the record date being March 25, 2015	9,018,752	N.A.	10	N.A.	10.46	[●]
(A) Sub-Total		**11,273,440**				**13.08**	[●]
Ms. Mona A Desai							
September 30, 2003	Allotment as initial subscriber to the MoA	50,000	Cash	10	10.00	0.06	[●]
June 24, 2005	Bonus issue in the ratio of nine Equity Shares for every one Equity Share held as on the record date being June 24, 2005	450,000	N.A.	10	N.A.	0.52	[●]
June 25, 2005	Preferential allotment	30,000	Cash	10	10.00	0.03	[●]
July 27, 2006	Bonus issue in the ratio of one Equity Share for every four Equity Shares held as on the record date being July 27, 2006	132,500	N.A.	10	N.A.	0.15	[●]
March 21, 2011	Bonus issue in the ratio of one Equity Share for every four Equity	165,625	N.A.	10	N.A.	0.19	[●]

Date of allotment / Transfer	Nature of allotment / acquisition	No. of equity shares	Nature of consideration	Face value per Equity Share (₹)	Issue / purchase price per Equity Share (₹)	Percentage of pre-Issue Equity Share capital (%)	Percentage of post-Issue Equity Share capital (%)
	Shares held as on the record date being March 21, 2011						
March 25, 2015	Bonus issue in the ratio of four Equity Shares for every one Equity Share held as on the record date being March 25, 2015	3,312,500	N.A.	10	N.A.	3.84	[●]
(B) Sub-Total		**4,140,625**				**4.80**	[●]
KPI LLC							
November 19, 2016	Preferential allotment of Equity Shares	100	Cash	10	113.41	Negligible	[●]
September 26, 2020	Preferential allotment of Equity Shares	885,055	Cash	10	249.20	1.03	[●]
September 30, 2020	Preferential allotment of Equity Shares	885,055	Cash	10	249.61	1.03	[●]
October 10, 2020	Preferential allotment of Equity Shares	1,475,093	Cash	10	247.66	1.71	[●]
October 10, 2020	Conversion of 8,823,429 Series A CCPS and 19,301,471 Series B CCPS into 28,124,900 Equity Shares of face value of ₹ 10 each[(1)]					32.62	[●]
October 17, 2020	Preferential allotment of Equity Shares	1,475,093	Cash	10	248.39	1.71	[●]
November 4, 2020	Preferential allotment of Equity Shares	3,361,600	Cash	10	197.17	3.90	[●]
(C) Sub-Total		**36,206,896**				**42.00**	[●]
RIRCPL							
August 17, 2006	Preferential allotment of Equity Shares	112,500	Cash	10	10.00	0.13	[●]
May 25, 2010	Acquisition of Equity Shares from Mr. Mahesh Kaji	437,500	Cash	10	8.00	0.51	[●]
May 25, 2010	Acquisition of Equity Shares from Mr. Arun Mehta	175,000	Cash	10	8.00	0.20	[●]
May 25, 2010	Acquisition of Equity Shares from Mr. Kalpesh Patel	125,000	Cash	10	8.00	0.15	[●]
March 21, 2011	Bonus issue in the ratio of one Equity Share for every four Equity Shares held as on the record date	212,500	N.A.	10	N.A.	0.25	[●]

Date of allotment / Transfer	Nature of allotment / acquisition	No. of equity shares	Nature of consideration	Face value per Equity Share (₹)	Issue / purchase price per Equity Share (₹)	Percentage of pre-Issue Equity Share capital (%)	Percentage of post-Issue Equity Share capital (%)
	being March 21, 2011						
March 25, 2015	Bonus issue in the ratio of four Equity Shares for every one Equity Share held as on the record date being March 25, 2015	4,250,000	N.A.	10	N.A.	4.93	[●]
(D) Sub-Total		**5,312,500**				**6.16**	[●]
Grand Total (A + B + C + D)		**56,933,461**				**66.04**	[●]

(1) 1,176,371 Series A CCPS, 1,176,460 Series A CCPS, 1,176,482 Series A CCPS, 1,176,471 Series A CCPS, 1,176,470 Series A CCPS, 1,176,470 Series A CCPS, 1,176,470 Series A CCPS, 588,235 Series A CCPS, 1,260,504 Series B CCPS, 1,260,504 Series B CCPS, 1,680,673 Series B CCPS, 840,337 Series B CCPS, 840,337 Series B CCPS, 1,680,673 Series B CCPS, 1,680,673 Series B CCPS, 3,361,342 Series B CCPS, 1,599,147 Series B CCPS, 1,599,147 Series B CCPS, 2,798,508 Series B CCPS and 699,626 Series B CCPS of KPI LLC were converted from CCPS into Equity Shares in the ratio of 1:1 on October 10, 2020 at a conversion rate of ₹ 113.41, ₹ 115.94, ₹ 115.44, ₹ 115.65, ₹ 114.16, ₹ 109.56, ₹ 109.00, ₹ 109.39, ₹ 77.02, ₹ 75.90, ₹ 77.31, ₹ 77.17, ₹ 76.65, ₹ 76.15, ₹ 76.56, ₹ 77.08, ₹ 122.00, ₹ 121.83, ₹ 101.06 and ₹ 101.27, respectively. However, the entire consideration for such Equity Shares (issued pursuant to such conversion) was paid at the time of issuance of such CCPS on November 19, 2016, December 12, 2016, January 10, 2017, January 25, 2017, February 7, 2017, April 11, 2017, May 5, 2017, June 16, 2017, July 6, 2017, August 10, 2017, November 8, 2017, November 23, 2017, December 19, 2017, December 26, 2017, February 10, 2018, February 24, 2018, March 6, 2018, March 13, 2018, September 30, 2019 and October 24, 2019.

The build-up of the preference shareholding of our Promoters since incorporation of our Company is set forth in the table below.

Date of allotment / Transfer	Nature of allotment / acquisition	No. of preference shares[(1)]	Nature of consideration	Face value per preference share (₹)	Issue / purchase price per preference share (₹)
KPI LLC					
November 19, 2016	Preferential allotment of Series A CCPS	1,176,371	Cash	10	113.41
December 12, 2016	Preferential allotment of Series A CCPS	1,176,460	Cash	10	115.94
January 10, 2017	Preferential allotment of Series A CCPS	1,176,482	Cash	10	115.44
January 25, 2017	Preferential allotment of Series A CCPS	1,176,471	Cash	10	115.65
February 7, 2017	Preferential allotment of Series A CCPS	1,176,470	Cash	10	114.16
April 11, 2017	Preferential allotment of Series A CCPS	1,176,470	Cash	10	109.56
May 5, 2017	Preferential allotment of Series A CCPS	1,176,470	Cash	10	109.00
June 16, 2017	Preferential allotment of Series A CCPS	588,235	Cash	10	109.39

Date of allotment / Transfer	Nature of allotment / acquisition	No. of preference shares[(1)]	Nature of consideration	Face value per preference share (₹)	Issue / purchase price per preference share (₹)
July 6, 2017	Preferential allotment of Series B CCPS	1,260,504	Cash	10	77.02
August 10, 2017	Preferential allotment of Series B CCPS	1,260,504	Cash	10	75.90
November 8, 2017	Preferential allotment of Series B CCPS	1,680,673	Cash	10	77.31
November 23, 2017	Preferential allotment of Series B CCPS	840,337	Cash	10	77.17
December 19, 2017	Preferential allotment of Series B CCPS	840,337	Cash	10	76.65
December 26, 2017	Preferential allotment of Series B CCPS	1,680,673	Cash	10	76.15
February 10, 2018	Preferential allotment of Series B CCPS	1,680,673	Cash	10	76.56
February 24, 2018	Preferential allotment of Series B CCPS	3,361,342	Cash	10	77.08
March 6, 2018	Preferential allotment of Series B CCPS	1,599,147	Cash	10	122.00
March 13, 2018	Preferential allotment of Series B CCPS	1,599,147	Cash	10	121.83
September 30, 2019	Preferential allotment of Series B CCPS	2,798,508	Cash	10	101.06
October 24, 2019	Preferential allotment of Series B CCPS	699,626	Cash	10	101.27
October 10, 2020	Conversion of 8,823,429 Series A CCPS and 19,301,471 Series B CCPS into 28,124,900 Equity Shares of face value of ₹ 10 each[(1)]				
Total		**NIL**			

[(1)] *1,176,371 Series A CCPS, 1,176,460 Series A CCPS, 1,176,482 Series A CCPS, 1,176,471 Series A CCPS, 1,176,470 Series A CCPS, 1,176,470 Series A CCPS, 1,176,470 Series A CCPS, 588,235 Series A CCPS, 1,260,504 Series B CCPS, 1,260,504 Series B CCPS, 1,680,673 Series B CCPS, 840,337 Series B CCPS, 840,337 Series B CCPS, 1,680,673 Series B CCPS, 1,680,673 Series B CCPS, 3,361,342 Series B CCPS, 1,599,147 Series B CCPS, 1,599,147 Series B CCPS, 2,798,508 Series B CCPS and 699,626 Series B CCPS of KPI LLC were converted from CCPS into Equity Shares in the ratio of 1:1 on October 10, 2020 at a conversion rate of ₹ 113.41, ₹ 115.94, ₹ 115.44, ₹ 115.65, ₹ 114.16, ₹ 109.56, ₹ 109.00, ₹ 109.39, ₹ 77.02, ₹ 75.90, ₹ 77.31, ₹ 77.17, ₹ 76.65, ₹ 76.15, ₹ 76.56, ₹ 77.08, ₹ 122.00, ₹ 121.83, ₹ 101.06 and ₹ 101.27, respectively. However, the entire consideration for such Equity Shares (issued pursuant to such conversion) was paid at the time of issuance of such CCPS on November 19, 2016, December 12, 2016, January 10, 2017, January 25, 2017, February 7, 2017, April 11, 2017, May 5, 2017, June 16, 2017, July 6, 2017, August 10, 2017, November 8, 2017, November 23, 2017, December 19, 2017, December 26, 2017, February 10, 2018, February 24, 2018, March 6, 2018, March 13, 2018, September 30, 2019 and October 24, 2019.*

(b) Equity shareholding of our Promoter Group (other than our Promoters) and manager or directors of our corporate Promoters

Other than as set out below, none of the members of the Promoter Group (other than our Promoters), the manager or directors of our corporate Promoters, KPI LLC and RIRCPL, hold any Equity Shares as of the date of this Red Herring Prospectus.

S. No.	Name of the Shareholder	Pre-Issue		Post-Issue[(1)]	
		No. of Equity Shares	Percentage of total Shareholding (%)	No. of Equity Shares	Percentage of total Shareholding (%)
	Promoter Group				
1.	Ms. Shraddha Desai[(2)]	7,786,435	9.03	[●]	[●]
2.	Ms. Panna Divyesh Vaidya	624,900	0.72	[●]	[●]
3.	Ms. Meena Bharat Desai	100	Negligible	[●]	[●]
	Directors of RIRCPL				
1.	Mr. Anand S Desai	11,273,440	13.08	[●]	[●]
2.	Ms. Mona A Desai	4,140,625	4.80	[●]	[●]

[(1)]Subject to finalisation of Basis of Allotment

[(2)] Ms. Shraddha Desai has entered into an agreement dated March 2, 2021, for sale of 862,000 Equity Shares held by her, aggregating to 1% of the pre-Issue Equity Share capital of our Company and the Equity Shares are in the process of being transferred. Shareholding presented in the table excludes 862,000 Equity Shares.

(c) Details of Promoter's contribution locked-in for three years

Pursuant to Regulation 14(1) and Regulation 16 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Issue Equity Share capital of our Company held by our Promoters shall be considered as minimum promoters' contribution and locked-in for a period of three years from the date of Allotment ("**Promoters' Contribution**").

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

Name of Promoter	Date of allotment / acquisition	Date of Transaction and when made fully paid-up	Nature of transaction	Face value Per Equity Share (₹)	Issue/ Acquisition price per Equity Share (₹)	No. of Equity Shares Locked-in[(1)]	Percentage of the pre-Issue paid-up capital on a fully diluted basis (%)	Percentage of the post Issue paid-up capital on a fully diluted basis (%)
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total						[●]	[●]	[●]

[(1)] All the Equity Shares were fully paid-up on the respective dates of allotment or acquisition of such Equity Shares, as the case may be.

Our Promoters have given consent to include such number of Equity Shares held by them as may constitute 20% of the fully diluted post-Issue Equity Share capital of our Company as the Promoters' Contribution. Our Promoters have agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner, the Promoters' Contribution from the date of filing of 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.

The minimum Promoters' Contribution has been brought in to the extent of not less than the specified minimum lot and from the persons defined as 'promoter' under the SEBI ICDR Regulations. Our Company undertakes that the Equity Shares that are being locked-in are not ineligible for computation of Promoters' Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. In this connection, we confirm the following:

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

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

(iii) Our Company has been formed by conversion of a partnership firm in the year 2003. No Equity Shares have been issued in the one year immediately preceding the date of this Red Herring Prospectus pursuant to such conversion;

(iv) The Equity Shares forming part of the Promoter's Contribution are not subject to any pledge with any creditor; and

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

8. ***Other Lock-in requirements***

(i) In addition to Promoters' Contribution locked in for three years as specified above, and pursuant to Regulations 16(1)(b) and 17 of the SEBI ICDR Regulations, the entire pre-Issue Equity Share capital of our Company will be locked in for a period of one year from the date of Allotment, except for (i) the Equity Shares which may be Allotted to the employees under the ESOP Scheme pursuant to exercise of options held by such employees (whether currently employees or not) and (ii) the Equity Shares Allotted pursuant to the Issue;

(ii) Pursuant to Regulation 22 of the SEBI ICDR Regulations, (a) the Equity Shares held by the Promoters, which are locked-in may be transferred to and among the members of the Promoter Group or to any new promoters or persons in control of our Company, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI Takeover Regulations, as applicable and (b) the Equity Shares held by persons other than the Promoters and locked-in for a period of one year from the date of Allotment in the Issue may be transferred to any other person holding the Equity Shares which are locked-in, subject to continuation of the lock-in in the hands of transferees for the remaining period and compliance with the SEBI Takeover Regulations;

(iii) Pursuant to Regulation 21(a) of the SEBI ICDR Regulations, the Equity Shares held by the Promoters, which are locked-in for a period of three years from the date of Allotment may be pledged only with scheduled commercial banks, public financial institutions, systemically important non-banking finance companies or housing finance companies as collateral security for loans granted by such entities, provided that such loans have been granted for the purpose of financing one or more of the objects of the Issue and pledge of the Equity Shares is a term of sanction of such loans;

(iv) Pursuant to Regulation 21(b) of the SEBI ICDR Regulations, the Equity Shares held by the Promoters which are locked-in for a period of one year from the date of Allotment may be pledged only with scheduled commercial banks, public financial institutions, systemically important non-banking finance companies or housing finance companies as collateral security for loans granted by such entities, provided that such pledge of the Equity Shares is one of the terms of the sanction of such loans; and

(v) Any Equity Shares allotted to Anchor Investors pursuant to the Issue under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

9. **Our shareholding pattern**

Set forth below is the shareholding pattern of our Company as on the date of this Red Herring Prospectus.

Category (I)	Category of the Shareholder (II)	No. of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total No. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	No. of Voting Rights held in each class of securities (IX)		No. of shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a % of diluted share capital (XI)=(VII)+ (X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No. of Voting Rights (X)	Total as a % of total voting rights			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Total								
(A)	**Promoter & Promoter Group[(1)]**	7	65,344,896	-	-	65,344,896	75.80	65,344,896	75.80	-	75.80	-	-	-	-	65,344,896
(B)	**Public[(2)]**	50	20,862,000	-	-	20,862,000	24.20	20,862,000	24.20	-	24.20	-	-	-	-	20,862,000
(C)	**Non Promoter-Non Public**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1)	**Shares underlying Custodian/Depository Receipts**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	**Shares held by Employee Trust**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total (A)+(B)+(C)	**57**	**86,206,896**	**-**	**-**	**86,206,896**	**100.00**	**86,206,896**	**100.00**	**-**	**100.00**	**-**	**-**	**-**	**-**	**86,206,896**

(1) Ms. Shraddha Desai has entered into an agreement dated March 2, 2021, for sale of 862,000 Equity Shares held by her, aggregating to 1% of the pre-Issue Equity Share capital of our Company and the Equity Shares are in the process of being transferred. Shareholding presented in the table excludes 862,000 Equity Shares.

(2) Ms. Shraddha Desai has entered into an agreement dated March 2, 2021, for sale of 862,000 Equity Shares held by her, aggregating to 1% of the pre-Issue Equity Share capital of our Company and the Equity Shares are in the process of being transferred. Shareholding presented in the table includes 862,000 Equity Shares to be held by public shareholders.

10. The BRLMs and their respective associates (as defined under the SEBI Merchant Bankers Regulations) do not hold any Equity Shares as on the date of this Red Herring Prospectus.

11. **Shareholding of our Directors and Key Managerial Personnel in our Company**

Except as stated below, none of our Directors or Key Managerial Personnel hold any Equity Shares in our Company:

S. No.	Name of the Shareholder	Pre-Issue	
		Number of Equity Shares held	Percentage of Equity Share capital (%)
1.	Mr. Milan Thakkar	20,000,000	23.20
2.	Mr. Anand S Desai	11,273,440	13.08
3.	Ms. Mona A Desai	4,140,625	4.80
	Total	**35,414,065**	**41.08**

12. **Details of shareholding of the major Shareholders of our Company**

(a) As on the date of this Red Herring Prospectus, our Company has 57 Shareholders.

(b) Set forth below are details of Shareholders holding 1% or more of the paid-up share capital of our Company as on date of this Red Herring Prospectus:

S. No.	Name of the Shareholder	Pre-Issue			
		Number of Equity Shares	Percentage of equity share capital (%)	Number of Equity Shares on a fully diluted basis	Percentage of equity share capital on a fully diluted basis (%)
1.	KPI LLC	36,206,896	42.00	36,206,896	42.00
2.	Mr. Milan Thakkar	20,000,000	23.20	20,000,000	23.20
3.	Mr. Anand S Desai	11,273,440	13.08	11,273,440	13.08
4.	Ms. Shraddha Desai[(1)]	7,786,435	9.03	7,786,435	9.03
5.	RIRCPL	5,312,500	6.16	5,312,500	6.16
6.	Ms. Mona A Desai	4,140,625	4.80	4,140,625	4.80
	Total	**84,719,896**	**98.27**	**84,719,896**	**98.27**

[(1)] Ms. Shraddha Desai has entered into an agreement dated March 2, 2021, for sale of 862,000 Equity Shares held by her, aggregating to 1% of the pre-Issue Equity Share capital of our Company and the Equity Shares are in the process of being transferred. Shareholding presented in the table excludes 862,000 Equity Shares.

(c) Set forth below are details of Shareholders holding 1% or more of the paid-up share capital of our Company as of 10 days prior to the date of this Red Herring Prospectus:

S. No.	Name of the Shareholder	Pre-Issue			
		Number of Equity Shares	Percentage of Equity Share capital (%)	Number of Equity Shares on a fully diluted basis	Percentage of equity share capital on a fully diluted basis (%)
1.	KPI LLC	36,206,896	42.00	36,206,896	42.00
2.	Mr. Milan Thakkar	20,000,000	23.20	20,000,000	23.20
3.	Mr. Anand S Desai	11,273,440	13.08	11,273,440	13.08
4.	Ms. Shraddha Desai	8,648,435	10.03	8,648,435	10.03
5.	RIRCPL	5,312,500	6.16	5,312,500	6.16
6.	Ms. Mona A Desai	4,140,625	4.80	4,140,625	4.80
	Total	**85,581,896**	**99.27**	**85,581,896**	**99.27**

(d) Set forth below are details of Shareholders holding 1% or more of the paid-up share capital of our Company as of one year prior to the date of this Red Herring Prospectus:

S. No.	Name of the Shareholder	Pre-Issue			
		Number of Equity Shares	Percentage of equity share capital (%)	Number of Equity Shares on a fully diluted basis[(1)]	Percentage of equity share capital on a fully diluted basis (%)
1.	KPI LLC	100	Negligible	28,125,000	36.00
2.	Mr. Milan Thakkar	20,000,000	40.00	20,000,000	25.60
3.	Mr. Anand S Desai	11,273,440	22.55	11,273,440	14.43
4.	Ms. Shraddha Desai	8,648,435	17.30	8,648,435	11.07
5.	RIRCPL	5,312,500	10.63	5,312,500	6.8
6.	Ms. Mona A Desai	4,140,625	8.28	4,140,625	5.3
	Total	**49,375,100**	**98.75**	**77,500,000**	**99.20**

[(1)] Calculated on the basis of total Equity Shares held by a Shareholder which will result upon conversion of any convertible instruments held by such Shareholder

(e) Set forth below are details of Shareholders holding 1% or more of the paid-up share capital of our Company as of two years prior to the date of this Red Herring Prospectus:

S. No.	Name of the Shareholder	Pre-Issue			
		Number of Equity Shares	Percentage of Equity Share capital (%)	Number of Equity Shares on a fully diluted basis[(1)]	Percentage of equity share capital on a fully diluted basis (%)
1.	KPI LLC	100	Negligible	24,626,866	33.00
2.	Mr. Milan Thakkar	20,000,000	40.00	20,000,000	26.80
3.	Mr. Anand S Desai	11,273,440	22.55	11,273,440	15.11
4.	Ms. Shraddha Desai	8,648,435	17.30	8,648,435	11.59
5.	RIRCPL	5,312,500	10.63	5,312,500	7.12
6.	Ms. Mona A Desai	4,140,625	8.28	4,140,625	5.55
	Total	**49,375,100**	**98.75**	**74,001,866**	**99.16**

[(1)] Calculated on the basis of total Equity Shares held by a Shareholder which will result upon conversion of any convertible instruments held by such Shareholder

13. **Employee Stock Option Scheme**

Our Company has formulated an employee stock option scheme, namely, Anupam - Employees Stock Option Plan 2020 (the "**ESOP Scheme**") pursuant to a resolution passed by our shareholders on December 4, 2020 with total options of 1,312,795.

ESOP Scheme

As on the date of this Red Herring Prospectus, under the ESOP Scheme, 1,312,760 options have been granted while no options have vested and none of these options have been exercised.

The following table sets forth the particulars of the ESOP Scheme, including options granted as on the date of this Red Herring Prospectus.

Particulars	Details From April 1, 2020 to March 2, 2021
Total options outstanding as at the beginning of the period	Nil
Total options granted on December 10, 2020	1,312,760
Vesting period	• 33.34% of the options granted, will vest on December 9, 2021; • 33.34% of the options granted will vest on December 9, 2022; and • 33.32% of the options granted will vest on December 9, 2023.
Exercise price of options in ₹ (as on the date of grant options)	225.00

Particulars	Details From April 1, 2020 to March 2, 2021
Options forfeited/lapsed/cancelled	Nil
Variation of terms of options	Nil
Money realized by exercise of options	Nil
Total number of options outstanding in force	1,312,760
Total options vested (excluding the options that have been exercised)	Nil
Options exercised (since implementation of the ESOP scheme)	Nil
The total number of Equity Shares arising as a result of exercise of granted options (including options that have been exercised)	Nil
Employee wise details of options granted to:	
(i) Key managerial personnel	
Dr. Nileshkumar Naik	29,540
Mr. Afzal Malkani	22,550
Ms. Suchi Agarwal	4,220
Mr. Anuj Thakar	15,560
Mr. Ravi Desai	7,800
(ii) Any other employee who receives a grant in any one year of options amounting to 5% or more of the options granted during the year	Nil
(iii) Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	None
Diluted earnings per share pursuant to the issue of Equity Shares on exercise of options in accordance with IND AS 33 'Earnings Per Share'	Fiscal 2018: N.A. Fiscal 2019: N.A. Fiscal 2020: N.A. April 1, 2020 – December 31, 2020: N.A. *All the options currently outstanding, being 1,312,760 options, were granted on December 10, 2020. Accordingly, there is no impact of such grant on the Restated Financial Statements included in this Red Herring Prospectus.* *There is no impact on historical financials as options were granted on December 10, 2020.*
Where the Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference, if any, between employee compensation cost so computed and the employee compensation calculated on the basis of fair value of the stock options and the impact of this difference, on the profits of the Company and on the earnings per share of the Company	For the stock options outstanding as on December 31, 2020, an amount of ₹ 1.26 million is debited to employee cost as share based compensation
Method and significant assumptions used to estimate the fair value of options granted during the year including, weighted	Methodologies Considered for Black Scholes Valuation:

<table>
<tr><th>Particulars</th><th colspan="4">Details
From April 1, 2020 to March 2, 2021</th></tr>
<tr><td rowspan="8">average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends, and the price of the underlying share in the market at the time of grant of option</td><td>Particulars</td><td colspan="3">ESOP Scheme</td></tr>
<tr><td></td><td>Vest 1 - 2021</td><td>Vest 2 - 2022</td><td>Vest 3 - 2023</td></tr>
<tr><td>Fair value of options per share at grant date (₹)</td><td>22.37</td><td>37.81</td><td>50.36</td></tr>
<tr><td>Enterprise value per share at the grant date (₹)</td><td>190.26</td><td>190.26</td><td>190.26</td></tr>
<tr><td>Exercise price per share at the grant date (₹)</td><td>225.00</td><td>225.00</td><td>225.00</td></tr>
<tr><td>Expected volatility</td><td>39.06%</td><td>39.06%</td><td>39.06%</td></tr>
<tr><td>Expected life</td><td>13 months</td><td>25 months</td><td>37 months</td></tr>
<tr><td>Expected dividends</td><td colspan="3">Not factored Separately</td></tr>
<tr><td>Risk free investment rate (based on 5 years Government treasury bonds)</td><td>5.11%</td><td>5.11%</td><td>5.11%</td></tr>
<tr><td>Impact on the profits and on the Earnings Per Share of the last three years if the accounting policies specified in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 had been followed, in respect of options granted in the last three years</td><td colspan="4">There is no impact on historical financials as options were granted on December 10, 2020</td></tr>
<tr><td>Intention of key managerial personnel and whole-time directors who are holders of Equity Shares allotted on exercise of options to sell their shares within three months after the listing of Equity Shares pursuant to the Issue</td><td colspan="4">None of the Key Managerial Personnel and Whole-time Directors are intending to sell the Equity Shares acquired within three months after listing of Equity Shares pursuant to the Issue.</td></tr>
<tr><td>Intention to sell Equity Shares arising out of the ESOP scheme or allotted under an ESOP scheme within three months after the listing of Equity Shares by directors, senior managerial personnel and employees having Equity Shares arising out of the ESOP scheme, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)</td><td colspan="4">As on the date of this Red Herring Prospectus, none of the Directors, senior managerial personnel and employees hold Equity Shares amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions) arising out of the ESOP Scheme</td></tr>
</table>

14. Further, except as disclosed in *"**- Build-up of our Promoters' shareholding in our Company**"* above for sale and purchase of Equity Shares of our Company by our Promoters and sale of 862,000 Equity Shares held by Ms. Shraddha Desai, one of our Promoter Group members, none of our Promoters, members of the Promoter Group, the manager or directors of our corporate Promoters, our Directors or their relatives have sold or purchased any Equity Shares of our Company during the six months preceding the date of the Draft Red Herring Prospectus and this Red Herring Prospectus.

15. There have been no financing arrangements whereby our Promoter, members of the Promoter Group, the manager or directors of our corporate Promoters, our Directors and their relatives have financed the purchase by any other person of securities of our Company during the six months immediately preceding the date of filing of the Draft Red Herring Prospectus and this Red Herring Prospectus.

16. Our Company, our Directors and the BRLMs have not entered into any buy-back or other arrangements for purchase of Equity Shares being offered through this Issue from any person.

17. No person connected with the Issue, including our Company, the members of the Syndicate, or our Directors, shall 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, except for fees or commission for services rendered in relation to the Issue.

18. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Red Herring Prospectus. The Equity Shares to be issued pursuant to the Issue shall be fully paid-up at the time of Allotment.

19. Except for outstanding options granted pursuant to the ESOP Scheme, our Company has no outstanding warrants, options to be issued or rights to convert debentures, loans or other convertible instruments into Equity Shares as on the date of this Red Herring Prospectus.

20. There has been no further issue of Equity Shares from the date of the Draft Red Herring Prospectus until the date of this Red Herring Prospectus and except for any issue of Equity Shares pursuant to exercise of options vested under the ESOP Scheme, there will not be any 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 the date of filing of this Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded, as the case may be.

21. Except for the issue of any Equity Shares pursuant to exercise of options vested and/ or granted under the ESOP Scheme, our Company presently does not intend or propose to alter the capital structure for a period of six months from the Bid/Issue Opening Date, by way of split or consolidation of the denomination of Equity Shares, or further issue of Equity Shares (including issue of securities convertible into or exchangeable for, directly or indirectly into Equity Shares), whether on a preferential basis or by issue of bonus or rights or further public issue of Equity Shares. 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.

22. Up to 220,000 Equity Shares aggregating up to ₹ [●] million (which shall not exceed 5% of the post-Issue Equity Share capital of our Company) shall be reserved for allocation to Eligible Employees under the Employee Reservation Portion, subject to valid Bids being received at or above the Issue Price (net of Employee Discount, if any, as applicable for the Employee Reservation Portion). Only Eligible Employees would be eligible to apply in this Issue under the Employee Reservation Portion. Bids by Eligible Employees can also be made in the Net Issue and such Bids shall not be treated as multiple Bids. Unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹ 200,000. In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for value exceeding ₹ 200,000 up to ₹ 500,000.

23. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company will comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

24. The BRLMs and any person related to the BRLMs or Syndicate Members cannot apply in the Issue 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 AIFs sponsored by entities which are associates of the BRLMs or FPIs (other than individuals, corporate bodies and family offices) sponsored by entities which are associate of the BRLMs.

25. Our Company has and shall ensure that any transactions in Equity Shares by our Promoters and the Promoter Group during the period between the date of filing the Draft Red Herring Prospectus filed in relation to this Issue and the date of closure of the Issue shall be reported to the Stock Exchanges within 24 hours of such transactions.

OBJECTS OF THE ISSUE

Issue of up to [●] Equity Shares for cash at price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share) aggregating to ₹ 7,600.00 million.

The net proceeds of the Issue, i.e. Gross proceeds of the Issue less the Issue expenses ("**Net Proceeds**") are proposed to be utilised in the following manner:

1. Repayment/prepayment of certain indebtedness availed by our Company (including accrued interest); and

2. General corporate purposes.

In addition, we expect to achieve the benefit of listing of our Equity Shares on the Stock Exchanges, including to enhance our visibility and our brand image among our existing and potential customers and creation of a public market for our Equity Shares in India.

The main objects and the objects incidental and ancillary to the main objects of our Memorandum of Association enables our Company to undertake the activities for which the funds are being raised in the Issue.

Net Proceeds

The details of the proceeds of the Issue are summarized in the table below.

(In ₹ million)

S. No	Particulars	Amount
(a)	Gross proceeds of the Issue	Up to ₹ 7,600.00
(b)	Less: Issue Expenses[(1)]	[●] [(2)]
(c)	**Net Proceeds**	[●] [(2)]

*[(1)] See "**- Issue Related Expenses**" below.*
[(2)]To be finalized upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.

Proposed schedule of Implementation and Utilization of Net Proceeds

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below.

(in ₹ million)

S. No	Particulars	Total estimated amount / expenditure	Amount to be deployed from the Net Proceeds in Fiscal 2022
1.	Repayment/prepayment of certain indebtedness availed by our Company (including accrued interest)	5,636.98	5,636.98
2.	General corporate purposes[(1)]	[●]	[●]
	Total Net Proceeds	[●]	**[●]**

[(1)] To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25.00% of the Net Proceeds of the Issue.

The requirement and deployment of funds as indicated above are based on our internal management estimates, prevailing market conditions and have not been appraised by any bank or financial institution. We may have to revise our funding requirements and deployment from time to time on account of various factors, such as, change in cost, financial and market conditions, business and strategy and interest/exchange rate fluctuations or other external factors, which may not be within the control of our management. This may entail rescheduling and revising the funding requirement for a particular object or increasing or decreasing the amounts earmarked towards any of the objects at the discretion of our management, subject to compliance with applicable law. For details, see "***Risk Factors – Any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval***" on page 35.

Our Company proposes to deploy the entire Net Proceeds towards the aforementioned objects during Fiscal 2022. If the Net Proceeds are not utilized (in full or in part) for the objects of the Issue during the period stated above due to factors such as (i) the timing of completion of the Issue; (ii) market conditions outside the control of our Company; and (iii) any other business and commercial considerations, the remaining Net Proceeds shall be utilized (in part or full) in subsequent periods as may be determined by our Company, in accordance with applicable laws.

In case of any surplus after utilization of the Net Proceeds towards the aforementioned objects, we may use such surplus towards general corporate purposes, provided that the total amount to be utilized towards general corporate purposes does not exceed 25% of the Net Proceeds from the Issue in accordance with applicable law. Further, in case of any variations in the actual utilisation of funds earmarked towards the objects set forth above, then any increased fund requirements for a particular object may be financed by surplus funds (subject to utilisation towards general corporate purposes does not exceed 25% of the Net Proceeds from the Issue), if any, available in respect of the other objects for which funds are being raised in this Issue. In case of a shortfall in raising requisite capital from the Net Proceeds towards meeting the aforementioned objects, we may explore a range of options including utilising our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls.

Details of the Objects

1. *Repayment/prepayment of certain indebtedness availed by our Company (including accrued interest)*

Our Company has entered into various borrowing arrangements with banks and financial institutions including borrowings in the form of terms loans and fund based and non-fund based working capital facilities. For details of these financing arrangements including indicative terms and conditions, see "***Financial Indebtedness***" on page 245.

Our Company intends to utilize ₹ 5,636.98 million of the Net Proceeds towards repayment or prepayment of all or a portion of the principal amount on certain loans availed by our Company and the accrued interest thereon. Pursuant to the terms of the borrowing arrangements, prepayment of certain indebtedness may attract prepayment charges as prescribed by the respective lender. Such prepayment charges, as applicable, will also be funded out of the Net Proceeds. Given the nature of the borrowings and the terms of repayment or prepayment, the aggregate outstanding amounts under the borrowings may vary from time to time and our Company may, in accordance with the relevant repayment schedule, repay or refinance some of their existing borrowings prior to Allotment. Also, our Company may avail additional loan facilities or draw down on in its working capital facilities from time to time to meet its business requirements. Accordingly, our Company may utilise the Net Proceeds for repayment/prepayment of any such refinanced facilities (including any prepayment fees or penalties thereon), any additional facilities obtained by our Company or working capital borrowings outstanding at the time utilising the Net Proceeds. 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, will not exceed ₹ 5,636.98 million. We believe that such repayment or prepayment will help reduce our outstanding indebtedness and debt servicing costs and enable utilization of the internal accruals for further investment towards business growth and expansion. In addition, we believe that this would improve our ability to raise further resources in the future to fund potential business development opportunities.

The selection of borrowings proposed to be prepaid or repaid amongst our borrowing arrangements availed will be based on various factors, including (i) cost of the borrowing, including applicable interest rates, (ii) any conditions attached to the borrowings restricting our ability to prepay/ repay the borrowings and time taken to fulfil, or obtain waivers for fulfilment of such conditions, (iii) receipt of consents for prepayment from the respective lenders, (iv) terms and conditions of such consents and waivers, (v) levy of any prepayment penalties and the quantum thereof, (vi) provisions of any laws, rules and regulations governing such borrowings, and (vii) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan.

The details of the outstanding loans proposed for repayment or prepayment, in full or in part from the Net Proceeds are set forth below.

S. No	Name of the lender	Initial date of sanction	Nature of loan	Sanctioned amount (in ₹ million)	Total outstanding amount as on January 31, 2021 (in ₹ million)[1]	Interest as on January 31, 2021 (in ₹ million)	Repayment schedule	Purpose for which the loan was sanctioned
1.	Standard Chartered Bank (**"ECB – 1"**)	October 15, 2015	External commercial borrowing	527.33[3]	145.92[3]	LIBOR rate + 3.25%	Quarterly	Capital Expenditure
2.	Standard Chartered Bank (**"ECB – 2"**)	August 14, 2017	External commercial borrowing	260.00[3]	261.97[3]	LIBOR rate + 2.00%	Quarterly	Capital Expenditure
3.	Yes Bank Limited	June 16, 2020	Term loan	305.00	290.91	11.00%	Monthly	Capital Expenditure
4.	Yes Bank Limited	June 16, 2020	Term loan	300.00	295.38	10.80%	Monthly	Capital Expenditure
5.	ICICI Bank Limited	September 30, 2015	Foreign currency term loan	250.00	3.71	9.95%	Monthly	Capital Expenditure
6.	Aditya Birla Finance Limited	December 7, 2015	Term loan facility	640.00	486.44	11.10%	Monthly	Capital Expenditure
7.	Aditya Birla Finance Limited	November 11, 2016	Term loan facility	360.00	248.64	11.35%	Monthly	Capital Expenditure
8.	Aditya Birla Finance Limited	January 31, 2018	Term loan facility	304.80	221.90	11.10%	Monthly	Capital Expenditure
9.	Aditya Birla Finance Limited	March 27, 2019	Term loan facility	100.00	76.19	11.00%	Monthly	Capital Expenditure
10.	Bajaj Finance Limited	March 7, 2017	Term loan facility	305.00	300.00	10.15%	Monthly	Capital Expenditure
11.	Avendus Finance Private Limited	February 5, 2020	Rupee term loan	800.00	240.00	15.00%	Monthly	Capital Expenditure
12.	DBS Bank India Limited	April 1, 2020	Foreign currency term loan	200.00	195.82	6.25%	Quarterly	Capital Expenditure
13.	State Bank of India	April 17, 2020	Term loan facility	200.00	200.00	11.15%	Quarterly	Capital Expenditure
14.	Axis Bank Limited[2]	June 29, 2020	Term loan facility	400.00	368.21	10.25%	Monthly	Capital Expenditure
15.	Yes Bank Limited	December 24, 2020	Term loan facility	317.20	218.40	8.55%	Monthly	Working Capital
16.	Aditya Birla Finance Limited	December 23, 2020	Term loan facility	221.50	221.50	11.00%	Monthly	Working Capital
17.	Bajaj Finance Limited	December 19, 2020	Term loan facility	73.75	73.75	8.50%	Monthly	Working Capital
18.	Standard Chartered Bank	December 29, 2020	Term loan facility	99.73	99.73	9.00%	Monthly	Working Capital
19.	Standard Chartered Bank	September 4, 2019	Pre shipment credit in foreign currency/ export packing credit	510.00	494.96	LIBOR rate + 2.50%	Monthly (Interest)	Working Capital

S. No	Name of the lender	Initial date of sanction	Nature of loan	Sanctioned amount (in ₹ million)	Total outstanding amount as on January 31, 2021 (in ₹ million)[(1)]	Interest as on January 31, 2021 (in ₹ million)	Repayment schedule	Purpose for which the loan was sanctioned
20.	Yes Bank Limited	June 16, 2020	Pre shipment credit in foreign currency/ export packing credit	560.00	530.43	LIBOR rate + 3.00%	Monthly (Interest)	Working Capital
21.	DBS Bank Limited	April 1, 2020	Pre shipment credit in foreign currency/ export packing credit/ foreign currency demand loan	300.00	214.94	LIBOR rate + 1.90%	Monthly (Interest)	Working Capital
22.	ICICI Bank Limited	April 14, 2020	Pre shipment credit in foreign currency/ cash credit	200.00	177.41	LIBOR rate + 2.00%	Monthly (Interest)	Working Capital
23.	Federal Bank Limited	December 17, 2020	Pre shipment credit in foreign currency	350.00	270.77	LIBOR rate + 2.25%	Monthly (Interest)	Working Capital
	Total			**7,584.31**	**5,636.98**			

[1)]The amount outstanding as of January 31, 2021 has been certified by our Statutory Auditors by way of their certificate dated March 3, 2021. Further, our Statutory Auditors have confirmed that the above borrowings have been utilized for the purposes for which such borrowings were availed.

*[(2)] Axis Bank is an affiliate of one of our Lead Managers, Axis, and is not an associate of our Company in terms of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992. For details, see "**Risk Factors - A portion of the Net Proceeds may be utilized for repayment or pre-payment of loans taken from Axis Bank, which is an affiliate of the Book Running Lead Managers**" on page 28.*

[(3)] USD Exchange rate as on January 31, 2021 was INR 72.96 per 1 USD. Further, exchange rate considered for sanction amount of SCB 1 and SCB 2 was INR 65.92 per 1 USD and INR 65.00 per 1 USD, respectively, on their respective dates of sanction.

2. *General corporate purposes*

The Net Proceeds will first be utilized for the objects as set out above. Subject to this, our Company intends to deploy any balance left out of the Net Proceeds towards our general corporate purposes, as approved by our management, from time to time, subject to such utilization for general corporate purposes not exceeding 25% of the Net Proceeds from the Issue, in compliance with the SEBI ICDR Regulations.

Such general corporate purposes may include, but are not restricted to, the following:

(i) funding growth opportunities, including acquisitions;
(ii) servicing our repayment obligations (principal and interest) under our future financing arrangements;
(iii) capital expenditure, including towards development/refurbishment/renovation of our assets;
(iv) meeting ongoing general corporate purposes or contingencies; and/or
(v) strategic initiatives.

The allocation or quantum of utilization of funds towards the specific purposes described above will be determined by our Board, based on our business requirements and other relevant considerations, from time to time. Our management, in accordance with the policies of the Board, shall have the flexibility in utilizing surplus amounts, if any.

Means of Finance

The fund requirements set out above are proposed to be funded from the Net Proceeds. Accordingly, we confirm that there are no requirements to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from Issue.

Issue Related Expenses

The total expenses of the Issue are estimated to be approximately ₹ [●] million. The expenses of this Issue include, among others, listing fees, selling commission and brokerage, fees payable to the BRLMs, fees payable to legal counsel, fees payable to the Registrar to the Issue, Escrow Collection Bank(s) and Sponsor Bank to the Issue, processing fee to the SCSBs for processing application forms, brokerage and selling commission payable to members of the Syndicate, Registered Brokers, RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

The estimated Issue expenses are as follows:

(*₹ in million*)

Activity	Estimated expenses[(1)]	As a % of the total estimated Issue expenses	As a % of the total Issue size
Fees payable to the BRLMs	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Fees payable to the Registrar to the Issue	[●]	[●]	[●]
Brokerage and selling commission payable to SCSBs, Registered Brokers, RTAs and CDPs, as applicable[(1)]	[●]	[●]	[●]
Processing fees to the SCSBs and to the Sponsor Bank for ASBA Forms procured by Registered Brokers, RTAs or CDPs [(2)]	[●]	[●]	[●]
Printing and distribution of issue stationery	[●]	[●]	[●]
Fees to regulators, including Stock Exchanges	[●]	[●]	[●]
Others (i) Listing fees; (ii) Fees payable to legal counsels; and (iii) Miscellaneous.	[●]	[●]	[●]
Total estimated Issue expenses	[●]	[●]	[●]

[(1)] Issue expenses include goods and services tax, where applicable. Issue expenses will be incorporated at the time of filing of the Prospectus. Issue expenses are estimates and are subject to change.

1) Selling commission payable to the SCSBs on the portion for Retail Individual Investors, Non-Institutional Investors and Eligible Employees which are directly procured by the SCSBs, would be as follows:

Portion for Retail Individual Bidders[*]	*0.35% of the amount Allotted (plus applicable taxes)*

*Portion for Non-Institutional Investors***	*0.20% of the amount Allotted (plus applicable taxes)*
*Portion for Employee Reservation**	*0.25% 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 fees shall be payable by our Company 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 Bid cum Application Form (plus applicable taxes) on the portion for Retail Individual Investors, Non-Institutional Investors and Eligible Employees which are procured by the members of the Syndicate/sub-Syndicate /Registered Broker/RTAs/ CDPs and submitted to SCSB for blocking

2) *The Processing fees for applications made by Retail Individual Investors using the UPI Mechanism would be as follows: Sponsor Bank will be entitled to processing fee of ₹ 8 per each valid Bid cum Application Form for Bids made by RIBs using UPI Mechanism. The Sponsor Bank shall be responsible for making payments to third parties such as the remitter bank, NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, amendments, the Syndicate Agreement and other applicable laws.*

3) *Selling commission and processing/uploading charges on the portion for Retail Individual Investors (using UPI mechanism), Non-Institutional Investors and Eligible Employees which are procured by the Members of syndicate (including their sub-Syndicate Members), RTAs, CDPs or for using 3-in-1 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 Investors**	*0.35% of the amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Investors**	*0.20% of the amount Allotted (plus applicable taxes)*
*Portion for Employee Reservation**	*0.25% 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.

4) *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*

5) *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 Investors using 3-in-1 type accounts*
   - *for Non-Institutional Bids using Syndicate ASBA mechanism/ using 3- in -1 type accounts,*

6) *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.*

7) *For Registered Brokers: Selling commission payable to the registered brokers on the portion for Retail Individual Investors & Non-Institutional Investors which are directly procured by the Registered Brokers and submitted to SCSB for processing would be as follows: Portion for Retail Individual Investors & Non-Institutional Investors: ₹ 10/- per valid application* (plus applicable taxes)*

8) *The commissions and processing fees shall be payable within 30 Working Days post the date of the receipt of the final invoices of the respective intermediaries by the Company.*

Interim Use of Funds

Pending utilization for the purposes described above, we undertake to temporarily invest the funds from the Net Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934, as amended. 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 Loan

Our Company has not raised any bridge loans which are required to be repaid from the Net Proceeds.

Monitoring of Utilization of Funds

Axis Bank has been appointed as the Monitoring Agency for monitoring the utilisation of Net Proceeds, as our Issue size exceeds ₹ 1,000 million, in accordance with Regulation 41 of the SEBI ICDR Regulations. Our Audit Committee and the Monitoring Agency will monitor the utilisation of the Net Proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose the utilisation of the Net Proceeds, including interim use under a separate head in its balance sheet for such fiscal periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Net Proceeds have been utilised. Our Company will also, in its balance sheet for the applicable fiscal periods, provide details, if any, in relation to all such Net Proceeds that have not been utilised, if any, of such currently unutilised Net Proceeds.

Pursuant to Regulation 18(3) of the SEBI Listing Regulations, our Company shall on a quarterly basis disclose to the Audit Committee the uses and application of the Net Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. Our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Red Herring Prospectus and place it before our Audit Committee. 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 Auditors. Further, in accordance with the Regulation 32 of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the utilisation of the Net Proceeds from the objects of the Issue as stated above; and (ii) details of category wise variations in the utilisation of the Net Proceeds from the objects of the Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results of our Company, after placing such information before our Audit Committee.

Variation in objects of the Issue

In accordance with Sections 13(8) and 27 of the Companies Act 2013, our Company shall not vary the objects of the Issue unless our Company is authorized to do so by way of a special resolution of its Shareholders and such variation will be in accordance with the applicable laws including the Companies Act 2013 and the SEBI ICDR Regulations. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the Companies Act 2013. Pursuant to Sections 13(8) and 27 of the Companies Act 2013, our Promoters or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, subject to the provisions of the Companies Act 2013 and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the Companies Act 2013 and the SEBI ICDR Regulations.

Appraising Entity

None of the objects of the Issue for which the Net Proceeds will be utilized have been appraised by any bank/financial institution.

Other Confirmations

No part of the Net Proceeds will be paid to our Promoters, Directors, our Group Companies or our Key Managerial Personnel, except in the ordinary course of business. Our Company has not entered into nor has planned to enter into any arrangement/ agreements with our Directors, our Key Management Personnel, our Group Companies or our Associate in relation to the utilization of the Net Proceeds of the Issue.

BASIS FOR ISSUE PRICE

The Price Band and the Issue Price will be determined by our Company, 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 quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Issue 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. Investors should refer to "***Risk Factors***", "***Our Business***", "***Financial Statements***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 27, 132, 189 and 248, respectively, to have an informed view before making an investment decision.

Qualitative Factors

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

- Strong and long-term relationships with diversified customers across geographies with significant entry barriers;
- Core focus on process innovation through consistent R&D, value engineering and complex chemistries;
- Diversified and customized product portfolio with a strong supply chain;
- Automated manufacturing facilities with strong focus on environment, sustainability, health and safety measures;
- Consistent track record of financial performance; and
- Experienced promoters and strong management team.

For further details, see ***"Risk Factors"*** and ***"Our Business"*** on pages 27 and 132, respectively.

Quantitative Factors

Some of the information presented below relating to our Company is based on the on the Restated Financial Statements. For details, see ***"Financial Statements"*** on page 189.

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

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

As per Restated Financial Statements:

Year/Period ended	Basic EPS (₹)	Diluted EPS (₹)	Weight
March 31, 2020	6.94	6.94	3
March 31, 2019	6.60	6.60	2
March 31, 2018	6.59	6.59	1
Weighted Average	**6.77**	**6.77**	
Nine months ended December 31, 2020[(1)]	**6.03**	**6.03**	

[(1)] Not annualised

Notes:

Basic EPS = $\frac{\text{Restated consolidated net profit after tax for the year / period attributable to the equity Shareholders of the Company}}{\text{Weighted average number of equity shares and potential equity shares outstanding during the year / period}}$

Diluted EPS = $\frac{\text{Restated consolidated net profit after tax for the year / period}}{\text{Weighted average number of diluted equity shares and potential equity shares outstanding during the year / period}}$

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

Particulars	P/E at the Floor Price (no. of times)	P/E at the Cap Price (no. of times)
Based on basic EPS for Fiscal 2020 on Restated Financial Statements	[●]	[●]

Particulars	P/E at the Floor Price (no. of times)	P/E at the Cap Price (no. of times)
Based on diluted EPS for Fiscal 2020 on Restated Financial Statements	[●]	[●]

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 65.72, the lowest P/E ratio is 30.58 and the average P/E ratio is 42.81.

	P/E Ratio	Name of the company	Face value of equity shares (₹)
Highest	65.72	PI Industries Limited	1
Lowest	30.58	SRF Limited	10
Industry Composite	42.81		

Note:

*(1) 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.*

(2) P/E figures for the peer are computed based on closing market price as on March 1, 2021 on BSE, divided by Basic EPS (on consolidated basis) based on the annual report of the company for the Financial Year 2020.

3. Return on Net Worth ("RoNW")

Period/Year ended	RONW (%)	Weight
March 31, 2020	9.62	3
March 31, 2019	10.21	2
March 31, 2018	11.78	1
Weighted Average	**10.18**	
Nine months ended December 31, 2020[(1)]	**6.78**	

[(1)] Not annualised

Notes:

Return on Net Worth (%) = Restated consolidated net profit after tax for the year / period attributable to the equity Shareholders of the Company / Restated consolidated average net worth for the year / period

4. Net Asset Value per Equity Share (Face Value of ₹ 10 each)

NAV	Consolidated (₹)
As on December 31, 2020	95.64
After the Issue	
- At the Floor Price	[●]
- At the Cap Price	[●]
At Issue Price	[●]

Notes:

Net Asset Value per share = Restated consolidated net worth as at the end of the year / period / Number of equity shares and potential equity shares outstanding during the year / period

5. Comparison with listed industry peers

Following is the comparison with our peer group companies listed in India:

Name of the Company	Total Revenue (₹ in million)	Face Value (₹)	P/E	EPS (Basic) (₹)	Return on Net Worth (%)	NAV per share (₹)
Anupam Rasayan India Limited	5,393.87	10	[●]	6.94	9.62%	76.00
Listed Peers						
PI Industries Limited	34,154.00	1	65.72	33.08	17.43%	189.64
Navin Fluorine International Limited	10,948.82	2	32.20	82.60	28.93%	285.38
Astec Lifesciences Limited	5,345.39	10	42.73	24.29	19.25%	126.17

Name of the Company	Total Revenue (₹ in million)	Face Value (₹)	P/E	EPS (Basic) (₹)	Return on Net Worth (%)	NAV per share (₹)
SRF	72,584.60	10	30.58	177.29	20.66%	858.26

Source: All the financial information for listed industry peer mentioned above is on a consolidated basis and is sourced from the annual report of the company for the year ended March 31, 2020.

Source for Anupam Rasayan India Limited: Based on the Restated Financial Statements for the year ended March 31, 2020.

Notes:

(1) P/E Ratio has been computed based on the closing market price of equity shares on BSE on March 1, 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.

6. The Issue Price is [●] times of the Face Value of the Equity Shares.

The Issue Price of ₹ [●] has been determined by our Company in consultation with the BRLMs, on the basis of demand from investors for the Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters.

Investors should read the above mentioned information along with "***Risk Factors***", "***Our Business***" and "***Financial Statements***" on pages 27, 132 and 189, respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in "***Risk Factors***" on page 27 and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

To,

The Board of Directors
Anupam Rasayan India Limited
8110 GIDC Industrial Estate
Sachin
Surat 394 230
Gujarat, India

Sub: Statement of possible special tax benefits available to Anupam Rasayan India Limited ("Company") and the shareholders of the Company prepared to comply with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations")

1. We, Rajendra & Co., Chartered Accountants, the statutory auditors of the Company, hereby confirm that the enclosed Annexure A**,** prepared by the Company and initialled by us and the Company for identification purpose ("**Statement**") for the proposed initial public offering of equity shares of the Company ("**Issue**"), provides the possible special tax benefits available to the Company and to its shareholders under the Income Tax Act, 1961 (read with the rules, circulars and notifications issued in connection thereto), as amended by the Finance Act, 2020, i.e. applicable for the Financial Year 2020-21 relevant to the assessment year 2021-22, presently in force in India and under indirect taxation laws presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant statutory provisions. Hence, the ability of the Company and/or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfil.

2. The benefits discussed in the enclosed Annexure covers only special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to the Company/ shareholders. Management is also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities and for claiming/ utilisation of these available tax benefits. The benefits discussed in the enclosed Statement are not exhaustive. The Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and 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 Issue.

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

    - the Company or its shareholders will continue to obtain these benefits in the future; or
    - the conditions prescribed for availing of the benefits, where applicable have been/would be met with.
    - The revenue authorities/courts will concur with the views expressed herein.

4. 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.

5. We have conducted our examination in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India ("**ICAI**") which requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI. We hereby confirm that while providing this certificate we have complied with the Code of Ethics issued by the ICAI.

6. We hereby consent to the extracts of this certificate and the Statement being used in the Red Herring Prospectus to be filed by the Company in connection with the Issue and other Issue related materials.

7. This is not a statement of the tax treatment of any transaction of investing in the company or a treatise on tax rates and tax provisions. It only elaborates any specific benefits that are available to the company or to its shareholders over and above those that are generally available to operating companies and to the shareholders.

8. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes

For **RAJENDRA & CO.**
Chartered Accountants
Firm Registration Number: 108355W

_____

A.R. Shah
Partner
Membership Number: 047166
Place of Signature: Mumbai
Date: 3rd March, 2021
UDIN: 21047166AAAADR4042

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS TO THE COMPANY AND ITS SHAREHOLDERS

Outlined below are the special tax benefits available to the Company and its shareholders under the Income-tax Act, 1961 ("**the Act**") as amended by the Finance Act 2020, i.e. applicable for the Financial Year 2020-2021 relevant to the assessment year 2021-22, presently in force in India.

I. Special Income tax benefits available to the Company

The Company has obtained a registration from the Department of Scientific and Industrial Research ("**DSIR**") on November 24, 2020 for its Research and Development Unit located at Sachin, Gujarat for a period upto March 31, 2023. On the basis of the said certificate, the capital expenditure incurred in the said Unit (except the cost of land) would be eligible for a write off to the company in the year of incurring the same, subject to compliances as prescribed under the Income Tax Act and related Rules made for the same.

Other than the above, there are no other special income tax benefits available to the Company.

II. Special Income tax benefits available to Shareholders

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

III. Special Indirect Tax benefits available to the Company

The Company has obtained a registration from the DSIR on November 24, 2020 for its Research and Development Unit located at Sachin, Gujarat. On the basis of the said certificate, the in-house R & D units will be able to avail of customs/excise duty exemption on purchase of equipments, instruments, spares thereof, consumables, etc. that are used for research and development subject to relevant Government policies in force from time to time and subject to separate applications being made under the relevant regulations.

Other than the above, there are no special indirect tax benefits available to the Company.

Note:

1. The above statement of Tax Benefits sets out the special tax benefits, if any, available specifically to the Company and its shareholders under the current tax laws presently in force in India.

2. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her or its own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

3. This statement does not discuss any tax consequences in the country outside India of an investment in the Shares. The subscribers of the Shares in the country other than India are urged to consult their own professional advisers regarding possible income-tax consequences that apply to them.

4. In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

5. Our views expressed in this statement are based on the facts and assumptions as indicated in the statement. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

SECTION IV- ABOUT OUR COMPANY

INDUSTRY OVERVIEW

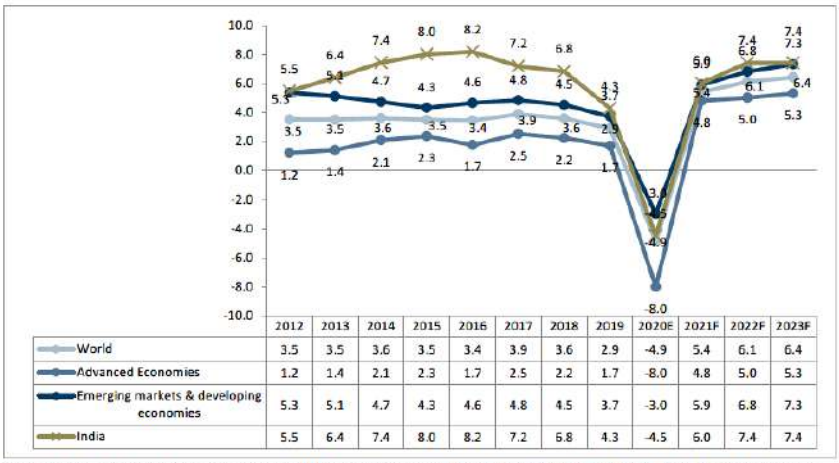
*Unless otherwise indicated, industry and market data used in this section have been derived from the report "Independent Market Report on Crop Protection, Pharmaceuticals and Custom Synthesis" dated December 14, 2020 (the "**F&S Report**") prepared and released by Frost and Sullivan and commissioned and paid by us. None of our Company, the Book Running Lead Managers or any other person connected with the Issue has independently verified such information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. 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. Also see, "**Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data**" on page 18.*

GLOBAL MACROECONOMIC OVERVIEW

Gross Domestic Product ("GDP") Growth

The global GDP is forecasted to experience an approximately 5% contraction in 2020. Based on market exchange rate weights, this contraction of the global GDP is considered as the deepest global recession in decades, in spite of the extraordinary efforts of governments to counter this downturn by providing fiscal and monetary policy support. This significant recession that has been triggered by the COVID-19 pandemic is expected to have short-term repercussions, such as, low investments with the erosion of human capital and fragmentation of the global trade linkages. However, the medium-long term health of the economy is expected to be healthy with the demand expected to increase back to pre-COVID-19 levels primarily driven by increased government investments and incentive schemes.

Real GDP Growth (%): (2012- 2023P)



	2012	2013	2014	2015	2016	2017	2018	2019	2020E	2021F	2022F	2023F
World	3.5	3.5	3.6	3.5	3.4	3.9	3.6	2.9	-4.9	5.4	6.1	6.4
Advanced Economies	1.2	1.4	2.1	2.3	1.7	2.5	2.2	1.7	-8.0	4.8	5.0	5.3
Emerging markets & developing economies	5.3	5.1	4.7	4.3	4.6	4.8	4.5	3.7	-3.0	5.9	6.8	7.3
India	5.5	6.4	7.4	8.0	8.2	7.2	6.8	4.3	-4.5	6.0	7.4	7.4

Source: World Economic Outlook, International Monetary Fund Estimate-Jun 2020, Moody's Outlook, Frost & Sullivan Analysis

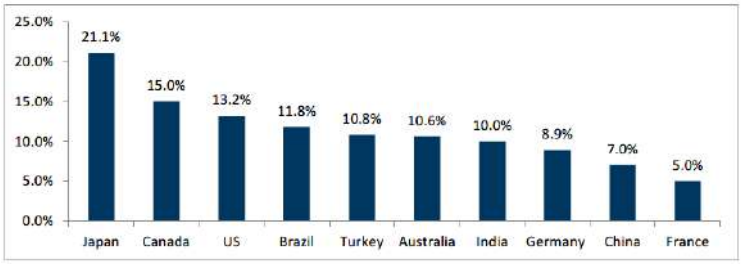
Several sectors, such as, information technology-enabled services, e-commerce, pharmaceuticals, chemicals, diagnostics, consumer goods and durables, agrochemical and fertilizers, have experienced a growth during the COVID-19 pandemic and have benefited owing to the COVID-19 pandemic, since there has been an increase in the demand of medical supplies and care.

Further, the agrochemicals sector is expected to be back to pre-COVID-19 levels. The agro-chemical companies have waved off any disruptions caused due to the COVID-19 pandemic, with such companies expecting to

experience a growth of 15% year-on-year in Fiscal 2021. The impact of the COVID-19 pandemic on agrochemicals and fertilizers industry was relatively lower as compared to other sectors.

In order to address multiple issues, most of the large global economies have announced several stimulus packages to revive demand.

COVID-19 fiscal stimulus packages in G20 countries, as a share of GDP

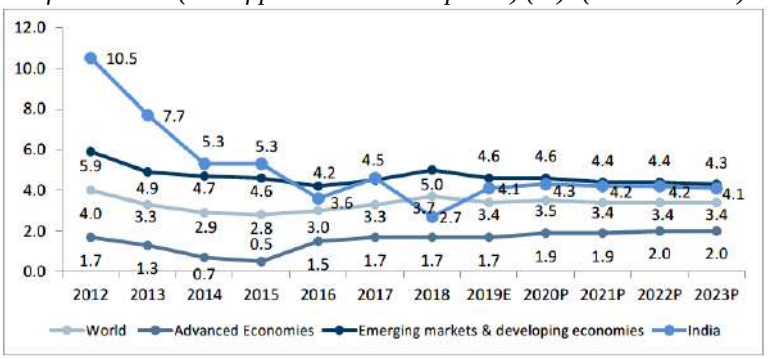


Source: IMF

Global Inflation

The global inflation curve has by primarily been on the downward curve since 2012 on account of the global commodity prices.

Inflation Rate (end of period consumer prices) (%): (2012 - 2023P)



INDIA'S MACROECONOMIC OVERVIEW

GDP Growth and Outlook

The Indian economy has further been slowed down from its growth track on account of a stringent lockdown imposed in March to prevent the spread of the COVID-19 pandemic. India's GDP is expected to reduce by -4.5% in Fiscal 2020, for the first time in four decades. However, the medium term growth outlook is expected to improve and record a growth rate of approximately 7.3% by 2025 on account of strong macroeconomic fundamentals, including moderate inflation, the implementation of key structural reforms and the improved fiscal and monetary policies. Due to the COVID-19 pandemic, the GDP of the first quarter of Fiscal 2021 declined by 23.9% to ₹ 26,895 crores from ₹ 35,353 crores during the first quarter of Fiscal 2020. The private final consumption declined by 24% and gross final capital formation reduced by 48% from the first quarter of Fiscal 2020 to the first quarter of Fiscal 2021.

Real GDP Value, at constant price (₹ 000' billion) and Growth (%), India: (2008 to 2025F)

Source: Moody's Outlook (Nov 2019) Moody's press release 2020, International Monetary Fund Estimate-June 2020, Dun and Bradstreet, Frost & Sullivan

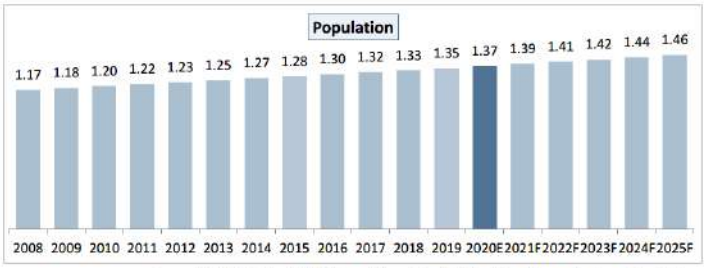
India went through an early lockdown in March which led to the slowdown of many sectors, however, the chemical industry was comparatively less affected. India also started manufacturing personal protective equipment kits and in less than two months became the world's largest producer. India is slowly opening up with most sectors coming back to normalcy. Although India experienced a significant downturn in 2020, it is expected to rebound to approximately 6% growth in 2021. Despite lock down there are several economic indicators which brings a positive outlook, in terms of e-way bills, electricity, and registrations of cars and two-wheelers, and container traffic have risen up. Moreover, capacity utilisation at factories have also increased. In April 2020, Goods and Service Tax ("**GST**") collection was at 28% of that collected in April 2019 which has now progressed to August 2020 collection at 88% of the August 2019 levels. India's GST collection is growing gradually indicating that economy recovery is visible. Further, India's purchasing manager's index ("**PMI**") reduced significantly during the month of April 2020 to 27.4, which stayed at this level for approximately a quarter. Recent PMI numbers from the second quarter of Fiscal 2021 looks promising with PMI increasing to 52 in August 2020 from 27.4 in April 2020. The shift in PMI numbers suggest positive outlook of the Indian economy.

Demographic Overview of India

Population Growth

With a population of 1.35 billion in 2019, India is the second largest populated country in the world. The population is estimated to grow at a CAGR of 1.3% during 2019 and 2025, replacing China and making India the most populated country in the world. India has a relatively young demographic profile, with an average median age of 26.7 years in 2019 and the average median age is estimated to be 28.2 years by 2020, one of the lowest globally in comparison to 37.2 years in the US, 45.8 years in Japan and 36.3 years in China.

India Population in billion, historical and projected: (2008 to 2025F)

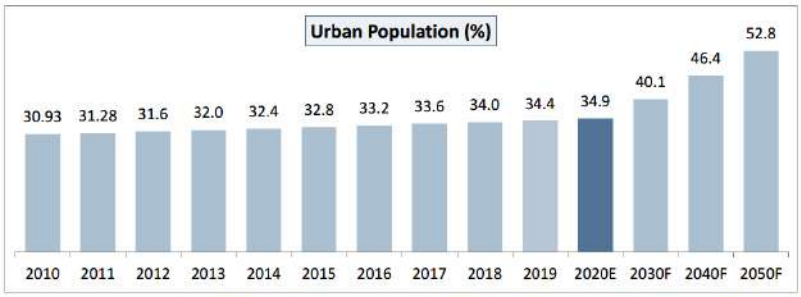


Source: World Bank: Health Nutrition and Population Statistics: Population estimates and projections, International Monetary Fund Estimates-June 2020

Urbanization

The growing urban population of India has led to an increase in the urbanization of India. There has been a significant increase in urban towns and cities in India over the past few years. There are almost 10 million people migrating to cities and towns every year. India's urban population has increased from 27.8% in 2001 to 32.8% in 2015 and is expected to further increase to 34.9% in 2020.

India Urban Population (%): Forecast 2050: (2010 to 2020E)



Source: World Bank: Health Nutrition and Population Statistics: Population estimates and projections

Strong Growth Path

Aatmanirbhar Bharat Abhiyan. The Aatmanirbhar Bharat Abhiyan, combines relief, policy reforms, and fiscal and monetary measures to help businesses and individuals to cope with the situation created by the COVID-19 pandemic and help transform India into a self-reliant economy. The Government of India has also announced the 'production-linked incentive' for the promotion and manufacturing of pharmaceutical raw materials in India. The Government's move is aimed to increase domestic manufacturing and cut dependence on imports of critical active pharmaceutical ingredients ("**APIs**"). Further, the Government is in the process of launching a 'production-linked incentive' scheme for the chemical sector to increase self-reliance in India. This is expected to reduce India's dependency on imports of basic chemicals and enable to the chemical sector to identify import-dependent chemicals and work towards producing them within India. Specialty chemical companies are expected to look at import substitution along with export opportunities to further drive their business.

Strong and Diversified Industrial and Infrastructural Base. India is a highly diversified and self-sufficient economy. India has established a strong and diversified manufacturing base for the production of a wide variety of basic and capital goods to meet the requirements of various sector. India has systematically rolled out a public-private partnership ("**PPP**") programme for the delivery of high-priority public utilities and infrastructure and developed one of the largest PPP programmes in the world.

Global firms look to shift from China to India

China's weakened position can be beneficial for India. Global manufacturers have initiated talks with Indian firms to explore the possibility of shifting a part of their supply chains from China as they seek to diversify their operations following the COVID-19 outbreak. In order to capitalize on this opportunity, the Government of India has undertaken various policy interventions to attract companies looking to shift their manufacturing base to India in the post COVID-19 scenario. The tightening of environmental protection norms in China since January 2015 resulting in increase in operating costs, closure and relocation of manufacturing facilities along with rising labour costs and the recent trade dispute between China and United States have reduced Chinese exports and resulted in shifting the source of key raw materials from China to India. Local sourcing and global companies are shifting base to India, which is expected to increase the manufacturing sector of India.

Chemicals - The Recovery Driver

The following developments are forecasted in the chemical industry over the next two to three years:

Specialty chemicals to drive growth with agro-chemicals and pharma-chemicals to be the focus areas

Post the opening of the lockdown across major global economies, the specialty chemical industry was amongst the first to recover, given the increasing need for its inputs towards essential supplies, such as, pharmaceuticals, personal health and hygiene, and fertilizers and other agricultural needs. Agrochemicals and pharma-chemicals were the first one to revive owing to their application in essential products, such as food and medicines, respectively. The major agrochemical companies have shown approximately 38% improvement in stock prices since the initial lock down started on March 24, 2020, compared to approximately 23 % by the Sensex in general. The Government of India's initiatives, western countries focusing on 'China plus one' strategy and companies moving away from China present opportunities for India to recover. Additionally, agrochemical manufacturing represents a highly profitable and lucrative opportunity. In order to meet the rising diversified food demand, the commercial cultivation of high-value crops is increasing rapidly in recent years. Farmers are demanding superior quality agrochemicals which are balanced and nutritive, which is one of the key drivers. In the API sector, there

have been significant private equity investment and international funds being allocated. If the situation with China continues, India will have to invest significantly and focus on API manufacturing moving from China to India. India is focusing on finding alternative sources in the immediate term and develop domestic capabilities.

China's loss, India's gain

Several global players are preferring a 'China plus one offshore strategy', with capacities shifting to cost efficient markets with strong technology capabilities, such as, India. Stringent environmental regulations and increased cost of labor have already muted growth in China. The COVID-19 pandemic has compounded the situation further as companies across the world are looking for alternate supply solutions. Japan's announcement to offer incentives to companies shifting base from China to India further highlights that companies are focusing on reducing dependence on China and develop local supply chains. Joint ventures and/ or technology transfers will drive the knowledge growth for the Indian industry subject to stronger intellectual protection rights. The impact of China's declining competitiveness has provided the opportunity for India to intensify its effort to capture larger market share.

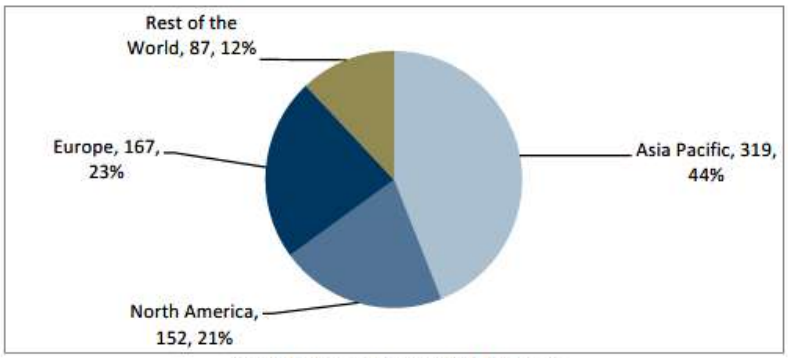
It is expected that the Chinese companies will recover, however at significantly higher cost of productions due to the significant investment in environment-friendly compliant equipment and manufacturing practices. On the other hand, India is expected to have significantly strengthened its position in the global supply chain and would be a very viable alternative for global players looking to de-risk their supply chain, while retaining their sourcing costs. Pharma and agrochemicals are some of the key sectors that are particularly expected to benefit from this shift in dynamics. Further, the Chinese manufacturers continue to operate at lower capacity levels given the increased monitoring of safety standards and compliance norms. The powering trend of de-risking of input procurement from China by global chemical leaders offers great export as well as domestic sales opportunity for Indian specialty chemical industry.

GLOBAL SPECIALTY CHEMICAL INDUSTRY OVERVIEW

Specialty chemicals are low-volume and high-value products which are sold on the basis of their quality or utility, rather than composition. Thus, they may be used primarily as additives or to provide a specific attribute to the end product. Specialty chemicals are more likely to be prepared and processed in batches. The focus is on value addition to the end-product and the properties or technical specifications of the chemical. Rapid industrialization in India and China is expected to drive demand for specialty chemicals. The Asia-Pacific region dominates the market across the world, with a share of 44%, owing to the large customer base, leading to high demand for specialty chemicals, increasing industrial production, and robust growth of the construction sector in the region. The Asia-Pacific region is followed by Europe and North America.

Out of the total international chemical industry, the global specialty chemicals industry only constituted approximately 12% in Fiscal 2018, and is expected to grow at a CAGR of approximately 13% from Fiscal 2018 to Fiscal 2025.

Global Specialty Chemicals Market by Geography, 2019, Value (US$ 725 billion)

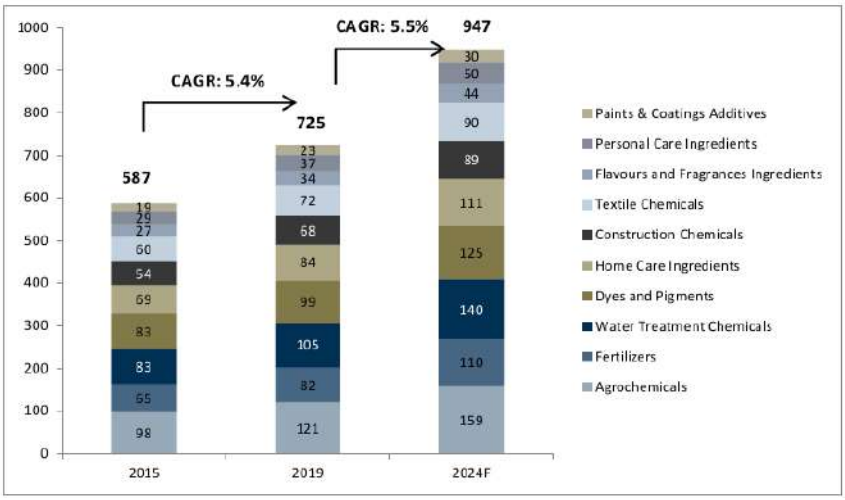


Source: Frost & Sullivan research & analysis

Market Segmentation– by Industry and Application Type

Specialty chemicals industry can be categorized into a mix of end-use driven segments and application-driven segments.

Global Specialty Chemicals Market, Value (US$ billion): (2015, 2019 and 2024F)



Global Specialty Chemicals Market, Value CAGR (%): (2015-2019 and 2019-2024F)

	Dyes and Pigments	Agrochemicals	Fertilizers	Textile Chemicals	Water Treatment Chemicals	Home Care Ingredients	Personal Care Ingredients	Flavours and Fragrances	Construction Chemicals	Paints & Coatings Additives
2015-19	4.8%	5.4%	5.9%	4.6%	6.1%	5.2%	6.0%	5.5%	5.9%	4.9%
2019-24F	4.7%	5.7%	6.1%	4.5%	6.0%	5.7%	6.2%	5.3%	5.6%	4.8%

Source: Frost & Sullivan

Five-year growth forecast split by key industries highlighting key factors driving growth

Segments	Key Growth Drivers	(2019-2024 CAGR)
Agrochemicals	• Increasing global population, decreasing arable land and consequent requirement to improve crop yields. • New demand for agricultural products would also be created by the use of agricultural products for industrial applications, such as, fuel blending and polymer manufacturing, and opening up new avenues of applications for agrochemicals.	5% to 6%
Fertilizers	• Strong growth in food demand (in proportion with the growing world population) is expected to exhibit a strong growth. Conversely, as a result of increasing urbanization levels, available arable land is expected to decrease. Hence, fertilizers are expected play a key role in increasing the average crop yields per hectare. • Contract farming is also expected to create a positive impact on fertilizer usage where multinationals and large contractors help farmers improve yield of their crops by providing technological as well as training assistance/ support.	Approximately 6%
Construction Chemicals	• Rise in construction projects across emerging markets and increased adoption of construction chemicals for improvement in quality of projects.	5% to 6%
Home Care Ingredients	• Growth in household and industrial and institutional cleaners market. • Growing consumption of environmentally friendly products.	5% to 6%
Personal Care Ingredients	• Growth in demand for personal care products is driven primarily by emerging markets in the Asia-Pacific region, particularly China and India, which are expected to grow at a CAGR of more than 10%. • United States and Europe are expected to grow at approximately 4% primarily driven by the shift towards natural active ingredients.	6% to 7%
Paints and Coatings Additives	• Demand driven by growing automotive industry, increasing urban population, rising household consumption expenditure and improving economic conditions.	Approximately 5%
Water Treatment Chemicals	• Strengthening environmental regulations and rising water quality standards for municipal consumption in matured markets of North America and Europe.	Approximately 6%

Segments	Key Growth Drivers	(2019-2024 CAGR)
	• In emerging markets, strong economic growth resulting in greater municipal and industrial spending in water treatment effort will drive growth of this segment.	
Textile Chemicals	• Increasing demand for finishing chemicals that allow a variety of beneficial properties, such as, anti-microbial properties, wrinkle-free properties and stain-resistance, to be imparted to the textile.	4% to 5%
Flavours and Fragrances Ingredients	• Strong growth in low-fat and low-carbohydrate foods and beverages in North America. • Higher consumer willingness to experiment with new flavours and fragrances. • Increased production of processed foods in developing countries causing a spurt in the demand for flavours. • A shift in perception of fragrance from being a non-essential attribute to an indispensable part of personal care	Approximately 5%
Dyes and Pigments	• Growth in demand for high performance pigments which are highly durable pigments, resistant to ultra-violet radiation, heat and chemical. • Use of eco-friendly colorants such as low impact dyes is emerging.	4% to 5%

Impact of COVID-19

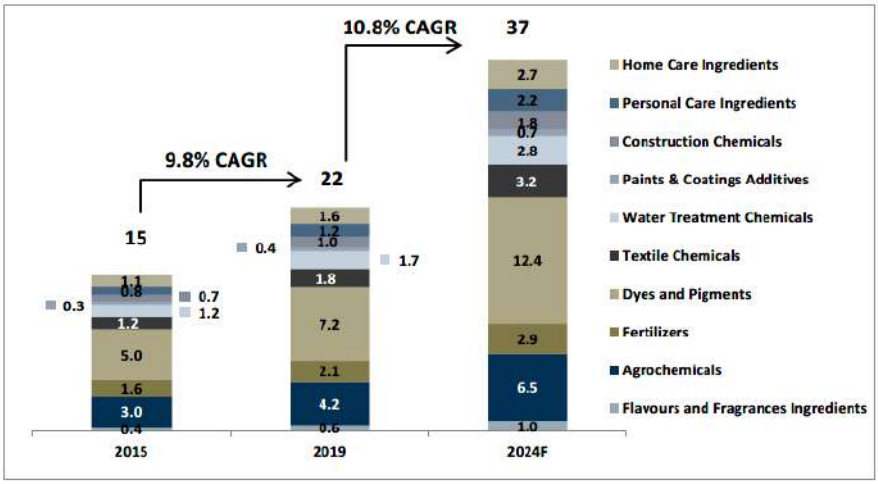
Capacity utilization had reduced to approximately 40% to 60% during the peak of the COVID-19 pandemic and lockdown in April to June 2020 due to labor shortages and disruptions in the supply of raw material. Demand for chemicals for automotive, transportation and consumer products sectors also reduced by approximately 30%. Products that are less exposed to the price of oil have seen stable prices whereas crude dependents have significantly impacted.

INDIA SPECIALTY CHEMICAL INDUSTRY OVERVIEW

The Indian chemicals market is valued at approximately US $ 200 billion in 2019 with basic chemicals, also known as commodity chemicals or bulk chemicals, accounting for majority share of 56%. The specialty chemicals industry is driven by both domestic consumption and exports. India's specialty chemical companies are gaining favour with international multinational companies on account of the geo-political shift after the outbreak of COVID-19 as the world looks to reduce its dependence on China. Currently, China accounts for approximately 17% to 18% of the world's exportable specialty chemicals, whereas India accounts for only 1% to 2%, indicating that India has a large scope of improvement and widespread opportunity. It is anticipated that specialty chemicals will be the next great export pillar for India.

Overall, the specialty chemicals industry is likely to continue to perform well in the near to medium term and is expected to capitalize on the 'Make in India' benefits to assume leadership position in the market.

Indian Specialty Chemicals Market, Value (US$ billion): (2015, 2019 and 2024F)

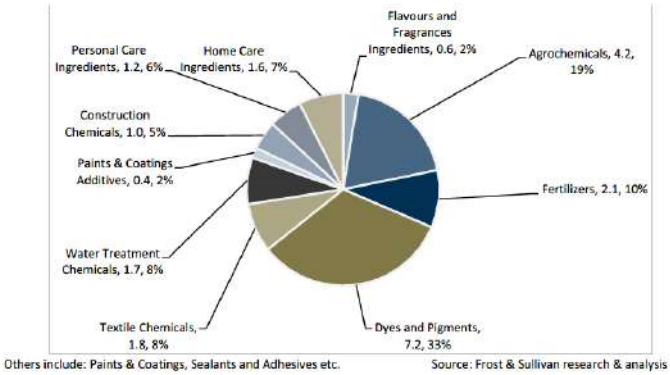


Indian Specialty Chemicals Market, Value CAGR (%): (2015-2019 and 2019-2024F)

	Dyes and Pigments	Agrochemicals	Fertilizers	Textile Chemicals	Water Treatment Chemicals	Home Care Ingredients	Personal Care Ingredients	Flavours and Fragrances	Construction Chemicals	Paints & Coatings Additives
2015-19	9.7%	8.9%	6.5%	10.7%	9.1%	10.4%	11.9%	11.0%	11.1%	10.0%
2019-24F	11.5%	9.2%	7.0%	12.2%	10.5%	10.6%	12.4%	12.2%	11.4%	11.4%

Source: Frost & Sullivan

Indian Specialty Chemicals Market by Industry and Applications, 2019, Value (US$ 22 billion)



Others include: Paints & Coatings, Sealants and Adhesives etc. Source: Frost & Sullivan research & analysis

Five-year growth forecast split by key industries highlighting key factors driving growth

Segments	Key Growth Drivers	India Market, (2019-2024 CAGR)
Agrochemicals	• Increase in awareness levels of farmers. • Improvement in rural income encouraged by various government schemes. • Need to improve agricultural yields at a faster pace compared to the growth in demand to be able to meet food sufficiency targets. • 'Direct Benefit Transfer' allows for direct transfer of benefit or subsidy to citizens living below poverty line.	9.2%
Fertilizers	• Fertilizer consumption in India has remained highly skewed, with respect to the lower penetration in the number of states, leaving room for future growth. With the shrinking arable land and growing population, it is becoming increasingly important to have high crop yields in India. Having promoted 'Aatma-nirbhar Bharat' mission throughout India, usage of fertilizers is expected to grow to reduce dependence on imports for the food security. • With the increasing domestic manufacturing operations for fertilizers in India, fertilizer prices are projected to reduce over the next decade. This will make fertilizers more affordable to the farmers and increase its domestic usage. Subsequent domestic manufacturing leading to reduction in prices of fertilizers will also improve farmer's income (with improvement in crop yield) and will be responsible for generating high local demand within the country	7%
Construction Chemicals	• Growth in Indian construction industry over the next five years, driven by housing and infrastructure projects. • Increase in adoption of global standards of construction in India will lead to growth of this market	11.4%
Paints and Coatings Additives	• Growth in per capita paint consumption in India. • Strong growth in automotive industry.	11.4%
Water Treatment Chemicals	• The growing urban population is adding to the demand for water purification and waste water management. • 'Namami Gange Programme' - an integrated conservation mission, approved as 'Flagship Programme' by the Union Government in June 2014 with budget outlay of ₹ 20,000 Crore to accomplish the twin objectives of effective abatement of pollution, conservation and rejuvenation of National River Ganga.	10.5%
Textile Chemicals	• Driven by domestic demand and exports of high quality textiles	12.2%

Segments	Key Growth Drivers	India Market, (2019-2024 CAGR)
Flavours and Fragrances Ingredients	• Marketing by fast moving consumer goods companies has created demand for categories, such as, deodorants, room fresheners and perfumed soaps in rural markets. • Increasing demand for processed food.	12.2%
Home Care Ingredients	• Growth in population and per capita income to drive growth in this segment.	10.6%
Personal Care Ingredients	• Rapid increase in the adoption of personal care products, especially in rural markets.	12.4%
Dyes and Pigments	• The current strategy of most European pigment producers is to use their local facilities for high-end performance colorants for new and niche markets and source non differentiated dye, pigments from low-cost facilities based in China and India.	11.5%

Competition Landscape

Key players in the market

S. No.	Company Name	Business Segments	2019 Revenue	2019 Net Profit	Net Profit Margin (%)
1.	PI Industries	Pesticides/ Agro Chemicals sector	₹ 3,415 crores	₹ 457 crore	13.4%
2.	Astec Lifesciences	Pesticides/ Agro Chemicals sector	₹ 522 crore	₹ 48 crore	9.2%
3.	Bharat Rasayan	Crop Protection	₹ 1,232 crores	₹ 158 crore	12.8%
4.	Aarti Industries	Specialty Chemicals (benzene based intermediates) and pharmaceuticals API	₹ 4,186 crores	₹ 546 crore	13.0%
5.	SRF	Fluorochemicals, specialty chemicals, technical textiles and packaging films	₹ 7,209 crores	₹ 915 crore	12.7%
6.	Vinati Organics	Organic intermediates, monomers and polymers	₹ 1,073 crores	₹ 333 crore	31.0%
7.	UPL	Agrochemicals, industrial chemicals, chemical intermediates, specialty chemicals and crop protection solutions	₹ 35,755 crores	₹ 2,175 crore	6.1%
8.	Navin Fluorine International Limited	Fluorine chemistry	₹ 1,061 crores	₹ 401 crore	37.8%
9.	Sumitomo Chemical India	Crop Protection, Environmental Health, Professional Pest control and Feed	₹ 2,434 crores	₹ 206 crore	8.5%
10.	Gujarat Alkalis and Chemicals	Commodity Chemicals	₹ 2,724 crores	₹ 332 crore	12.2%
11.	Balaji Amines Limited	Commodity Chemicals	₹ 935 crores	₹ 97 crore	10.4%
12.	Lanxess	Specialty Chemicals	₹ 2,608 crores	N/A	N/A
13.	Laxmi Organic Industries Limited	Specialty Chemicals	₹ 1,039 crores	N/A	N/A
14.	Chemcon Speciality Chemicals Limited	Specialty Chemicals	₹ 262 crores	N/A	N/A
15.	Rossari Biotech Limited	Specialty Chemicals	₹ 600 crores	₹ 65 crore	10.8%
16.	Praj Industries	Bio-chemicals	₹ 1,102 crores	₹ 70 crores	4.6%
17.	Godavari Biorefineries	Bio-chemicals	₹ 1,536 crores	N/A	N/A

Impact of COVID-19

Micro, small and medium enterprises are well positioned to capitalize on the gap in imports for select chemicals. The Government has deferred equated monthly installments to ease the flow of working capital. Fundamental factors, such as, growing population and per capita chemical consumption are also supporting this opportunity. The opportunity for domestic capacity scale-up, developing alternative sources of supply and investment in backward integration have opened up as well as have the markets for exports where companies are looking for alternatives for China. With increased awareness on sanitation and cleanliness, there is a surge in demand for

cleaning chemicals, personal hygiene and personal care products including soaps, surface cleaners and hand sanitizers.

India – Racing Ahead of China

Exports are on the rise, as India is becoming a central manufacturing hub for such chemicals. Tightening of environmental norms, such as, Registration, Evaluation, Authorisation and Restriction of Chemicals regulations, in developed countries and the slowdown of China are contributing to the growth of exports.

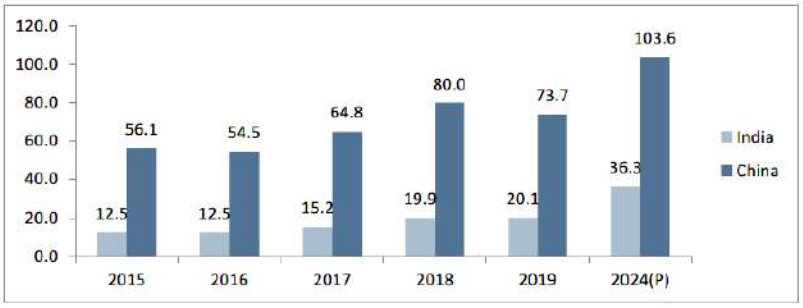
China's specialty chemicals market has seen a downturn in recent years due to various factors. Most prominent being the introduction of stringent environmental norms. Tightening environmental protection norms added additional operating costs and led to factory closures in high-polluting sectors, which weighed on industrial production. Stricter environment regulations have negatively impacted industrial output since 2017.

Stringent environment norms: The Chinese government started implementing stricter environmental protection norms from January 2015. In 2018, an estimated 40% of the chemical manufacturing capacity in China was temporarily shut down for safety inspections, with over 80,000 manufacturing units charged and fined for breaching emission limits. China's Ministry of Environmental Protection enforced strict penalties on polluting industries, including chemicals.

In 2016, the Government of Jiangsu, China, issued a development plan for the Yangtze River Delta Economic Belt. As per the plan, the government set a goal of shutting down or relocating nearly 1,000 chemical plants, which use older technology or are located near the Yangtze River, within three years (2018 – 2020). By 2020, 134 chemical firms are expected to shut down, be relocated or renovated. No factories will be allowed within 1 kilometer of the river. The Chinese government has also mandated the construction of compulsory effluent treatment plants and imposed green tax on the chemicals industry to combat pollution. As a result, the overall cost of production is likely to go up with capital expenses incurred towards effluent treatment as well rise in compliance cost. The cost is expected to be higher for the smaller non-integrated plants operated by medium and small scale players. This is likely to impact production in the medium term and thereby overall chemical exports.

As a result, Chinese chemical companies are witnessing a rise in capital expenditure and operating expenses, making them less competitive in the export market.

Chemicals Exports Trend – India versus China, US$ billion: (2015 - 2019)



India CAGR (2019 – 24): 13%

China CAGR (2019 – 24): 7%

The domestic chemicals industry in China is also experiencing a slowdown, as a result of slower economic growth. China's economic growth is expected to slow down further in the coming years, thus resulting in reduced domestic demand and several plants shutting down in the last three years. This has also resulted in China's overall exports of chemicals growing at a slower rate than India. There is significant replaceable export market for India to capitalize on, and weave a strong growth story for chemicals, primarily led by specialty chemicals.

Cost and Availability of Skilled Labour in India and China: The labour cost (hourly cost of compensation) in China was lower than that of India till 2007. However, over 2005-2015, the average labour cost in China increased at a CAGR of approximately 19% to 20% as compared to a CAGR of approximately 4% to 5% in India. Further, over the last five years, this cost has more than doubled compared with India, rendering Chinese manufacturers' uncompetitive *vis-à-vis* India in terms of labour cost.

Monthly Minimum Wage (US $)

Apart from the low cost of labour, India also offers lower operating costs, competitive infrastructure, special economic zones (SEZs) that offer duty free exports among other benefits, incentives to boost domestic manufacturing, and business-friendly policies. Plus, while China is engulfed in a trade war with the US, India has a comparatively good relationship with the US with both countries currently engaged in bilateral trade talks. Further, businesses in India have started building up local supply chain capacity in order to de-risk from China and lower manufacturing costs.

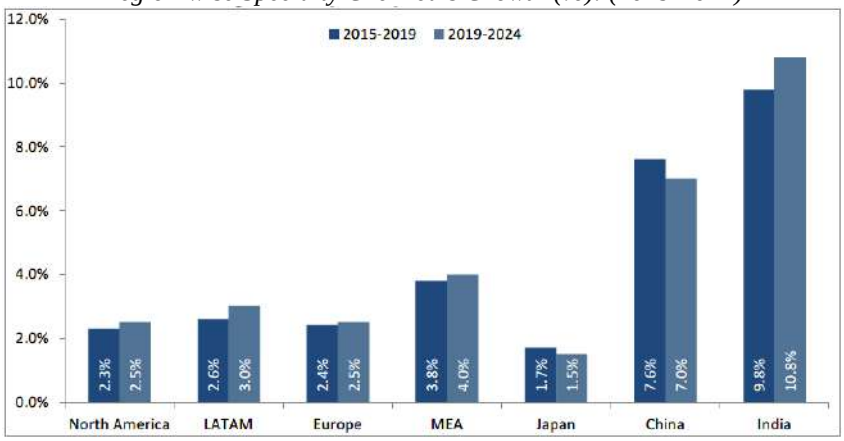
Low corporate tax rate: In 2019, the corporate tax rate was reduced in India for the first time in three decades, and the manufacturing sector benefited the most from the reduced tax rate. For manufacturing firms incorporated after October 1, 2019 and commencing operations before March 31, 2023, the corporate tax rate has been reduced from 25% to 15% (this will amount to an effective tax rate at near 17%, including surcharge and cess). This lower tax rate has allowed India to compete with ASEAN's emerging economies like Vietnam, Thailand, and Indonesia for foreign investment more effectively. India, however, has an edge over these nations due to its larger market, cheap labour pool and availability of labour.

Ease of business: India's rank in the '*Ease of Doing Business*' index has progressed due to the pro-business reforms which has put India among top 20 'improvers' according to a list by the World Bank on top 20 economies that have improved the most on ease of doing business core. The country's ranking rose to 63 from 130 in 2016. It improved its rank in 6 out of 10 indicators with the biggest change in the 'Construction Permits' and 'Trading across Borders'. Five years ago, China ranked 90th in the report. While in 2019, its ranking climbed to 31st.

External Debt: On comparing debt portion of both the countries, India has low amount of debt as compared to Chin and even USA. As of December 2019, India owes approximately US$ 564 billion whereas China owes approximately US$2 trillion dollars. This indicates India is a more debt-ridden country as compared to China.

Covid-19 Impact on Chinese Chemicals Market: The pandemic has compounded the situation further as companies across the world are looking for alternate supply solutions. Japan announced that it will offer economic stimulus package to encourage companies to shift manufacturing back to Japan. This further proves that increasing number of countries want to reduce dependence on China and develop either local supply chain or alternative chain. As a result, several Indian players have witnessed order inflows from global chemical players to meet the short-term supply disruptions from China, which is a positive remark for Indian market.

Region-wise Specialty Chemicals Growth (%): (2019-2024)



In terms of region-wise demand, India's specialty chemicals industry is expected to experience a CAGR of approximately 10% to 11% over the next five years compared with other markets, due to rising demand from end-user industries, along with tight global supply on account of stringent environmental norms in China. Markets, such as, Americas, Europe and Japan are expected to register a CAGR of less than 3% over the next five years, due to industry saturation in these regions. The recent downturn observed in China's specialty chemicals industry is serving as an opportunity for Indian manufacturers, who have now gained a cost advantage over their Chinese counterparts.

Future trends in India specialty chemicals trade (Imports-Exports) scenario

Specialty chemicals are a $22 billion industry already in India and in the next six to seven years, it is expected to become a $44 billion industry. Specialty chemicals, such as, agrochemicals and APIs are seeing an upward shift in the manufacturing. For agrochemicals, domestic consumption and export market were approximately equal in 2019. Although domestic demand is growing with single digit growth rate for agrochemicals, a double digit growth rate is being experienced in the exports of agrochemicals from India. The exports led demand from these specialty chemical segments which comprise, amongst others, pesticides, active pharmaceutical ingredients and personal care ingredients, are expected to increase manufacturing in India. Contract manufacturing is gaining huge momentum in India primarily on account of cost effective labour force, research and development capabilities, and Government policies. This is going to increase the exports of specialty chemicals from India. In addition, multinational companies are finding an alternative to China with their 'China plus one' strategy. India, being a preferred destination after China, is expected to benefit due to this move.

Further, all the sub-segments of specialty chemicals continue to show significant exports growth. As a result of growing exports from specialty chemicals, imports have reduced significantly over the last half decade and the trend is expected to continue as exports of specialty chemicals rise from India which is further fueled by self-reliant India initiative by the Government of India.

GLOBAL AGROCHEMICALS INDUSTRY

Note: Agrochemical section does not include commodity products such as fertilizers. It only covers crop protection products such as pesticides, herbicides, etc.

With the growing population and reducing arable land, crop yield has gained significant importance currently. The world population is already approaching approximately eight billion people, which will require 16 billion meals per day at the minimum. In order to accommodate these many meals, crop protection chemicals is expected to play a significant role in safeguarding the crops for fulfilling human food security needs.

Global Agrochemical Market Overview

The global agrochemicals market was valued at US $ 62.5 billion in 2019 and is forecasted to reach US $ 86 billion by 2024 growing at a CAGR of approximately 6.6%. The crop protection chemicals and solutions is a fast developing industry globally, which is open to innovation and is considered as one of the major tools to protect crops and increase yields.

Global agrochemicals market (in US $ billion)

Drivers, restraints and key success factors in the global market

The primary demand drivers for the crop protection chemicals market are increasing demand for food security in order to meet needs of growing population.

Demand inhibitors include increased restrictions and government regulations on usage of pesticides. A key success factor for the crop protection chemicals in the market is extensive research and development capabilities of a company to develop new molecules satisfying the government norms and stringent environment regulations (possibly having higher pesticide biodegradability index). Emergence of bio-pesticides are making an entry in the existing crop protection market, however product features in these green pesticides are very limited and therefore, such products have not gained popularity as much as traditional crop protection chemicals.

Following are some of the critical success factors for the players involved in crop protection chemicals:

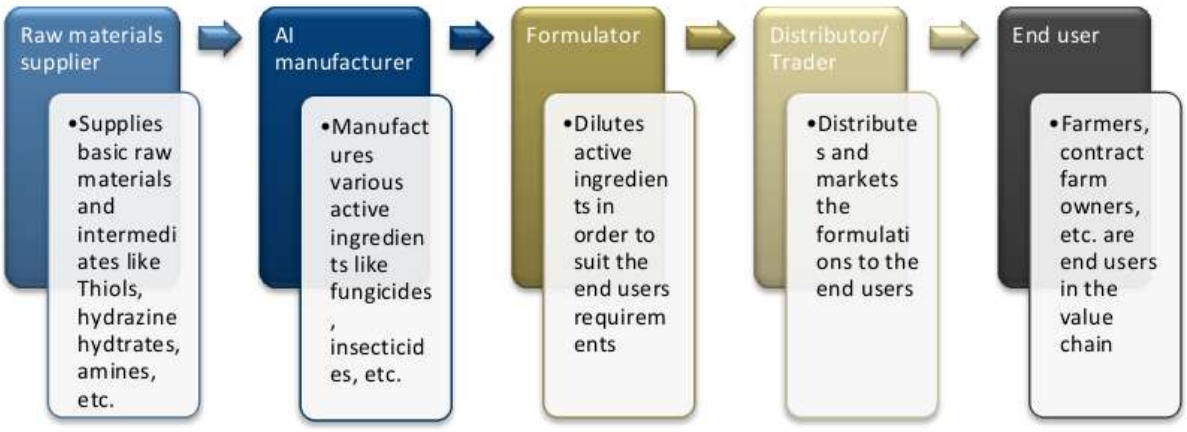
1. Backward integration of technical active ingredients – Many formulators' needs to have backward integration of its technical Active Ingredients in order to succeed in gaining high profit margins in the market.

2. Comprehensive product portfolio – 'One stop solution' for farmers of all the agrochemical needs surely drives the success of one firm over another.

3. Strong distribution network – Distribution network plays vital role in reaching at the fragmented farmers' base across the world also enabling excellent feedback mechanism & deep customer relations.

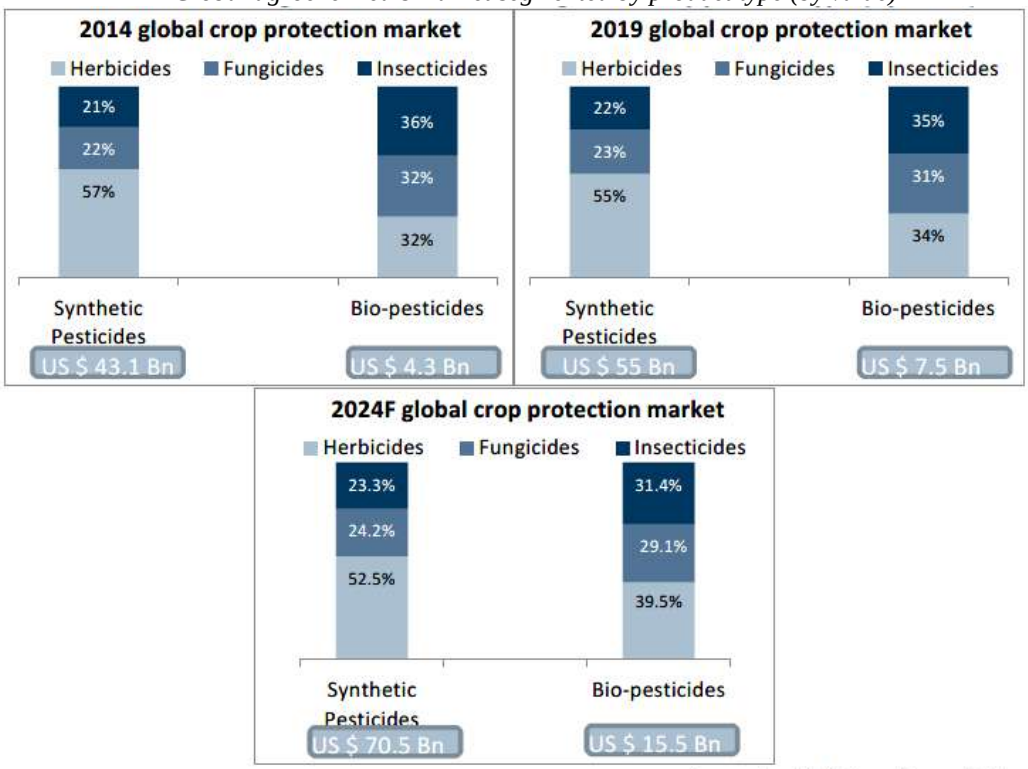
Agrochemicals market value chain

The global agrochemical value chain comprises of raw material suppliers, both petrochemical derivatives as well as natural feedstock, pesticide active ingredient/ technical grade manufacturers, formulators producing the end products, distributors and end use customers.



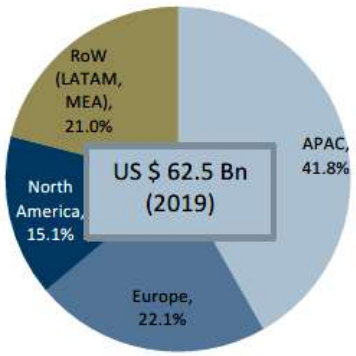
Global agrochemicals market segmentation

Global agrochemicals market segmented by product type (by value)



Source: Frost & Sullivan Research & Analysis

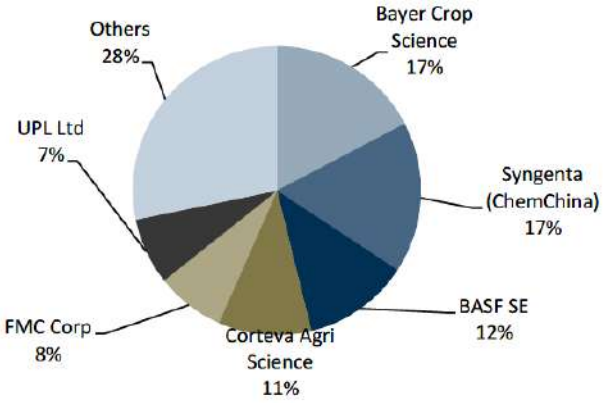
Global agrochemicals market segmentation by geography, 2019 (Value)



The Asia-Pacific region dominates the regional demand for agrochemicals due to agriculture consumption needed in order to feed the growing and already higher population. Countries, such as, India, China, Indonesia and Australia, dominate the usage of crop protection chemicals in the Asia-Pacific region. Europe and North America are also high demand centres for agrochemicals with major imports of active ingredients from China.

Competitive scenario

Global agrochemicals market segmentation by players, 2019



Source: Frost & Sullivan research & analysis

Global agrochemical active ingredients market overview

Global agrochemicals active ingredients market by volume (million tons)

Source: Frost & Sullivan Research & Analysis

The crop protection active ingredients market was 3.1 million tons internationally in 2019 and is expected to grow to approximately four million tons by 2024. Herbicides occupy the highest share in the crop protection active ingredients market due to farm labour shortage predominantly across the world.

On an average, it takes 11.5 years to an active ingredient to see first sales from the time of first research trial. Research of new active ingredient molecule contributes around one-third of the cost of total expenditure on research and development.

INDIAN AGROCHEMICAL INDUSTRY

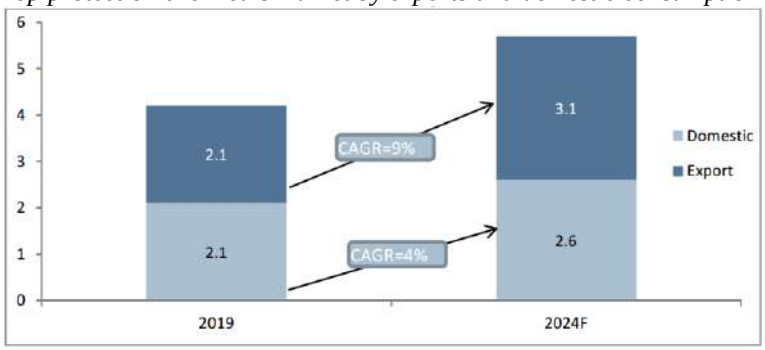
India crop protection industry overview

Indian crop protection chemicals exports have grown at a CAGR of almost 9% between 2015 – 2019. The actual export contribution of crop protection chemicals was 50% of total domestic production (by value) in the year 2019. Exports are projected to grow to almost 55% in the year 2024 (by value). US$ 2.1 billion worth of goods was exported from India and an equal amount of crop protection chemicals were meeting domestic demand in 2019. In 2024, exports are expected to grow to US$ 3.1billion contributing 55% of total domestic production which is valued at US$ 5.7 billion.

India ranks 13th in terms of imports of pesticides internationally with Brazil leading the imports of crop protection chemicals having 7% market share in the world imports by volume in 2018. Brazil is followed by France and Canada with 5% market share each, United States, Germany and Thailand with 4% market share each, Australia, Belgium, United Kingdom, Nigeria, Spain and Italy with 3% market share each and India with 2% market share in 2018.

India was the world's third largest pesticide exporter by volume in 2018. China leads the exports of pesticides with 27% market share in the world exports followed by Germany with a market share of 8.3% and India with a market share of 8% in 2018.

Indian crop protection chemicals market by exports and domestic consumption (US $ billion)



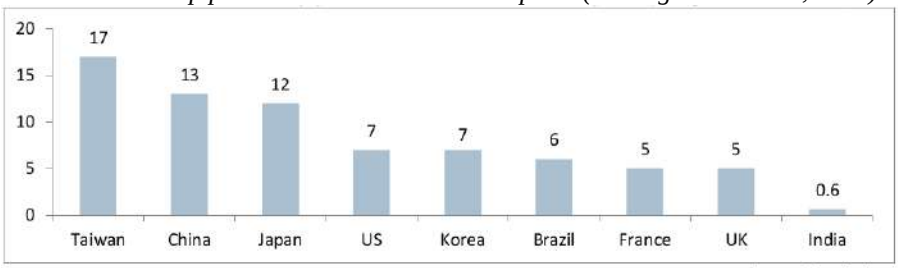
Source: Frost & Sullivan Research & Analysis

India has been ranked fourth globally in the production of agrochemicals (crop protection chemicals/ pesticides) after the United States, Japan and China, as per IBEF report 2019. Indian crop protection chemicals market is valued at US $ 2.1 billion which is anticipated to grow at a CAGR of 4% in the next five years to US $ 2.6 billion by 2024.

Crop chemicals consumption in India

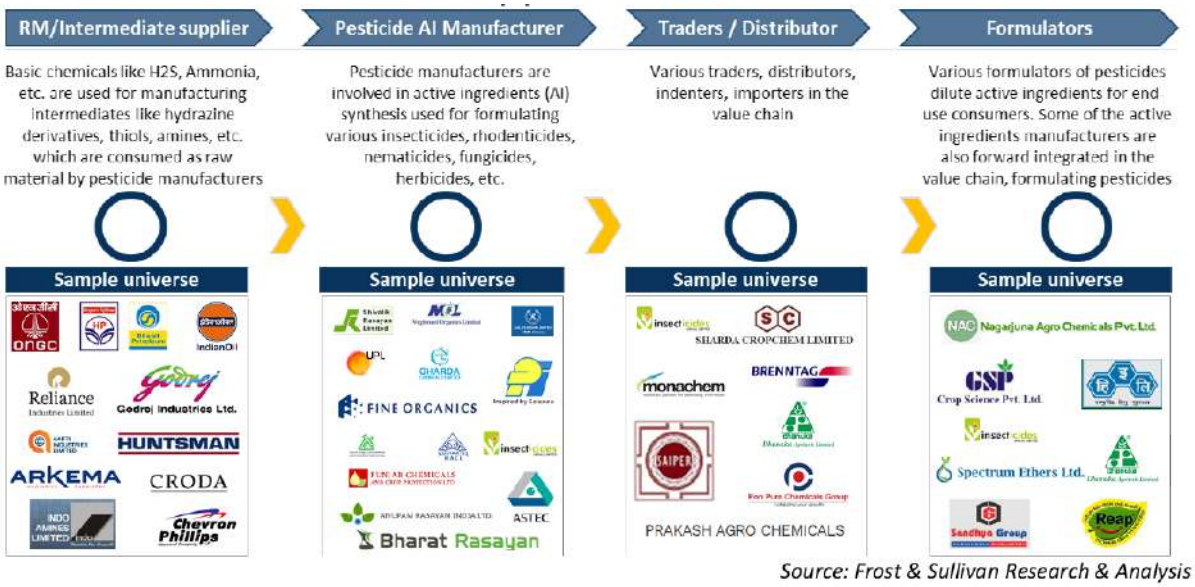
India has one of the lowest per capita consumption of crop protection chemicals per hectare. Accordingly, there is a significant amount of opportunity for growth for the crop protection chemicals in India, increase agricultural productivity and compensate the shortage of farm labor by extensive use of, amongst others, herbicides.

Per hectare crop protection chemicals consumption (in kilogram/hectare, 2019)



Source: Care Ratings

India crop protection chemicals value chain

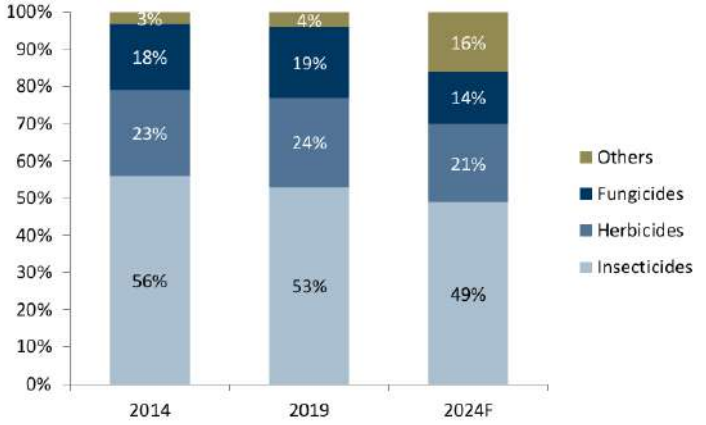


Source: Frost & Sullivan Research & Analysis

Market segmentation

Insecticides contribute highest market share in the Indian crop protection chemicals market accounting slightly more than half of the total market.

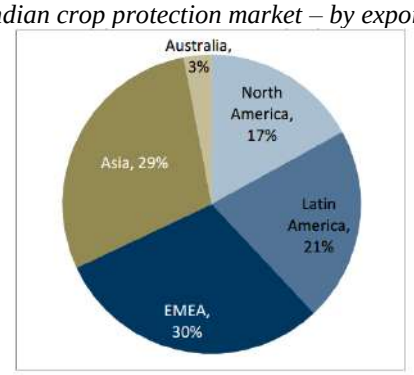
Indian crop protection chemicals market segmentation by product type (2014 to 2024F)



Source: FICCI, Industry research

India is a net exporter of crop protection chemicals, with approximately 50% of all its production being exported to other countries.

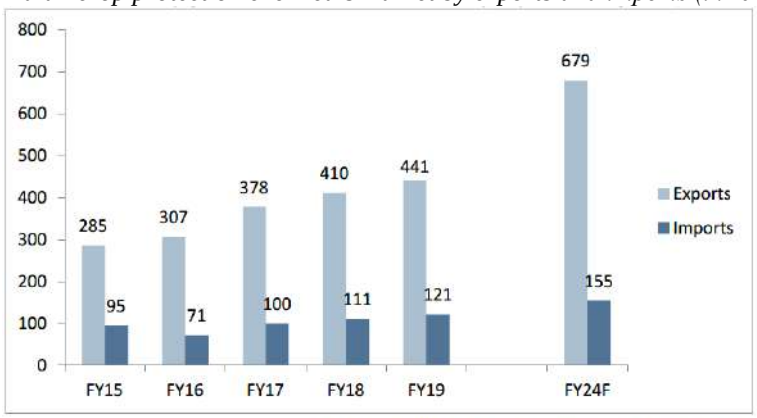
Indian crop protection market – by export destinations, 2019



Source: FICCI, Industry research

The export of crop protection chemicals constitute both agrochemicals technical, also known as active ingredients, and formulations. Formulations also contain the inert materials, such as, fillers, which facilitates the active ingredient on the crop. Active ingredient is responsible for killing, amongst others, insect, herb and fungus.

Indian crop protection chemicals market by exports and imports (in '000 MT)



Source: Ministry of chemicals & fertilizers, Dept of chem & petchem, GOI

Indian crop protection chemicals exports have grown with the CAGR of almost 9% during 2015 and 2019. The actual export contribution of crop protection chemicals was 50% of total domestic production in terms of value in 2019. This is expected grow to approximately 55% in 2024 in terms of value.

Indian crop protection chemicals market trends and drivers

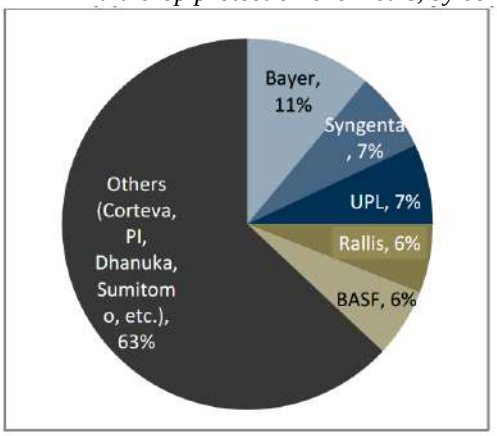
Few of the demand drivers of crop protection chemicals market are as follows:

1. *Government initiative to double farmer's income:* Government of India is proactively looking for measures to significantly improve the farmer's income in the next 10 years. There have been budgetary provisions announced in the recent Union Budget 2020-21 for farmer's welfare wherein ₹ 142,762 crore were allocated to the Ministry of Agriculture and Farmer's Welfare. This allocation was 30% higher than the revised estimate for Union Budget 2019-20. The Government has decided to increase the minimum support prices on rabi crops from 50% to 109%, which are to be marketed in the rabi marketing season in 2020-21.
2. *Increase in horticulture and floriculture production:* Fruits and vegetables contribute approximately 90% of the total horticulture produce in India. The Government has been promoting export of horticulture products, which will increase the farmer's income.
3. *Increasing food demand due to increasing population:* India population was estimated at 1.35 billion in 2019 which is approximately 18% of the world population. This population is growing with the rate of 1.32% per year, according to the World Bank. For such an increase in population, food security is important.
4. *Increasing shortage of labour*: Urban population in India is expected to exceed 40% by 2030, according to a survey conducted by UN Department of Population. This percentage is further expected to increase to 50% in India by 2050. Increasing urbanization has led to shortage of labour in the rural agriculture sector.
5. *Increased usage of bio-pesticides:* The bio-pesticides are pesticides with biodegradable content which avoids crop losses by not affecting the soil fertility. These bio-pesticides are experiencing the increase in the usage due to large-scale awareness and promotion funded by the Government.

Competitive landscape of crop protection chemicals industry

India crop protection market is highly fragmented with presence of more than 150 active ingredient manufacturers, more than 1,000 formulators and more than two lakh companies engaged in distribution. The highest market share held in India crop protection chemicals market is by Bayer, accounting for 11%, followed by Syngenta and UPL.

India crop protection chemicals, by competitors, 2019

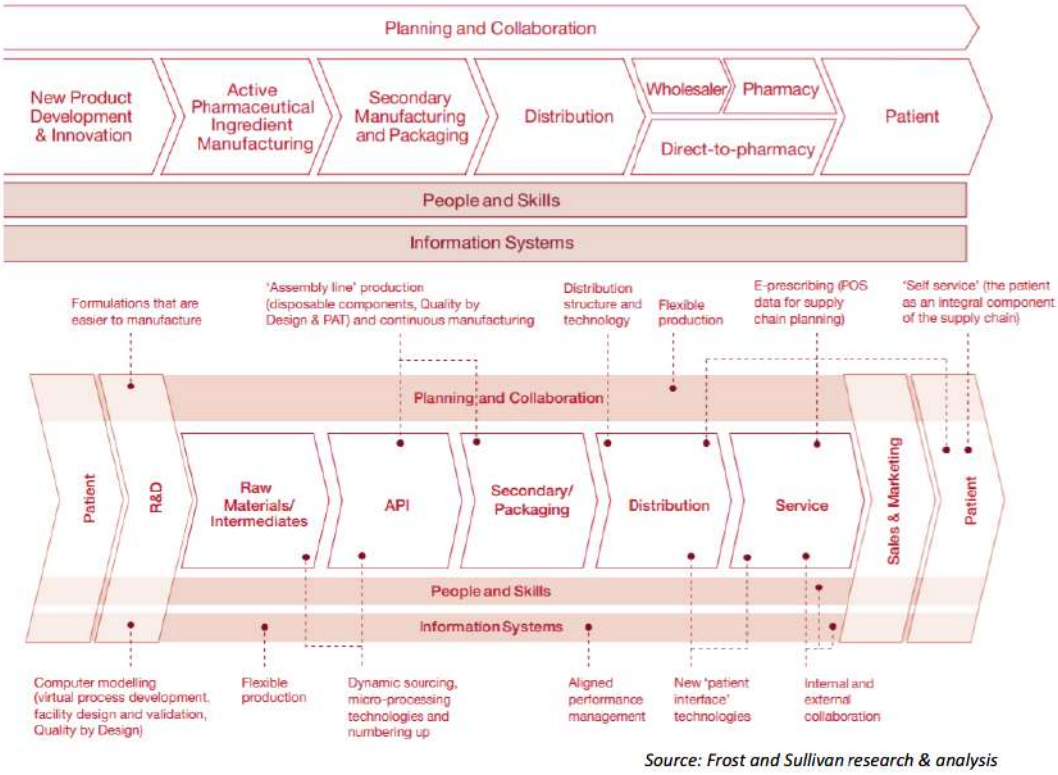


Source: Industry research

GLOBAL API INDUSTRY OVERVIEW

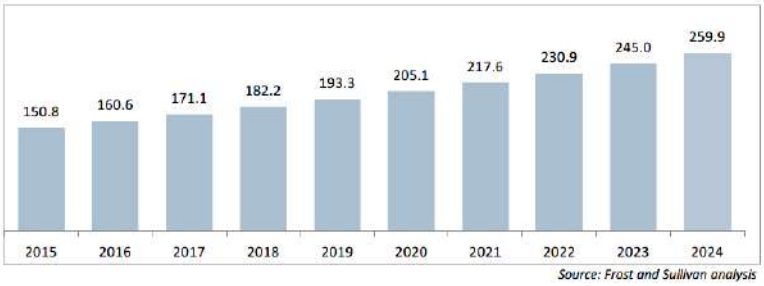
The global APIs market is estimated to reach US$ 260 billion by 2024, this is an increase from US$ 150.8 billion in 2015, resulting in a CAGR of 6.1% during the forecast period.

Global API Industry value chain



Source: Frost and Sullivan research & analysis

Global API Industry size (US$ billion): (2015 to 2024F)

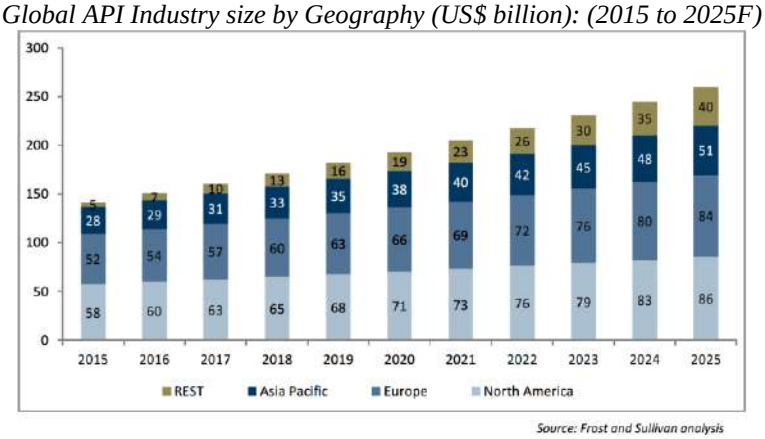


Source: Frost and Sullivan analysis

The increasing incidence of chronic diseases, the increasing importance of generics and the increasing uptake of biopharmaceuticals are considered to be major factors driving the growth of the global API market. However, it is expected that the unfavourable drug price control policies across different countries and the increasing penetration of counterfeit drugs will limit the growth of the industry.

The API produced and exported by China accounts for 40% of the worldwide supply. In the global pharmaceutical ecosystem, the API industry in China plays an important role.

Global API Industry size by Geography (US$ billion): (2015 to 2025F)



India's continued growth in the API market, in particular through increased exports, is set to directly benefit the India's producers of excipients and intermediates. At present, India's demand for excipients is rising at 10% to 12%, twice as fast as the global average.

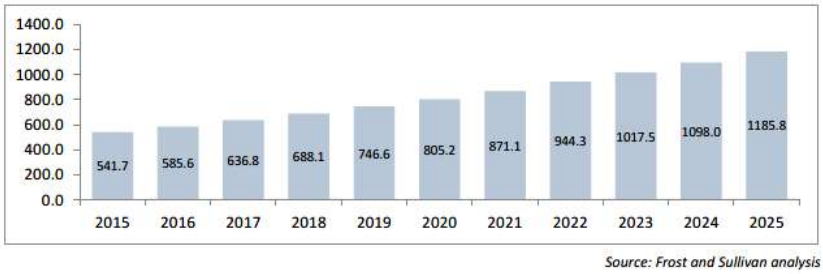
API production has historically been performed in their home countries by the pharmaceutical firms themselves. However, several companies have recently preferred to send production overseas in order to save costs. Strategic moves have been introduced by key players in the pharmaceutical manufacturing industry to broaden their presence and retain a competitive advantage in the market. In addition, to improve their product portfolio and meet the demand for pharmaceutical products, market players are engaged in product growth, collaboration and alliance models, partnerships, business expansion, and merger and acquisition strategies. Some of the prominent players in the pharmaceutical manufacturing market include Novartis AG, GlaxoSmithKline Plc, Pfizer Inc, AstraZeneca, Merck & Co Inc, Johnson & Johnson, Sanofi SA, Eli Lily and Company, and Lonza.

INDIA API INDUSTRY OVERVIEW

Market Size

The Indian API market has shown steady growth of 8% since fiscal 2016 and is expected to further expand due to an increased focus on new geographies in the global pharmaceutical industry, the change to the specialty segment and strong domestic demand. By raising production yields, changing production processes and increasing sales in international markets, API manufacturers in India are making efforts to improve their marketing ability in the regulated markets. More than 30% of the APIs manufactured in India are exported to countries such as US, UK and Japan.

Indian API Industry size (₹ billion): (2015 and 2025F)

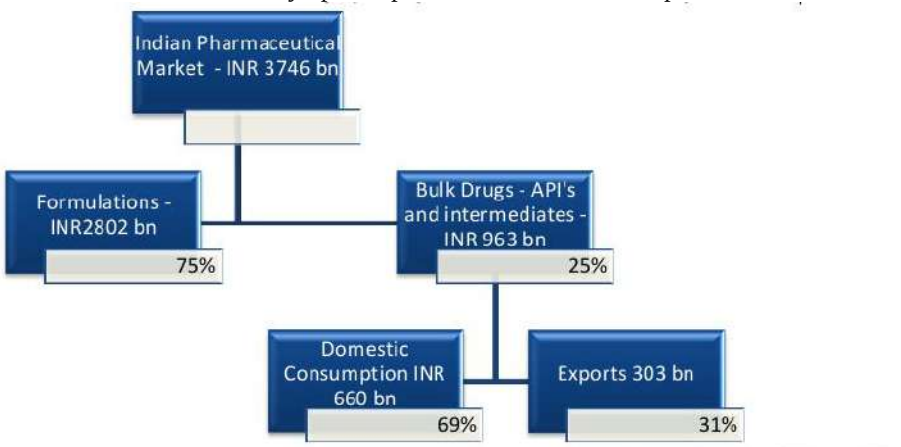


Trade Scenario

Domestic Consumption versus Exports

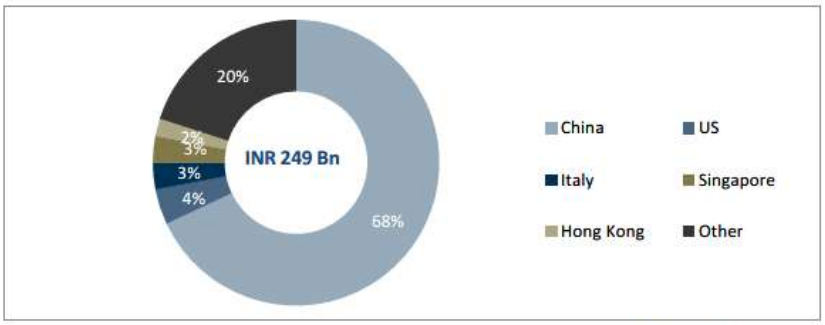
Of the total domestic demand, approximately 32% was imported. Of the overall imports, approximately 57% to 60% of the APIs imported by India were accounted for by China. Countries, such as, Italy, Germany and Malaysia are the remaining imports. These facts suggest that the domestic API market has enough potential to expand if manufacturers are willing to produce the required quantity of APIs on their own instead of importing them from other countries.

Indian API Industry Split Exports vs domestic consumption, 2019



Source: Assocham, Frost and Sullivan analysis

India's API import by country, 2019



Source: CII, Frost & Sullivan Analysis

Government Initiatives

China's outbreak of the COVID-19 pandemic has affected the world economy significantly, and one of the worst-hit manufacturing sectors is the Indian pharmaceutical industry. The price of some of the essential medicines in India has risen, such as paracetamol. The supply disruption from China is anticipated to continue for an extended period, and as a result, on March 3, 2020, the Directorate-General of Foreign Trade of India amended the Export Policy 2018 (Amendment to the Export Policy of APIs and Formulation of APIs) with a view to limiting expenditure of certain pharmaceutical products from India. This restriction extends to 26 APIs and their formulations, including paracetamol, vitamins, hormones and antibiotics, which account for approximately 10% of total pharmaceutical exports to India.

India has plans to give impetus to domestic API production. The Katoch Committee Report released in 2015 recommended setting up of six large API manufacturing clusters or mega parks in five to six states with facilities, such as, common effluent plants, testing facilities, assured power supply and intellectual property rights management

Unique zones and bulk drug parks. A cluster structure specific to bulk drugs was created by the Department of Pharmaceutical in 2016 which proposed a public-private partnership model for setting up a cluster with the Government funding of up to 70% of the project cost, subject to a cap of ₹ 0.2 billion. The Government of India has allocated an amount of ₹ 1.25 billion for this cluster creation scheme in the 2012-17 five-year plan.

Production linked incentive scheme. Four schemes to facilitate domestic manufacturing of bulk drugs and medical devices have been notified by the Indian Government, involving a cumulative budgetary production of approximately ₹ 12,000 crore over several years.The production linked incentive scheme for the promotion of domestic production of key starting materials/ direct intermediates and APIs is planned, according to the notification issued by the Department of Pharmaceuticals, to grant benefits to greenfield projects for

approximately ₹ 6,940 crore. Under this scheme, the financial rewards will be given over six years for the sales of 41 goods listed. The incentive for Fiscal 2024 to Fiscal 2027 will be 20% for fermentation-based products, which would be 15% for Fiscal 2028 and 5% for Fiscal 2029. The reward for Fiscal 2023 to Fiscal 2028 will be 10% for products based on chemical synthesis.

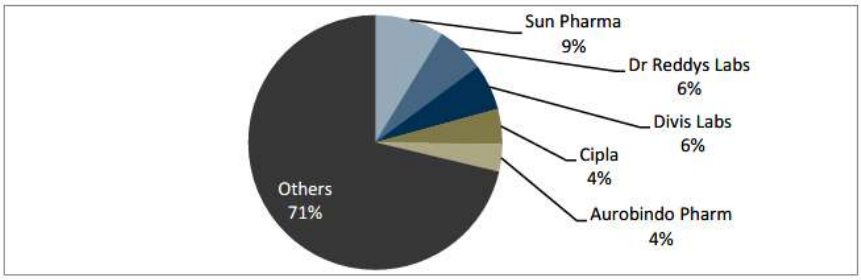
₹ 3,420 crore was earmarked under the production linked scheme to facilitate domestic manufacturing of medical devices. India's domestic market for medical devices is heavily dependent on imports, which amount to over 85% of the market. According to the scheme, financial incentives will be provided to selected companies at a rate of 5% of the incremental sales (over the base year) of products produced in India and protected by the target segments through Fiscal 2026 for a period of five years.

A provision of ₹ 400 crore has been made for the development of common infrastructure facilities in four medical device parks in the framework for the promotion of medical device parks proposed by state governments and selected under the scheme. A provision of ₹ 1,000 crore to provide financial assistance to a chosen bulk drug park in the scheme for the promotion of bulk drug parks.

Competition overview

The bulk drug industry is highly fragmented with approximately 1,500 plants that manufacture APIs. In Fiscal 2019, top players (including large formulation companies) comprised 30% of the total market share.

Competitive Landscape: Indian Pharmaceutical Companies, 2019

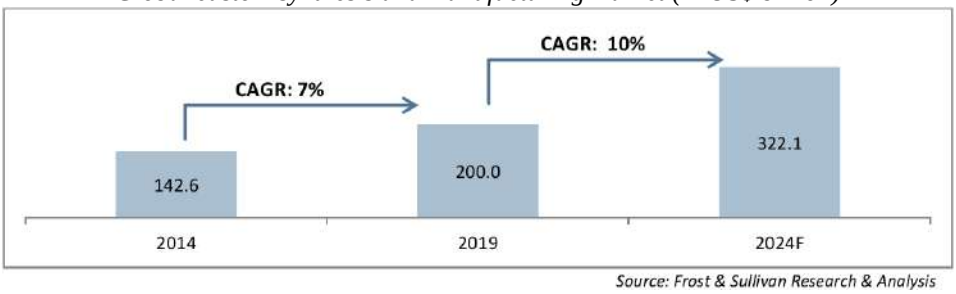


Source: Company Websites, Frost & Sullivan Analysis

CONTRACT RESEARCH AND MANUFACTURING SERVICES - GLOBAL OVERVIEW

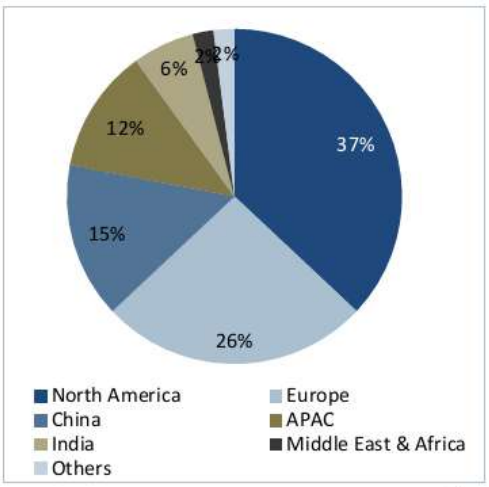
The global market for custom synthesis and manufacturing was valued at US $ 200 billion in 2019 for global specialty chemicals contract manufacturing. Custom synthesis and manufacturing is used for contract synthesis of agrochemical technical grades or active ingredients, intermediates and specialty chemical products along with other fine chemicals, including active pharmaceutical ingredients. The market is anticipated to grow at a CAGR of 10% in the next 5 years.

Global custom synthesis and manufacturing market (in US$ billion)



Source: Frost & Sullivan Research & Analysis

Global custom synthesis and manufacturing market in 2019 by region - US $ 200 billion



Source: Frost & Sullivan Research & Analysis

The pace of contract manufacturing has been increasing, with companies shifting their focus on core activities. Major drivers of global custom synthesis and manufacturing market are new active ingredients development, innovators shifting focus to core competencies and outsourcing of production to low manufacturing cost destinations. India, being a low manufacturing cost destination, has advantage of skilled labour force successfully delivering to multinational corporations to address their outsourcing needs.

Global Contract Research and Manufacturing Services Players

Three quarter of global contract research and manufacturing services market is concentrated in North America, Europe and China. Major CRAMS players involved in the fine chemicals business are – Quintiles, Covance, Catalent, Paraxel, Lonza, Charles River Lab, Patheon and others.

Impact of Covid-19

With the spread of COVID-19, the global manufacturing base is expected to gradually begin its transition shift from China to other potential regions, such as, the Indian sub-continent and South East Asia. This is primarily driven by a global strategy shift of reducing the existing dependency on a single country for their product needs. Many established fine chemical players are trying to venture out in contract research and manufacturing services/ custom synthesis and manufacturing sector to capture the overgrowing segment with their expanded capacities.

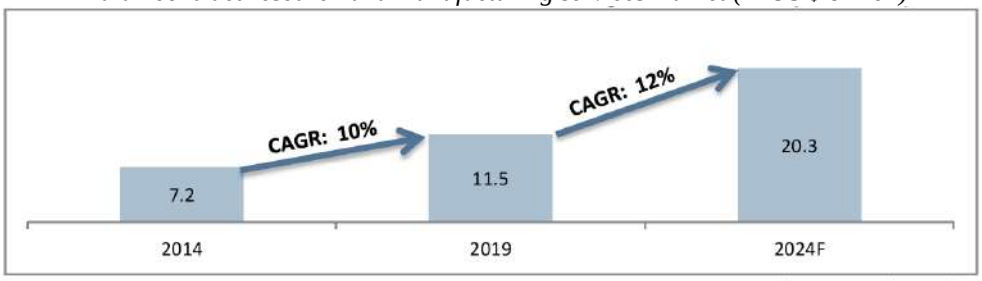
INDIA CONTRACT RESEARCH AND MANUFACTURING SERVICES / CUSTOM SYNTHESIS AND MANUFACTURING - MARKET OVERVIEW

The India market for custom synthesis and manufacturing was valued at US$ 11.5 billion for 2019 for specialty chemicals. This market is anticipated to grow at a CAGR of 12% in the next five years. The main driver of the market includes increasing contract manufacturing trend of fine chemicals along with niche specialty chemicals in India. Many global companies are preferring investment in contract manufacturing in India.

Indian market constitute approximately 6% of the global custom synthesis and manufacturing market which totals to US$11.5 billion. This market is driven by research & development of new molecules/chemistries developed followed by willingness for reduced capital investments in the overall fine chemicals segment.

In 2019, almost 80% of the Indian specialty chemicals CRAMS market is captured by fine chemicals (by value) which are nothing but single molecule compounds widely used across crop protection chemicals and API industries. These single molecule compounds are mainly active ingredients in either agrochemical or pharmaceutical formulation.

Indian contract research and manufacturing services market (in US $ billion)

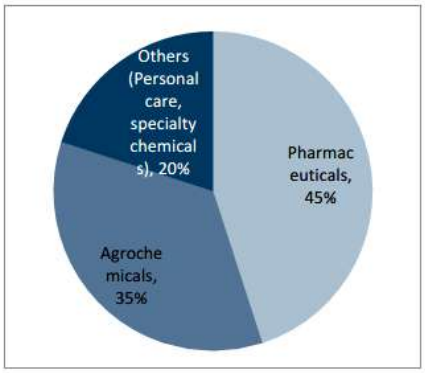


Source: Frost & Sullivan Research & Analysis

Growth potential of custom synthesis and manufacturing and contract research and manufacturing services

Custom synthesis and manufacturing needs more research and development efforts compared to contract research and manufacturing services on account of patented products being manufactured by contract manufacturers, where each patented product manufacturing can be unique (requiring unique infrastructure). Custom synthesis and manufacturing is more of niche segment within contract manufacturing space and attracts higher margins compared to contract research and manufacturing services of generic molecules. With the increasing infrastructure of contract synthesis in India, more foreign players with patented products are expected to manufacture active molecules. As a result, the valuation for custom synthesis and manufacturing or patented business is relatively higher, resulting in higher growth potential of custom synthesis and manufacturing services in the contract synthesis sector.

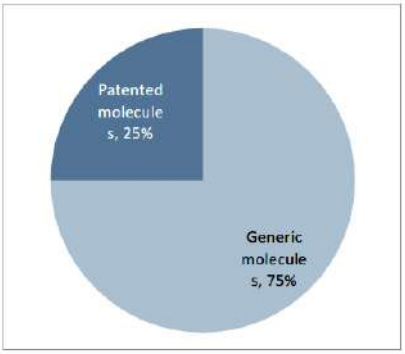
India contract research and manufacturing services market by application industries, 2019



Source: Industry research

Pharmaceuticals industry is one of the major customers of Indian contract research and manufacturing services market, which contributes around half the market share in the total contract research and manufacturing services market. Agrochemicals contract manufacturing in India accounts for 35% market share with export-led demand predominantly. Other industries, such as, personal care ingredients and specialty chemicals also contribute a significant market share.

India contract research and manufacturing services market by application areas, 2019



Source: Industry research

Contract manufacturing of patented molecules constitute of one quarter of the total market with balance three fourth of the market captured by generic molecules. Pharmaceutical industry has larger share in the contract synthesis of generic molecules in India, with agrochemicals genetic molecules ranking #2 in the total market (by value). Moreover, products worth US$ 4.2 billion are expected to go off-patent by the year 2020 – 2023, globally. This will be presenting a great opportunity for contract manufacturers post-pandemic. The global exports from India of agrochemicals are expected to rise from 9% current to 13% in 5 years.

Key Players in the market

Crop Protection Chemicals	Active Pharmaceutical Ingredients	Imaging Chemicals	Other specialty Chemicals
PI Industries (20% to 25%)	Divi's Laboratories	Vivimed Labs	Sami labs
Deccan Chemicals	Dishman Pharma	Fujifilm India	Sajjan India
Coromandel International	Nicholas Piramal	Hubergroup India	Syschem India
Anupam Rasayan	Shasun Chemicals	Navin Fluorine International	Infinity spec chem
Navin Fluorine International (10% to 12%)	Jubilant Organosys		Anubhav corp.
Aarti Industries (10% to 12%)	Cipla Ltd		Aamirav ingredients
Hikal Limited	Aarti Industries		Chemcon spec chem
	Anupam Rasayan		
	Vivimed Labs		
	Dr. Reddy's Ltd		
	Aurobindo Pharma		
	Laurus Lab (Synthesis division)		

Note: Figures in brackets indicate market share of key players in the segment

OUR BUSINESS

*Some of the information in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section "**Forward-Looking Statements**" on page 22 for a discussion of the risks and uncertainties related to those statements. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Also read "**Risk Factors**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Factors Affecting our Results of Operations**" on pages 27 and 251, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations.*

*Unless otherwise indicated or the context otherwise requires, the financial information for Fiscals 2018, 2019 and 2020, and for the nine months ended December 31, 2019 and 2020 included herein is derived from the Restated Financial Statements, included in this Red Herring Prospectus. For further information, see "**Financial Statements**" on page 189.*

Our Company's Fiscal commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular Fiscal are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, in this section, references to "the Company" or "our Company" are to Anupam Rasayan India Limited on a standalone basis, and references to "the Group", "we", "us", "our", are to Anupam Rasayan India Limited on a consolidated basis.

*Unless otherwise indicated, industry and market data used in this section have been derived from the report "Independent Market Report on Crop Protection, Pharmaceuticals and Custom Synthesis" dated December 14, 2020 (the "**F&S Report**") prepared and released by Frost and Sullivan and commissioned and paid by our Company in connection with the Issue. Unless otherwise indicated, all financial, operational, industry and other related information derived from the F&S Report and included herein with respect to any particular year refers to such information for the relevant calendar year. Also see, "**Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data**" on page 18.*

Overview

We are one of the leading companies engaged in the custom synthesis and manufacturing of specialty chemicals in India (*Source: F&S Report*). We commenced business as a partnership firm in 1984 as a manufacturer of conventional products and have, over the years, evolved into custom synthesis and manufacturing of life science related specialty chemicals and other specialty chemicals, which involve multi-step synthesis and complex technologies, for a diverse base of Indian and global customers. Our key focus in our custom synthesis and manufacturing operations is developing in-house innovative processes for manufacturing products requiring complex chemistries and achieving cost optimization.

We have two distinct business verticals (i) life science related specialty chemicals comprising products related to agrochemicals, personal care and pharmaceuticals, and (ii) other specialty chemicals, comprising specialty pigment and dyes, and polymer additives. In Fiscal 2020 and in the nine months ended December 31, 2020, revenues from our life science related specialty chemicals vertical accounted for 95.37% and 93.75%, respectively, of our revenue from operations, while revenue from other specialty chemicals accounted for 4.63% and 6.25%, respectively, of our revenue from operations, in such periods.

According to the F&S Report, there exist significant entry barriers in the custom synthesis and manufacturing industry including customer validation and approvals, high quality standards, stringent specifications, and expectation from customers for process innovation and cost reduction. Further, the acquisition of a customer is a long process since the end-customer is required to register the manufacturer with the regulatory bodies as a supplier of intermediate products or active ingredients (*Source: F&S Report*). We have developed strong and long-term relationships with various multinational corporations, including, Syngenta Asia Pacific Pte. Ltd., Sumitomo Chemical Company Limited and UPL Limited that has helped us expand our product offerings and geographic reach across Europe, Japan, United States and India. In particular, we have been manufacturing products for certain customers for over 10 years. In the nine months ended December 31, 2020, we manufactured products for over 53 domestic and international customer, including 17 multinational companies. The Government of India has also recognized our Company as a three star export house.

We believe that our ability to meet stringent quality and technical specifications and customizations, undertake large number of complex chemical reactions and automated manufacturing capabilities, develop in-house innovative processes along with strong technical competencies and R&D capabilities, and transparent cost model, have enabled us to act as a complete one-stop solution for process innovation and development of specialty chemicals for multinational companies in a cost efficient manner. We are also one of the leading companies in manufacturing products using continuous and flow chemistry technology on a commercial scale in India (*Source: F&S Report*). The continuous process technology has distinct advantages over the traditional batch process, which is typically used by specialty chemical companies, in reducing the batch cycle time of a chemical production process and making the process safer and environment friendly as well as energy and cost efficient (*Source: F&S Report*). Further, we have a dedicated in-house R&D facility and a pilot plant located at Sachin Unit – 6, which is equipped with laboratories engaged in process development, process innovation, new chemical screening and engineering, which assists us in pursuing efficiencies from the initial conceptualization up to commercialization of a product. Our R&D team has successfully carried out multi-step synthesis and scale-up for several new molecules in the area of life sciences related specialty chemicals and other specialty chemicals, and as a result, expanded our commercialized product portfolio from 25 products in Fiscal 2018 to 34 products in Fiscal 2020 and 41 products in the nine months ended December 31, 2020.

According to the F&S Report, India's specialty chemicals industry is expected to grow at a CAGR of approximately 10% to 11% over the next five years, due to rising demand from end-user industries, along with tight global supply on account of stringent environmental norms in China. Further, the India accounts for approximately 1% to 2% of the global exportable specialty chemicals, indicating a large scope of improvement and widespread opportunity. In addition, custom synthesis manufacturing is on the rise in India and contract research and manufacturing services market is expected to grow at a rate of 12% in the next five years, owing to strong growth from end-use demand. (*Source: F&S Report*) We believe we are well positioned to capitalize on these opportunities owing to our successful track record of custom synthesis and manufacturing of products, low dependence on raw material imports from China, established relationships with multinational corporations, automated manufacturing infrastructure, and established R&D capabilities along with our focus on improving cost efficiency and productivity. In addition, multinational companies are finding an alternative to China with their 'China plus one' strategy (*Source: F&S Report*), and we believe we offer customers with a genuine and reliable option to satisfy their custom synthesis and manufacturing of specialty chemicals requirements. As of December 31, 2020, we operated six multi-purpose manufacturing facilities in Gujarat, India, with four facilities located at Sachin, Surat, Gujarat and two located at Jhagadia, Bharuch, Gujarat and an aggregate installed capacity of 23,438 MT. In addition, given that our operations are primarily export oriented, the close proximity to Adani Hazira Port of our facilities located at Sachin, Surat, Gujarat helps us in reducing freight and logistics costs.

We have a target driven approach to environment, sustainability, health and safety measures. We undertake hazard and operability studies before commencing commercial production of a new product and look to mitigate these hazards through process improvement, engineering controls, developing safe operating procedures and training of our employees. Further, our integrated model has allowed us to develop insights across the entire value chain right from process innovation, process development and manufacturing to performing custom synthesis and manufacturing services for our customers. Our backward integrated Jhagadia Unit – 4 facility enables us to manufacture key raw materials for certain products, which has enabled us to reduce our reliance on imports, specifically from China, third party supplies and logistics costs.

We are led by experienced Promoters, some of whom have significant experience in the chemical industry. Mr. Anand S Desai and Ms. Mona A Desai have an experience of approximately 28 years and 18 years, respectively, in the chemicals industry. Further, Dr. Kiran C Patel, one of our Promoters and our Chairman, is a businessperson experienced in the healthcare sector, and our Key Managerial Personnel have significant experience in the chemical industry, for instance, Dr. Nileshkumar Naik has been associated with our Company since its incorporation, while Dr. Anuj Thakkar and Mr. Ravi Desai have been associated with us since 2005 and 2012 respectively.

Our total revenue have increased at a CAGR of 24.29% from ₹ 3,491.82 million in Fiscal 2018 to ₹ 5,393.87 million in Fiscal 2020, and was ₹ 3,744.92 million and ₹ 5,631.61 million in the nine months ended December 31, 2019 and 2020, respectively. Our EBITDA for Fiscals 2018, 2019, 2020 and the nine months ended December 31, 2019 and 2020 was ₹ 745.07 million, ₹ 921.74 million, ₹ 1,348.96 million, ₹ 1,020.20 million, ₹ 1,307.60 million, respectively while our EBITDA margin was 21.82%, 18.38%, 25.51%, 27.44% and 24.25%, respectively, for similar periods. Our profit after tax and share of profit of associates (*i.e.* Tangent Science Private Limited from August 16, 2020 to December 31, 2020 and Atharva Exochem Private Limited from April 1, 2018 to March 26, 2019) was ₹ 413.07 million, ₹ 492.48 million, ₹ 529.75 million, ₹ 428.05 million and ₹ 480.93 million for Fiscals

2018, 2019, 2020 and the nine months ended December 31, 2019 and 2020, respectively, while our PAT margin was 11.83%, 9.45%, 9.82%, 11.43% and 8.54%, respectively, for similar periods. Our Return on Equity for Fiscals 2018, 2019 and 2020 and the nine months ended December 31, 2019 and 2020, was 11.78%, 10.21%, 9.62%, 7.85% and 6.78%, respectively while our total debt to equity ratio was 0.95, 1.32, 1.38, 1.26 and 1.20 as of March 31, 2018, 2019 and 2020 and as of December 31, 2019 and 2020, respectively.

On account of the COVID-19 pandemic, India had imposed a nationwide lockdown on March 24, 2020, however, since our life science related specialty chemicals operations were determined to be operating in an essential industry, we were allowed to resume operations in a phased manner and by April 15, 2020 all of our facilities restarted operations, subject to certain adjustments in working patterns and limited workforce. Despite the impact of the COVID-19 pandemic, our revenue from operations significantly increased by 45.03% from ₹ 3,718.07 million in the nine months ended December 31, 2019 to ₹ 5,392.20 million in the nine months ended December 31, 2020. For further information, see "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Factors Affecting our Results of Operations and Financial Conditions – Impact of COVID- 19***" on page 254.

Strengths

Strong and long-term relationships with diversified customers across geographies with significant entry barriers

We have developed strong and long-term relationships with various multinational corporations that has helped us expand our product offerings, processes and geographic reach. Our customers are typically engaged in various industries, including agrochemicals, personal care, pharmaceuticals, specialty pigments and dyes, and polymer additives, and spread across various geographies, which helps us mitigate risks resulting from customer, industry and geographic concentration. We have established relationships with various multinational corporations, such as, Syngenta Asia Pacific Pte. Ltd., Sumitomo Chemical Company Limited and UPL Limited, across Europe, Japan, United States and India. In the nine months ended December 31, 2020, we manufactured products for over 53 domestic and international customer, including 17 multinational companies. In Fiscal 2020 and the nine months ended December 31, 2020, revenue from operations from exports accounted for 68.05% and 61.38%, respectively, of our total revenue from operations in such periods.

We believe our customer relationships are led primarily by our ability to develop innovative processes, meet stringent quality and technical specifications and manufacture customers' products in a cost effective, safe and environment friendly manner. As result, we have a history of high customer retention and have been manufacturing products for certain customers for over 10 years. Our custom synthesis and manufacturing agreements are typically long-term in nature where the validity of the contract ranges between two to five years, with certain agreements being automatically renewed for a period of one year at a time. We derive a significant proportion of our revenue from such long-term agreements with customers. Revenue generated from sales to our top 10 customers represented 86.65% and 84.01% of our revenue from operations in Fiscal 2020 and in the nine months ended December 31, 2020, respectively. Further, long-term agreements help us plan our capital expenditure, enhance our ability to benefit from increasing economies of scale with stronger purchasing power for raw materials and a lower overall cost base, thereby maintaining a competitive cost structure to achieve sustainable growth and profitability.

According to the F&S Report, the custom synthesis and manufacturing industry presents significant entry barriers, including customer validation and approvals, expectation from customers for process innovation and cost reduction, high quality standards and stringent specifications. In particular, our typical end customers are required to register the manufacturer with the regulatory bodies as a supplier of intermediate products or active ingredients. As a result, any change in the manufacturer of the intermediate product or active ingredient may require customers to expend significant time and resources, resulting in the acquisition of customers becoming a long process. From the product testing stage, to the batch procurement phase, to the eventual customer approval stage – acquiring a new end customer typically takes approximately 12 to 24 months depending on product complexity. (*Source: F&S Report*) Customers in general avoid sharing product related information with numerous manufacturers in order to restrict the spread of confidential information and as a result, customers typically select manufacturers after carefully reviewing them and tend to develop long-term relationships with them as well as limit the number of such manufacturers (*Source: F&S Report*). In addition, we believe that the level of technical skill and expertise that is essential for developing in-house innovative processes, undertaking complex chemistries and handling some of the raw materials and intermediates, require a significant amount of training that can only be achieved over a period of time and thereby, create a further entry barrier for new entrants.

Core focus on process innovation through consistent research and development, value engineering and complex chemistries

Our focus on process innovation through continuous R&D and value engineering has been instrumental in the growth of our business and improved our ability to customize products for our customers as well as reduced our cost of goods while maintaining our margins. Our R&D is focused on enabling us to perform multi-step synthesis as well as developing in-house processes and identifying complex chemistries. We have a dedicated in-house R&D facility and a pilot plant located at Sachin Unit – 6, which is equipped with laboratories engaged in process development, process innovation, new chemical screening and engineering, which assists us in pursuing efficiencies from the initial conceptualization up to commercialization of a product. As of December 31, 2020, we had a dedicated team of over 42 employees in our R&D department. The Department of Scientific and Industrial Research has also recognized our in-house R&D facility.

Our R&D team has successfully carried out multi-step synthesis and scale-up for several new molecules in the area of life sciences related specialty chemicals and other specialty chemicals, and as a result, expanded our commercialized product portfolio from 25 products in Fiscal 2018 to 34 products in Fiscal 2020 and 41 products in the nine months ended December 31, 2020. We have also, over the years, successfully diversified ourselves in terms of process capability and expanded our expertise into multi-step synthesis capabilities and complex chemistries, such as, etherification, diazotization and hydrolysis, acylation, hydrogenation, fluorination, alkylation, nitration, amination, esterification, chlorination and bromination.

Our focus on upgrading processes has enabled us to manufacture products in an energy and cost-efficient manner by utilizing continuous processes for which we have developed in-house innovative processes. We are also one of the leading companies in manufacturing products using continuous and flow chemistry technology on a commercial scale in India (*Source: F&S Report*). We are currently utilizing continuous process technology to carry out chemical reactions, such as, diazotization and hydrolysis, nitration, chlorination and distillation. These chemical reactions when carried out using the conventional batch process are extremely hazardous in nature and generate a large volume of acidic waste water which is very difficult to treat and dispose off (*Source: F&S Report*). The continuous process technology has distinct advantages over the traditional batch process, which is typically used by specialty chemical companies, in reducing the batch cycle time of a chemical production process and making the process safer and environment friendly as well as energy and cost efficient (*Source: F&S Report*). In addition, continuous process technology is fully integrated and involves a higher level of automation, maximizes quality control and reduces the amount of inventory and storage (*Source: F&S Report*). Since we have been able to implement the continuous process technology in certain of our manufacturing operations, we believe we have become a preferred partner for various multinational companies for manufacturing products utilizing these chemical reactions.

Diversified and customized product portfolio with a strong supply chain

We have, over the years, diversified, expanded and evolved our operations from a manufacturer of conventional products into custom synthesis and manufacturing of life science related specialty chemicals and other specialty chemicals, which have diverse applications across various industries. For instance, our life science related specialty chemical products cater to the agrochemicals, personal care and pharmaceuticals industries, while our other specialty chemicals cater to specialty pigments and dyes, and polymer additives industries. In Fiscal 2020 and in the nine months ended December 31, 2020, revenues from our life science related specialty chemicals vertical accounted for 95.37% and 93.75%, respectively, of our revenue from operations, while revenue from other specialty chemicals accounted for 4.63% and 6.25%, respectively, of our revenue from operations, in such periods. There are very few companies in India that have such diverse segments and our Company faces very limited direct competition from the key Indian companies enabling our Company to be in a strategic position to cater to the diverse market requirements (*Source: F&S Report*). Our commercialized product portfolio has expanded from portfolio from 25 products in Fiscal 2018 to 34 products in Fiscal 2020 and 41 products in the nine months ended December 31, 2020, primarily consisting of products that we manufacture using in-house innovative processes, which enable us to cater to a wide range of customers in domestic and international markets. In addition, our diversified product portfolio allows for limited dependence on individual products, helps counter seasonal trends and addresses different business cycles across industries where our products are used.

Our integrated model that includes our automated manufacturing infrastructure, complex chemical processes and R&D capabilities has allowed us to develop insights across the entire value chain right from process innovation and process development to performing custom synthesis and manufacturing services for our customers. The

backward integration enables us to manufacture key raw material for certain products, reduces our reliance on imports, third party supplies and logistics costs, provides us the flexibility to control our manufacturing processes and improves our operating margins, while the forward integration in our operations enables us to innovate processes, customize products and broaden our product offering to meet the needs of our customers. As a result of this integration, our dependence on imported raw materials as a percentage of our total raw materials purchases has decreased from 26.01% in Fiscal 2018 to 25.95% in Fiscal 2019 and further to 22.44% in Fiscal 2020. In particular, imported raw materials from China as a percentage of total raw materials purchases decreased from 17.10% in Fiscal 2019 to 12.17% in Fiscal 2020. In addition, multinational companies are finding an alternative to China with their 'China plus one' strategy (*Source: F&S Report*), and we believe we offer customers with a genuine and reliable option to satisfy their custom synthesis and manufacturing of specialty chemicals requirements. We also have a transparent cost model with the cost of, amongst others, raw materials, packaging, labour, utilities, insurance and taxes as well as a margin typically mentioned in the purchase order and/ or agreement. Further, the final purchase price is typically pre-determined and mutually agreed between our customer and us. In addition, our relationship with our customers and repeat business from them has also allowed us to develop a long-standing relationship with various raw materials suppliers.

Automated manufacturing facilities with strong focus on environment, sustainability, health and safety measures

We currently have six manufacturing facilities situated in Gujarat, with four facilities located in Sachin, Surat, Gujarat and two facilities located in Jhagadia, Bharuch, Gujarat. Our facilities have an aggregate installed capacity of 23,438 MT, as of December 31, 2020. In our manufacturing operations, we provide large-scale custom synthesis and manufacturing services, offer multi-step synthesis and undertake complex chemical reactions. Our manufacturing facilities are highly automated and are equipped with glass-lined, titanium cladded and stainless steel reactors enabling us to manufacture a diverse range of products, minimize the number of employees required, and as a result, reduce cost and human error. Further, our facilities are adequately supported with sophisticated analytical infrastructure, including, gas chromatography, reaction calorimeters and differential screening calorimeters, enabling us to provide accurate analysis to our customers. We have also made and expect to continue making capital expenditure in maintaining and growing our existing infrastructure, purchase equipment, and develop and implement new processes and technologies in our manufacturing facilities. In Fiscals 2018, 2019 and 2020, and the nine months ended December 31, 2019 and 2020, our capital expenditures, were ₹ 2,556.08 million, ₹ 2,482.65 million, ₹ 1,803.89 million, ₹ 1,658.95 million and ₹ 1,166.07 million, respectively, representing 74.86%, 49.50%, 34.11%, 44.62% and 21.63%, respectively, of our revenue from operations, in such periods. In addition, our facilities are multi-purpose that are designed to allow a level of flexibility enabling us to manufacture a diverse range of products and provide us with the ability to modify and customize our product portfolio to address the changing requirements of customers.

Health, safety and sustainability measures are at the core of our operations. Our Jhagadia Unit – 4 is ISO 14001:2015 certified for environment management systems and ISO 45001:2018 certified for occupational health and safety management system, while our Sachin Unit – 1, Sachin Unit – 2 and Sachin Unit - 3 have received ISO 9001: 2015 quality management systems certification. Further, since majority of our products are manufactured based on in-house developed innovative processes, we run reaction calorimetry and differential scanning calorimetry tests at various stages of a new product before commencing commercial production, which are recognized as global benchmarks for safety (*Source: F&S Report*). The processes are defined and introduced at our facilities only after hazard and operability studies have been performed before commencing commercial production of a new product and once these hazards are mitigated through process improvement, engineering controls, developing safe operating procedures and training of our employees. In Fiscal 2019, we obtained a 'Silver Grade' for sustainability rating by Ecovadis. We have also implemented various distillation and filtration systems as well as new chemical technologies and heat exchangers to minimize water pollution and waste. This provides us with more flexibility to increase production volumes and reduce dependence on external agencies for environmental compliance.

Consistent track record of financial performance

We have demonstrated consistent growth in terms of revenues and profitability. Our revenue from operations have increased at a CAGR of 24.29% from ₹ 3,491.82 million in Fiscal 2018 to ₹ 5,393.87 million in Fiscal 2020. The value of our exports have grown at a CAGR of 32.94% from ₹ 2,036.64 million in Fiscal 2018 to ₹ 3,599.22 million in Fiscal 2020. Further, it may be noted that we have been able to continue our robust growth despite the impact of the COVID-19 pandemic and the nation-wide lockdown which was announced on March 24, 2020 in India, and our revenue from operations significantly increased by 45.03% from ₹ 3,718.07 million in the nine

months ended December 31, 2019 to ₹ 5,392.20 million in the nine months ended December 31, 2020. In addition, the value of our exports increased by 27.87% from ₹ 2,588.09 million in the nine months ended December 31, 2019 to ₹ 3,309.50 million in the nine months ended December 31, 2020.

Our EBITDA for Fiscals 2018, 2019, 2020 and the nine months ended December 31, 2019 and 2020 was ₹ 745.07 million, ₹ 921.74 million, ₹ 1,348.96 million, ₹ 1,020.20 million, ₹ 1,307.60 million, respectively while our EBITDA margin was 21.82%, 18.38%, 25.51%, 27.44% and 24.25%, respectively, for similar periods. Our profit after tax and share of profit of associates (*i.e.* Tangent Science Private Limited from August 16, 2020 to December 31, 2020 and Atharva Exochem Private Limited from April 1, 2018 to March 26, 2019) was ₹ 413.07 million, ₹ 492.48 million, ₹ 529.75 million, ₹ 428.05 million and ₹ 480.93 million for Fiscals 2018, 2019, 2020 and the nine months ended December 31, 2019 and 2020, respectively, while our PAT margin was 11.83%, 9.45%, 9.82%, 11.43% and 8.54%, respectively, for similar periods.

Experienced promoters and strong management team

We are led by experienced Promoters, some of whom have significant experience in the chemical industry. Mr. Anand S Desai and Ms. Mona A Desai have an experience of approximately 28 years and 18 years, respectively, in the chemicals industry. Further, Dr. Kiran C Patel, one of our Promoters and our Chairman, is a businessperson experienced in the healthcare sector, and our Key Managerial Personnel have significant experience in the chemical industry, for instance, Dr. Nileshkumar Naik has been associated with our Company since its incorporation, while Dr. Anuj Thakkar and Mr. Ravi Desai have been associated with us since 2005 and 2012 respectively. Their industry experience enables us to anticipate and address market trends, manage and grow our operations, maintain and leverage customer relationships and respond to changes in customer preferences. We will continue to leverage on the experience of our management team and their understanding of the life science related specialty chemicals and other specialty chemicals. In addition, we are supported by our committed employee base and believe we have a mutually beneficial relationship with our employees. We had an attrition rate of 5.00% in Fiscal 2020. Our employee base has been growing consistently over the years and we had 1,291 permanent employees, as of December 31, 2020.

Strategies

Continue to focus on custom synthesis and manufacturing by developing innovative processes and value engineering

We believe that by offering value engineering, developing innovative processes and undertaking complex chemistries in our custom synthesis and manufacturing operations allows us to enter into long-term contracts with customers that provide assured product off-take and better margins, thereby helping improve our profitability. We aim at differentiating our operations from other custom synthesis and manufacturing companies by developing in-house innovative processes, which we believe provides us with a better leverage in terms of pricing with the customers. Accordingly, we intend to continue developing in-house innovative processes for new complex chemistries, such as, hydrogenation and photo chlorination. We continuously seek to try and explore which products or processes can be converted to continuous process for which we develop in-house processes. Further, we are currently in the process of developing a few products for customers by undertaking photo chemistry technology and intend to advance this technology to take it to a commercial scale. Photo chemistry technology provides various benefits, including, shorter and simplified multi-step synthesis of complex molecules, increased accessibility of a portfolio of novel compound families and large potential for automation (*Source: F&S Report*). In addition, we seek to continue to enhance our continuous and flow chemistry capabilities by exploring opportunities to manufacture active ingredient products.

Companies, such as, us, are concentrating their focus towards research and development, operational scale-up, and increased commercialization of their manufacturing services within contract research and manufacturing services and custom synthesis and manufacturing sector, which will help them leverage the innovators shift in focus towards core competencies, development of new active ingredients and outsource of production activities (*Source: F&S Report*). We seek to continue to explore opportunities to enhance our existing customer relationships by undertaking custom synthesis and manufacturing for new molecules across their various product segments. We believe our focus on value engineering by extending our process and chemistry expertise to enter into new value chains and replace the lower value products with higher value products in the same chemistry will enable us to service more of our customers' needs and increase the wallet share of our existing customers. By leveraging the long-standing relationships and repeat orders from our customers, we intend to capitalize on the significant cross-selling opportunities that higher value products offer. Further, we intend to focus on early stage

process innovation and development that we believe will enable us to capitalize on the complete lifecycle of these products and give us the opportunity to be the initial suppliers for such customized specialty chemicals and strengthen our relationships with multinational corporations.

Expand our business by capitalizing on industry opportunities and organic and inorganic growth

According to the F&S Report, India's specialty chemicals industry is expected to grow at a CAGR of approximately 10% to 11% over the next five years, due to rising demand from end-user industries, along with tight global supply on account of stringent environmental norms in China. Further, India accounts for approximately 1% to 2% of the global exportable specialty chemicals, indicating a large scope of improvement and widespread opportunity. In 2019, the India market for custom synthesis and manufacturing was valued at US$ 11.5 billion in 2019 for specialty chemicals accounting for approximately 6% of the global custom synthesis and manufacturing market. Custom synthesis manufacturing is on the rise in India and contract research and manufacturing services market is expected to grow at a rate of 12% in the next five years, owing to strong growth from end-use demand. In addition, the 'China plus one' strategy and the shift in manufacturing operations and sourcing of raw materials from China on account of tightening of environmental protection norms in China since 2015, increase in operating and labour costs, and trade dispute with China and the United States, provides the opportunity for India to capture a larger market share. The Government of India's 'Make in India' campaign is also expected to act as a stimulus to the emergence of India as a manufacturing hub for the chemicals industry. (*Source: F&S Report*) This offers significant growth opportunities for custom synthesis and manufacturers of specialty chemicals, including us. We have and intend to continue to participate in various domestic and international industry specific exhibitions, including, the Chemspec exhibition held in Europe, through which we aim to explore new business opportunities with existing and prospective customers. Our business development and R&D teams regularly participate in such chemical exhibitions and apprise customers of our new in-house innovative processes.

We also aim to strengthen our leading market position in custom synthesis and manufacturing operations in India and achieve better economies of scale by organic and inorganic growth. We have, and continue to, expand our business through organic growth to increase our production capacities and product portfolio. Consistent with past practice, we will look to add capacity in a phased manner to ensure that we utilize our capacity at optimal levels. In Fiscal 2020, we commissioned two manufacturing facilities, namely, Jhagadia Unit -5 and Sachin Unit – 6, and we believe that this new and excess capacity will help us capitalize on the growth opportunities in the specialty chemicals industry. In addition, the commissioning of Sachin Unit - 6 enabled us to expand our product portfolio to include the manufacture of pharmaceutical intermediates. Going forward, we may consider acquisition opportunities to selectively expand in other verticals. For instance, we acquired the Jhagadia Unit- 4, a multipurpose backward integrated facility in 2014. We believe such acquisitions will support our long-term strategy, strengthen our competitive position, particularly in acquiring technical expertise and provide greater scale to grow our earnings and increase shareholder value.

Diversify our product portfolio and expand our chemistry expertise

Our focus continues to remain on manufacturing specialty chemicals that are intermediates of key molecules manufactured by our end customers. We intend to continue to focus on our ability to customize our products according to the specific requirements of our customers and broaden our portfolio through innovation, focus on sustainable solutions, undertake new chemistries and perform multi-step synthesis of niche products. Our R&D team is focused on building knowledge-based value added products, new innovative processes, scaling up the capacity of existing products while lowering the cost of production and improving the existing design parameters to increase the yields and thus the overall product quality. We aim to focus on molecules which (i) are patented; (ii) are in the early stages of their life cycles; (iii) are of high or medium value and low volume; (iv) involve complex chemistries; and (iv) we believe would lead to high growth rates on commercialization across geographies.

We are focused on expanding our chemistry expertise and entering into new value chains by adding new reaction capabilities at our manufacturing facilities. We intend to offer a wide range of chemistry competency with emphasis on chemistries such as, Grignard, and new group chemistries, such as, Ethylene Oxide, ammoxidation and Isobutylene. Currently, only a few companies in India undertake such new group chemistries (*Source: F&S Report*). Further, these chemistries will enable us to manufacture more products in the life science related specialty chemicals vertical. We also propose to cater to customers across new industry segments and in new geographies to grow our market share. We believe such steps would enable us to offer higher value addition, generate higher margins and increase our profitability.

Continue to focus on cost efficiency and improving productivity

Increased competition and stringent regulations have encouraged the players in specialty chemicals industry to find innovative ways to reduce cost and increase the overall efficiency. We intend to focus on keeping our operating costs low, which we believe is critical for remaining profitable, by implementing measures to reduce our operating costs and improve our operational efficiencies. Our focus is to continue to develop and adopt energy efficient technologies and practices, increase usage of alternative raw material and fuels, and waste utilization technologies, to further improve the quality of our products and optimize our production costs. We intend to continue further integration of our manufacturing facilities and carry out most of the processes in-house to maximize our efficiencies. We believe our focus on developing cost-reduction strategies and implementing more sustainable methods in our operations will enable us to maintain our cost leadership position.

Our Businesses

We manufacture specialty chemicals, which are primarily chemical components that improve the properties of customers' products, and have, over the years, expanded our commercialized product portfolio, which are used in diverse end-user segments. Our products are sold to multinational corporations for use as additives, ingredients or intermediates that impart particular characteristics to the customers' end-use products.

The following table sets forth the number of products that we have commercialized during the periods indicated:

Particulars	Fiscal						Nine months ended December 31, 2020
	2015	2016	2017	2018	2019	2020	
Number of products	15	17	20	25	30	34	41

We have two distinct business verticals, namely, life science related specialty chemicals, and other specialty chemicals.

The following table sets forth the revenue from operations contributed by each of our business verticals and the percentage of our total revenue from operations for the periods indicated:

	Fiscal 2018 (proforma)		Fiscal 2019		Fiscal 2020		Nine months ended December 31, 2019		Nine months ended December 31, 2020	
Business verticals	**Revenue from Operations (₹ million)**	**As % of Total Revenue from Operations (%)**	**Revenue from Operations (₹ million)**	**As % of Total Revenue from Operations (%)**	**Revenue from Operations (₹ million)**	**As % of Total Revenue from Operations (%)**	**Revenue from Operations (₹ million)**	**As % of Total Revenue from Operations (%)**	**Revenue from Operations (₹ million)**	**As % of Total Revenue from Operations (%)**
Life science related specialty chemicals	3,161.70	92.60%	4,677.17	93.26%	5,044.10	95.37%	3,594.23	96.67%	5,055.44	93.75%
Other specialty chemicals	252.56	7.40%	337.80	6.74%	244.70	4.63%	123.85	3.33%	336.75	6.25%
Total	**3,414.26**	**100.00%**	**5,014.97**	**100.00%**	**5,288.80**	**100.00%**	**3,178.07**	**100.00%**	**5,392,20**	**100.00%**

A brief description of each of our business verticals are as follows:

Life Science related Specialty Chemicals

We manufacture a variety of life science related specialty chemicals comprising products related to agrochemicals, personal care and pharmaceuticals. We manufacture agro intermediates and agro active ingredients for the agrochemicals industry which are used in the manufacture of, amongst others, insecticides, fungicides and herbicides. For the personal care industry, we provide, amongst others, anti-bacterial and ultra violet protection intermediates and ingredients. In the pharmaceutical segment, we focus on developing intermediates and 'key starting materials' for active pharmaceutical ingredients, and may also be used in, amongst others, material sciences and surface chemistry.

The agro revenue (revenue from the crop protection segment) out of the total revenue from life science related specialty chemicals for the below mentioned periods is as follows:

Crop protection segment	Fiscal 2018	Fiscal 2019	Fiscal 2020	Nine Months ended December 31, 2020
Total revenue (in ₹ million)	2,059.67	3,311.49	3,629.04	3,631.21
Percentage of revenue from crop protection segment out of the total revenue from life science related specialty chemicals (in %)	65.14%	70.80%	71.95%	71.83%

Other Specialty Chemicals

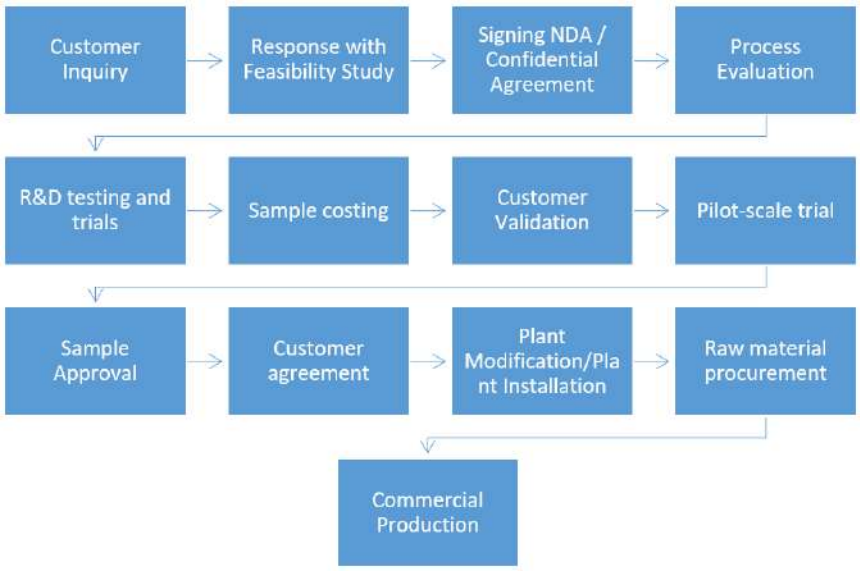
Our other specialty chemicals are used in diverse end-user segments, comprising specialty pigments, specialty dyes and polymer additives.

Custom Synthesis and Manufacturing

In our custom synthesis and manufacturing operations, the processes and technical specifications are developed in-house, and the product is made for a specific customer.

We aim to deliver customized products to our customers. Our R&D team work closely with customers or prospective customers, and provide innovative and cost efficient solutions tailored to meet specific customer requirements. They also oversee the planning and execution of our projects. Our R&D team oversees the transfer of technology from lab scale to plant scale and prepares back-up strategies. Thereafter, we scale-up our operations from the R&D stage to large-scale manufacturing. We aim to improve our operations through process engineering and emphasize on maintaining consistency in the quality of our products as well as planning and executing projects in a timely manner.

The following chart sets forth the end-to-end process for our custom synthesis and manufacturing operations:



Our custom synthesis and manufacturing agreements are typically long-term in nature where the validity of the contract ranges between two to five years, with certain agreements being automatically renewed for a period of one year at a time. Our agreements typically (i) impose confidentiality and secrecy obligations on us and require us to comply with various international and organizational codes and practices including the ethical code of conduct in relation to bribery and kickbacks, code of conduct for service providers and privacy policies; (ii) require us to strictly adhere to the technical specifications mentioned therein; and (iii) provide our customers the right to inspect our manufacturing facilities for quality assurance system after providing reasonable notice to us, and may request a sample analysis of the products. In addition, our agreements typically require our customers to place purchase orders that include the quantity and price while certain agreements include the purchase prices in USD per kilogram and minimum purchase quantities for the products during the tenure of the agreement. Further,

certain of agreements require the customers to provide a non-binding forecast indicating the quantities of the product they intend to purchase for a particular period. See, "***Risk Factors - We depend on the success of our relationships with our customers most of whom are multinational corporations. Any adverse developments or inability to enter into or maintain such relationships could have an adverse effect on our business, results of operations and financial condition***" on page 32.

Manufacturing Technologies

Chemistry

We manufacture specialty chemicals by making use of complex chemistries, such as, etherification, diazotization and hydrolysis, acylation, hydrogenation, fluorination, alkylation, nitration, amination, esterification, chlorination and bromination.

Process Technology

Continuous Processes

We continuously try and explore which products or processes can be converted to continuous process for which we develop in-house processes. Continuous processes that we currently use to carry out chemical reactions include diazotization, hydrolysis, nitration, chlorination and distillation.

Traditional batch processing, which is typically used by specialty chemical companies, involves longer batch cycle time due to heating/ cooling of a large volume of reaction mass as well as requires large volume reactors and utilizes large volume of solvents as a media to carry out such reactions. The traditional batch process is typically more time consuming and results in higher cost of goods and damage to the environment due to use of volatile organic compounds. Further, the chemical reactions when carried out using the conventional batch process are extremely hazardous in nature and generate a large volume of acidic waste water which is very difficult to treat and dispose off. (*Source: F&S Report*)

The continuous process technology has distinct advantages over the traditional batch process in reducing the batch cycle time of a chemical production process and making the process safer and environment friendly as well as energy and cost efficient. There are numerous advantages offered by continuous process technology, including, better safety, lesser effluent and waste generation, better quality products, smaller and easier-to-handle equipment is required, and lower process cycle times, operational and handling costs. In addition, continuous process technology is fully integrated and involves a higher level of automation, maximizes quality control and reduces the amount of inventory and storage. Further, in particular, for processes which are susceptible to contamination, such as in the pharmaceuticals segment, continuous processes together with real-time monitoring and regular sampling can easily clarify such contaminations, and allow discarding only a small amount of the product instead of the entire batch. (*Source: F&S Report*)

Continuous process technology is fully integrated, which implies that the products of one reaction flow into the next through small-volume pipes. As a result, specialty chemical companies are able to use certain kinds of chemical reactions that are not feasible in batch processes, such as, very fast reactions, highly exothermic reactions, safety-relevant conversions, including nitration, or those that require specific light impulse, ultra violet impulse, or high temperatures. (*Source: F&S Report*)

Continuous processes can be undertaken under (i) flow reactors, *i.e.* flow chemistry, and (ii) photo reactors, *i.e.* photo chemistry. (*Source: F&S Report*)

Flow Chemistry

Flow chemistry technology helps in improving the chemical processes in order to satisfy the growing demand for chemical sustainability. Continuous process manufacturing techniques are currently being utilized to reduce the amount of material and energy utilized in a process while incorporating real-time analysis, control, and enhanced process safety. However, beyond continuous process production, flow screening techniques can rapidly search a multi-dimensional reaction space to improve process design, performance, and efficiency. Further, time-efficient and material-efficient flow screening platforms can be utilized to develop the next generation of process development technologies including predictive reaction models and process scale-up strategies. In addition, performing flow chemistry can also significantly reduce the environmental impacts in the laboratory and

production scales. There exists a significant opportunity for flow chemistry technology in specialty chemicals, specifically pharmaceuticals, as it reduces the cost and lead-time significantly. (*Source: F&S Report*).

The reactions under flow chemistry are carried out at gram per kilogram levels with flow of 10 kilograms per hour to 300 kilograms per hour, and are undertaken in micro and tube reactors. Flow chemistry involves a continuous and accurate feeding of raw materials using flow pumps and continuous withdrawal of product. Flow chemistry allows for multi MT reaction on desk top plants and requires low concentration of chemicals. (*Source: F&S Report*).

Photo Chemistry

Photo chemistry technology is a relatively new technology for the specialty chemicals manufacturing industry and we are currently in the process of developing a few products for our customers by undertaking such technology.

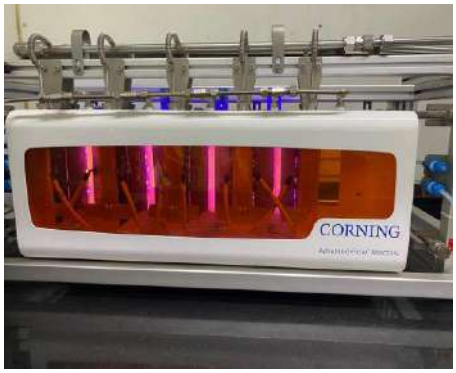
Photochemical reactions are induced through the electronically agitated state and consequently, the chemical reactivity of the agitated molecules is considerably different from that of ground state molecules. Photochemical reactions are currently becoming an important tool in the search of new active compounds for applications in, amongst others, specialty chemical and pharmaceutical industries. Photochemical multiphasic reactions fully exploit the photon and mass transfer enhancement properties offered by continuous and flow chemistry. Photo chemistry technology possess various benefits in the context of sustainability, including (i) shorter and simplified multistep synthesis of complex molecules and typically, a high molecular complexity is generated in one step from simple precursors; (ii) large potential for automation; (iii) increased accessibility of a portfolio of novel compound families; and (iv) in many reactions, the photon acts as a 'traceless reagent', and no chemical catalysts or activating groups are required. (*Source: F&S Report*).

Conventional photo chemical systems require large reactors, while in photo chemistry technology, reactions can be done with micro reactors. The narrow channel of a typical micro reactor provides opportunities to ensure a uniform irradiation of the entire reaction mixture, resulting in shorter, more selective reactions, high energy and quantum efficiencies, efficient scale-up and reduction in formation of byproducts. (*Source: F&S Report*).

The following images highlights the 'Advanced-Flow™ reactors', including G1 Reactor, G1 Photo Reactor and G4 Reactor, supplied by Corning SAS to our Company:

G4 – Actual Installation

G4 – Actual Installation



G1 Photo Reactor

Manufacturing Facilities

We operated six manufacturing facilities in Gujarat, India, with four facilities located at Sachin, Surat, Gujarat and two located at Jhagadia, Bharuch, Gujarat, as of December 31, 2020. Our facilities had an aggregate installed capacity of 23,438 MT, as of December 31, 2020.

Each of our manufacturing facilities has the ability to manufacture a wide range of products and products can be inter-changed to address the requirements of customers. Further, given that our operations are primarily export oriented, the close proximity to Adani Hazira Port of our facilities located at Sachin, Surat, Gujarat helps us in reducing freight and logistics costs. In addition, the power requirements for our facilities are met through local state power grid through interstate open access, while water is procured from Gujarat Industrial Development Corporation.

The map below shows the location of our manufacturing facilities, corporate office and R&D facility in the state of Gujarat:

Note: Map not to scale

Sachin Unit - 1

Our Sachin Unit-1 is located at Plot No. 8109, Plot No. 8110 and Plot No. 8111, Sachin Industrial Estate, Sachin, Surat, Gujarat. As of December 31, 2020, our Sachin Unit – 1 had an aggregate production capacity of 4,542 MT. The key processes currently undertaken at Sachin Unit - 1 include etherification, diazotization and hydrolysis, nitration, amination (iron reduction), acylation and alkylation. As of December 31, 2020, the facility was equipped with 75 glass-lined, titanium cladded and stainless steel reactors with capacities ranging between one kilo litre and 15 kilo litre, along with various distillation and filtration systems, and storage tanks with capacities ranging between five kilo litre to 20 kilo litre.

Sachin Unit - 2

Our Sachin Unit- 2 is located at located at Plot No. 701, Plot 2419/1 and Plot No. 2419/2, Sachin Industrial Estate, Sachin, Surat, Gujarat. As of December 31, 2020, our Sachin Unit – 2 had an aggregate production capacity of 2,520 MT. The key processes currently undertaken at Sachin Unit – 2 include esterification, condensation, amination (iron reduction), fluorination and alkylation. As of December 31, 2020, the facility was equipped with 55 glass-lined, perfluoroalkoxy alkanes and stainless steel reactors with capacities ranging between two kilo litre and 12 kilo litre, along with various distillation and filtration systems, and storage tanks with capacities ranging between 12 kilo litre to 25 kilo litre.

Sachin Unit - 3

Our Sachin Unit - 3 is located at Plot No. 8104, Sachin Industrial Estate, Sachin, Surat, Gujarat. As of December 31, 2020, our Sachin Unit - 3 had an aggregate production capacity of 6,130 MT. The key processes currently undertaken at Sachin Unit – 3 include etherification, condensation, bromination, diazotization and hydrolysis, and esterification. As of December 31, 2020, the facility was equipped with 90 glass-lined and stainless steel reactors with capacities ranging between four kilo litre and 15 kilo litre, along with various distillation and filtration systems, and storage tanks with capacities ranging between 0.5 kilo litre to 25 kilo litre.

Jhagadia Unit - 4

We acquired our Jhagadia Unit-4 located at Plot No. 907/3, Jhagadia Industrial Estate, Jhagadia, Bharuch, Gujarat in 2014. As of December 31, 2020, our Jhagadia Unit - 4 had an aggregate production capacity of 3,520 MT. The key processes currently undertaken at Jhagadia Unit - 4 include chlorination using chlorine gas, hydrochloric acid gas and methanolic hydrochloric acid. As of December 31, 2020, the facility was equipped with 53 glass-lined and stainless steel reactors with capacities ranging up to 50 kilo litre, along with various distillation and filtration systems, and storage tanks with capacities ranging between 0.5 kilo litre to 150 kilo litre.

Jhagadia Unit - 5

We commissioned our Jhagadia Unit-5 located at Plot No. 905/1, Jhagadia Industrial Estate, Jhagadia, Bharuch, Gujarat in March 2020. As of December 31, 2020, our Jhagadia Unit - 5 had an aggregate production capacity of 5,520 MT. The key processes currently undertaken at Jhagadia Unit - 5 include diazotization and hydrolysis, hydrogenation and condensation. As of December 31, 2020, the facility was equipped with 75 glass-lined and stainless steel reactors with capacities ranging up to 17.45 kilo litre, nine stainless steel pressure reactors, with a pressure rating at 175 degrees Celsius, along with various distillation and filtration systems, and storage tanks with capacities up to 50 kilo litre.

Sachin Unit - 6

We commissioned our Sachin Unit-6 located at Plot No. 2425, Sachin Industrial Estate, Sachin, Surat, Gujarat in March 2020. As of December 31, 2020, our Sachin Unit - 6 had an aggregate manufacturing capacity of 1,206 MT. The key processes currently undertaken at Sachin Unit – 6 include fluorination. Our in-house R&D facility and pilot plant is located at Sachin Unit - 6. As of December 31, 2020, the facility was equipped with 58 glass-lined and stainless steel reactors with capacities ranging between two kilo litre and 10 kilo litre, along with various distillation and filtration systems, and storage tanks with capacities ranging between 0.5 kilo litre to 150 kilo litre.

Capacity and Capacity Utilization

Each of our manufacturing facilities are multipurpose facilities that have flexible manufacturing capabilities for manufacturing life science related specialty chemicals and other specialty chemicals at any point of time depending on the specific requirements of our customers.

The following table sets forth certain information relating to our installed capacity and capacity utilisation for each of our manufacturing facilities for the periods indicated:

Particulars	**Unit**	**As of and for the financial year ended March 31,**			**As of and for the nine months ended December 31, 2020**
		2018	**2019**	**2020**	
A. *Sachin Unit -1*					
Installed capacity[(1)]	MT	2,778	3,362	4,542	4,542
Actual Production[(2)]	MT	2,168	1,784	3,691	3,089
Capacity utilization[(3)]	(%)	78.03%	77.16%	81.27%	90.68%
B. *Sachin Unit -2*					
Installed capacity[(1)]	MT	2,220	2,520	2,520	2,520
Actual Production[(2)]	MT	2,134	1,795	1,986	1,428
Capacity utilization[(3)]	(%)	96.13%	71.25%	78.82%	75.54%
C. *Sachin Unit -3*					
Installed capacity[(1)]	MT	4,760	5,950	6,088	6,130
Actual Production[(2)]	MT	4,216	4,587	4,971	3,997
Capacity utilization[(3)]	(%)	88.58%	77.10%	81.65%	86.93%
D. *Jhagadia Unit -4*					
Installed capacity[(1)]	MT	2,420	3,050	3,520	3,520
Actual Production[(2)]	MT	2,009	2,240	2,766	2,235
Capacity utilization[(3)]	(%)	83.02%	73.46%	78.60%	84.66%
E. *Jhagadia Unit -5*[(4)]					

Particulars	Unit	As of and for the financial year ended March 31,			As of and for the nine months ended December 31, 2020
		2018	2019	2020	
Installed capacity[(1)]	MT	-	-	5,520	5,520
Actual Production[(2)]	MT	-	-	441	1,777
Capacity utilization[(3)]	(%)	-	-	7.99%	42.93%
F. *Sachin Unit -6*[(4)]					
Installed capacity[(1)]	MT	-	-	1,206	1,206
Actual Production[(2)]	MT	-	-	88	604
Capacity utilization[(3)]	(%)	-	-	7.29%	66.75%
Total					
Installed capacity[(1)]	**MT**	**12,178**	**14,882**	**23,396**	**23,438**
Actual Production[(2)]	**MT**	**10,527**	**11,217**	**13,944**	**13,130**
Capacity utilization[(3)]	**(%)**	**86.45%**	**75.38%**	**59.59%**	**74.65%**

The above information has been certified by Dr. P.J. Gandhi, Chartered Engineer, by certificate dated February 25, 2021.

Note:

1. *The information relating to the installed capacity of the manufacturing facilities as of the dates included above are based on various assumptions and estimates that have been taken into account for calculation of the installed capacity. These assumptions and estimates include the standard capacity calculation practice of specialty chemicals industry after examining the calculations and explanations provided by the Company and the reactor capacities and other ancillary equipment installed at the facilities. The assumptions and estimates taken into account include the number of working days in a year as 365 days. The installed capacity of the manufacturing facilities as of December 31, 2020 have been provided on an annualized basis.*
2. *The information relating to the actual production at the manufacturing facilities as of the dates included above are based on the examination of the internal production records provided by the Company, explanations provided by the Company, the period during which the manufacturing facilities operate in a year, expected operations, availability of raw materials, downtime resulting from scheduled maintenance activities, unscheduled breakdowns, as well as expected operational efficiencies.*
3. *Capacity utilization has been calculated on the basis of actual production during the relevant fiscal year/ period divided by the aggregate installed capacity of relevant manufacturing facilities as of at the end of the relevant fiscal year/ period. In the case of capacity utilization for the nine months ended December 31, 2020, the capacity utilization has been calculated by dividing the actual production for the period by 75% of the annualized installed capacity.*
4. *The Jhagadia Unit-5 and Sachin Unit-6 were commissioned in March 2020. As a result, these manufacturing facilities operated at low production levels in Fiscal 2020 and the nine months ended December 31, 2020.*

Actual production capacity, production levels and utilization rates may therefore vary from the information of our manufacturing facilities included in this Red Herring Prospectus. See "***Risk Factors – 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.***" on page 53.

Procurement and Raw Materials

The key raw materials that we use in our manufacturing operations include phenol and benzene derivatives, such as para chloro phenol and meta dichloro benzene, bromine, various chloro and fluoro intermediates, solvents and chloro-alkalies. In Fiscals 2018, 2019 and 2020 and in the nine months ended December 31, 2019 and 2020, the cost of materials consumed represented 57.18%, 50.87%, 55.90%, 55.42% and 58.22%, respectively, of our revenue from operations in the same periods.

We have a centralised system across our manufacturing facilities for procurement of raw material. Historically, we have sourced raw materials from multiple vendors in India, China and Japan. However, our dependence on imports from China has reduced, imported raw materials from China as a percentage of total raw materials purchases decreased from 17.10% in Fiscal 2019 to 12.17% in Fiscal 2020. We identify and approve multiple vendors to source our key raw materials pursuant to a supply feasibility audit that involves an examination of the potential vendor's regulatory accreditations, supply strength in terms of delivering large quantities on a consistent basis, and contingency arrangements in the event of stoppages. We typically purchase raw materials based on the historical levels of sales, actual sales orders on hand and the anticipated production requirements taking into consideration any expected fluctuation in raw material prices and delivery delay.

We usually do not enter into long-term supply contracts with any of our raw material suppliers. However, our relationship with our customers and repeat business from them has also allowed us to develop a long-standing relationship with various raw materials suppliers. The terms and conditions on warranties for product quality and return policy are set forth in the purchase orders. Pricing and production volumes are negotiated for each purchase order. There are no contractual commitments other than those set forth in the purchase orders. The purchase price of our raw materials generally follows market prices. See, "***Risk Factors - We do not have long-term agreements***

with suppliers for our raw materials and an increase in the cost of, or a shortfall in the availability or quality of such raw materials could have an adverse effect on our business and results of operations." on page 40.

Inventory Management

Our finished products are stored on-site at our manufacturing facilities. The raw materials are stored at our warehouses located at Sachin, Surat, Gujarat. We typically keep five to six months of inventory including raw materials, work in progress and finished good at our facilities to mitigate the risk of raw material price movements. These inventory levels are planned based on contractual quantities and expected orders, which are confirmed due to our long-standing relationships with customers. We maintain a lead-time material requirement planning system and utilize our ERP software to manage our levels of inventory on a real-time basis.

Logistics

We transport our raw materials and our finished products by road and sea. Our suppliers undertake the delivery of our raw materials and we rely on third party logistic companies and freight forwarders to deliver our products. We do not have formal contractual relationships with such logistic companies and freight forwarders. We sell our products on a cost, insurance and freight basis, on a consignee basis and on a door delivery basis. For exports, our freight forwarders co-ordinate with the shipping line to file and release the necessary bills of lading or waybills.

Production Management

Our production and inventory levels of our finished products are planned on a monthly basis based on the agreements with our customers, and we make periodic adjustments to the production schedule and volumes based on actual orders received. We closely supervise our daily production and aim to maintain suitable inventory levels of raw materials and finished goods at each of our manufacturing facilities.

Pricing

We determine the prices for our products based on various parameters, including market demand, transportation costs, raw materials costs, inventory levels and credit terms. We also have a transparent cost model with the cost of, amongst others, raw materials, packaging, labour, utilities, insurance and taxes as well as a margin typically mentioned in the purchase order and/ or agreement. Further, the final purchase price is typically pre-determined either annually or for the tenure of the agreement and mutually agreed between our customer and us. Pricing details are typically stated in USD per kilogram for each calendar year in the purchase orders or customer agreements, as applicable.

Utilities

We consume a substantial amount of power and fuel for our business operations. Our power requirements are met through local state power grid through interstate open access. Our manufacturing processes require uninterrupted supply of power and fuel in order to ensure that we are able to manufacture our products. In Fiscals 2018, 2019 and 2020, and the nine months ended December 31, 2019 and 2020, utility charges accounted for 9.72%, 7.87%, 10.74%, 10.76% and 10.59%, respectively, of our total expenses in such periods.

Sales and Marketing

Our business operations and products primarily cater to the business-to-business segment. We maintain direct contact with majority of our customers which allows us to understand the technical needs and specifications of our customers as well as their future requirements.

We have in-house teams which looks after the sales and marketing of our products. The sales teams are also segregated by products and are responsible for the sales of our products at the ground level. Our in-house teams focus on involving our R&D team to work closely with our customers or prospective customers to design products tailored to meet their specific requirements.

Our Company is a member of Confederations of Indian Industry, Indo-German Chamber of Commerce and Indo-US Chamber of Commerce. We also participated in various domestic and international industry specific exhibitions, such as, the Chemspec exhibition held in India, Europe, and Japan.

Research and Development

We believe that R&D is critical in maintaining our competitive position, addressing changing consumer trends and industry developments, developing innovative processes, undertaking complex chemistries, environmental management and developing costs and operating efficiencies.

We have a dedicated in-house R&D facility located at Sachin Unit – 6, which is equipped with laboratories engaged in process development, process innovation, new chemical screening and engineering that assist us in pursuing efficiencies from the initial conceptualization up to commercialization of a product. The Department of Scientific and Industrial Research has also recognized our in-house R&D facility. In addition, we have a pilot plant at Sachin Unit – 6 that has the capability to support customer needs for pre-commercial production for product development by employing new production technology and performing large number of complex chemical reactions.

Each of our products are subjected to quality check by our in-house R&D team, to ensure that the finished product meets customer standards and other specifications. As of December 31, 2020, we had a dedicated team of over 42 employees in R&D department. We believe that our R&D has and will continue to assist us in developing newer technologies, manufacturing processes and chemistries for existing as well as new products, which will help reduce the cost of production, simplify manufacturing processes to improve safety, reduce environmental load and provide us with other growth opportunities. Our R&D has played a key role in the expansion of our commercialized product portfolio from portfolio from 25 products in Fiscal 2018 to 34 products in Fiscal 2020 and 41 products in the nine months December 31, 2020. Further, we received the 'Corning Green Innovation Award' for customer excellence in Advanced-Flow™ Reactor applications development for 2015.

Customers

Our customer base currently comprises a number of multinational, regional and local companies including many multinational corporations such as Syngenta Asia Pacific Pte. Ltd., Sumitomo Chemical Company Limited and UPL Limited. In the nine months ended December 31, 2020, we manufactured products for over 53 domestic and international customer, including 17 multinational companies.

The following table sets forth the number of domestic and international customers who we have manufactured products for during the periods indicated:

Particulars	Fiscal						Nine months ended December 31, 2020
	2015	2016	2017	2018	2019	2020	
Number of customers	34	44	37	53	54	55	53

We have developed long-term relationships with various multinational corporations who have diverse operations spread across various segments and geographies, thereby mitigating any risks associated with a particular geography or industry. We typically enter into long-term agreements ranging between two to five years with our customers. We are committed to developing and maintaining long-term relationships with our customers through frequent interactions and follow-ups.

However, we are dependent on a limited number of customers for a significant portion of our revenues. Revenue generated from sales to our top 10 customers represented 86.65% and 84.01% of our revenue from operations in Fiscal 2020 and in the nine months ended December 31, 2020, respectively. See, "***Risk Factors - We derive a significant portion of our revenue from certain 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, financial condition and cash flows.***" on page38.

Exports

The Government of India also recognizes our Company as a three star export house. A significant portion of our revenue is generated from the sale of exports across Europe, Japan and the United States. In Fiscal 2020 and the nine months ended December 31, 2020, revenue from operations from exports accounted for 68.05% and 61.38%, respectively, of our total revenue from operations in such periods. Revenue from Europe, Japan and United States accounted for 35.97%, 5.83%, 3.69%, respectively, in Fiscal 2020, and 31.43%, 15.32% and 0.99%, respectively, in the nine months ended December 31, 2020.

The following table sets forth our revenue from operations from the different markets where we export our products and revenues as a percentage of total revenue from operations in the periods indicated:

Region	Fiscal 2018		Fiscal 2019		Fiscal 2020		Nine months ended December 31, 2020	
	Revenue from Operations	Percentage of Total Revenue from Operations	Revenue from Operations	Percentage of Total Revenue from Operations	Revenue from Operations	Percentage of Total Revenue from Operations	Revenue from Operations	Percentage of Total Revenue from Operations
	(₹ million)	(%)	(₹ million)	(%)	(₹ million)	(%)	(₹ million)	(%)
Europe	1,466.68	42.96%	1,847.37	36.84%	1,902.17	35.97%	1,694.63	31.43%
Japan	34.70	1.02%	355.44	7.09%	308.15	5.83%	826.02	15.32%
USA	27.39	0.80%	71.55	1.43%	194.90	3.69%	53.49	0.99%
Singapore	412.91	12.09%	609.54	12.15%	911.35	17.23%	561.88	10.42%
India	1,377.62	40.35%	2,004.39	39.97%	1,689.58	31.95%	2,084.69	38.66%
Rest of world	94.95	2.78%	126.68	2.53%	282.65	5.34%	171.48	3.18%
Total	**3,414.26**	**100.00%**	**5,014.97**	**100.00%**	**5,288.80**	**100.00%**	**5,392.20**	**100.00%**

Competition

The Indian specialty chemicals industry is fragmented in nature. The key players in contract manufacturing include, PI Industries and Aarti Industries (*Source: F&S Report*). In addition, there are several international players, specifically from China, United States and European Union, engaged in contract manufacturing of specialty chemicals (*Source: F&S Report*). For further information, see "***Industry Overview***" on page 107.

We believe that we do not specifically compete with any particular Indian company for the range of chemistries, scope of services and the diverse applications and technologies that we cater to. However, some of the players in the specialty chemicals segment may have greater financial resources, technology, research and development capability, greater market penetration and operations in diversified geographies and product portfolios, which may allow them to better respond to market and technological trends. Please see, "***Risk Factors - We derive a significant portion of our revenue from certain 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, financial condition and cash flows.***" on page 38.

Quality Control, Testing and Certifications

We believe that maintaining high standard of quality in our R&D and manufacturing operations is critical to our growth and success. We have implemented quality systems across our manufacturing facilities that cover the full product lifecycle from process innovation and R&D, through the stages of process development, manufacturing, sales and supply chain, to the customer evaluation of our products as well as management systems for ensuring consistent quality, efficacy and safety of our products. We also conduct supplier quality evaluation processes and our quality control department ensures that materials received from our approved lists of vendors also comply with our internal standards and specifications which are designed to satisfy the requirements set forth by the various customers or regulatory agencies, as applicable.

Our products undergo a qualification process throughout the entire value chain to ensure that quality products are being provided to customers. Our quality control programs at most of our manufacturing facilities involve subjecting the manufacturing processes and quality management systems to periodic reviews and observations for various periods. Our customers also expect us to undertake product approvals.

We have a dedicated team of qualified professionals that is responsible for maintaining our required quality standards and our employees are required to undergo thorough training programs designed to update them on latest quality norms and standards periodically. In recognition of our quality standards, our Sachin Unit – 1, Sachin Unit – 2 and Sachin Unit – 3 have received ISO 9001: 2015 quality management systems certification. We have also obtained a 'Halal' certification for one of our products in accordance with Shariah (Islamic) Board Guidelines.

Repair and Maintenance

We conduct regular repair and maintenance programs for our manufacturing facilities. Our machinery and electrical repair teams carry out day-to-day maintenance and repair of the plants and machinery on an as-needed basis. In addition, our manufacturing facilities are periodically inspected by our engineers and technicians.

Environment, Sustainability, Health and Safety

Our activities are subject to various environmental laws and regulations which govern, among other matters, air emissions, waste water discharges, the handling, storage and disposal of hazardous substances and wastes, the remediation of contaminated sites, natural resource damages, and employee health and employee safety. For further information, see "***Key Regulations and Policies in India***" on page 152. We aim to comply with applicable health and safety regulations and other requirements in our operations and have adopted an environment, health and safety policy that is aimed at complying with legislative requirements, requirements of our licenses, approvals, various certifications and ensuring the safety of our employees. We believe that accidents and occupational health hazards can be significantly reduced through a systematic analysis and control of risks, and by providing appropriate training to our management and our employees. We have conducted safety programs at our facilities and developed training modules. See "***Risk Factors - We operate in a hazardous industry and are subject to certain business and operational risks consequent to our operations, such as, the manufacture, usage and storage of various hazardous substances***" on page 44.

We have a target driven approach to environment, health and safety measures. To minimize water pollution, we have installed a (i) liquid multiple effect evaporation system that allows for recovery of high total dissolved solids and recycling of water for processes; and (ii) advanced ozonation. Further, to minimize waste, we have implemented (i) new chemical technologies to achieve better yields and minimize by-product formation; (ii) continuous distillation systems to minimize residue generation; (iii) solvent extraction system which helps in recovery of products as well as minimizing the effluent load in the effluent treatment plant; (iv) specialised materials of construction, such as, graphite to eliminate leakages and corrosion during the manufacturing process; and (v) heat exchangers with primary and secondary systems with the provision of cooling water and chilled/brine circulations. We have also entered into arrangements with third parties, for wastewater management and disposal, and the usage of effluent treatment plants. In addition, we continuously monitor air quality at all our manufacturing facilities and to ensure that we capture emission gases we have installed scrubbers using different media to maintain and continuously monitor the air quality at the facilities.

Sustainability is also a key focus for our operations and we have implemented various initiatives to promote use of renewable energy, including (i) natural gas-based steam; (ii) hot oil boilers; and (iii) the use of less carbon generating fossil fuels to reduce our carbon footprint. We also undertake identification of process hazards and look to mitigate these hazards through process improvement, engineering controls, developing safe operating procedures and training our employees. We undertake reaction calorimetry and differential scanning calorimetry tests at various stages of a new product before commencing commercial production. The processes are defined and introduced at our facilities only after hazard and operability studies have been performed before the commercial production of a new product.

Our Jhagadia Unit - 4 is ISO 14001:2015 certified for environment management systems and ISO 45001:2018 certified for occupational health and safety management system. In Fiscal 2019, we obtained a 'Silver Grade' for sustainability rating by Ecovadis.

We have complied, and will continue to comply, with all applicable environmental and associated laws, rules and regulations. We have obtained, or are in the process of obtaining or renewing, all material environmental consents and licenses from the relevant governmental agencies that are necessary for us to carry on our business. For further information, see "***Government and Other Approvals***" on page 286.

Information Technology

We believe that an appropriate information technology infrastructure is important in order to support the growth of our business. Our facilities are connected to our central IT network that facilitates monitoring of our operations and management of supply chain. Our IT infrastructure enables us to track procurement of raw materials, sale of finished goods, payments to vendors and contract suppliers and receivables from customers. We also utilize an enterprise resource planning solution which covers production, finance, sales, marketing logistics, purchase and inventory, across all our manufacturing facilities.

Insurance

Our operations are subject to various risks inherent in the specialty chemicals manufacturing industry. Accordingly, we have obtained a fire industrial all risk policy for all of our manufacturing facilities. We have also obtained an insurance policy for marine sales turnover to cover our products while they are in transit to distributor or customer locations. We have also obtained a burglary floater policy, comprehensive general liability insurance policy, fire industrial all risk policy, insurance coverage for group personal accidental policy, employee compensation policy, erection all risk policy for certain units and a public liability insurance policy. In addition, our Company has obtained a directors and officers' liability insurance policy and public offering of securities insurance policy. These insurance policies are reviewed periodically to ensure that the coverage is adequate.

We believe that our insurance coverage is in accordance with industry custom, including the terms of and the coverage provided by such insurance. Our policies are subject to standard limitations. Therefore, insurance might not necessarily cover all losses incurred by us and we cannot provide any assurance that we will not incur losses or suffer claims beyond the limits of, or outside the relevant coverage of, our insurance policies. See "***Risk Factors – An inability to maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability.***" on page 51.

Employees

Our employees contribute significantly to our business operations. As of December 31, 2020, we had 1,291 permanent employees. In addition, we have entered into arrangements with third party personnel companies for the supply of contract labour. The number of contract labourers varies from time to time based on the nature and extent of work contracted to independent contractors. We conduct training workshops for our employees to develop a variety of skill sets and organize modules at regular intervals to promote teamwork and personal growth of employees. Our employees are not unionized into any labour or workers' unions and we have not experienced any major work stoppages due to labour disputes or cessation of work in the last five years.

Our human resource department continuously focuses on employee engagement and motivation, which further helps in achieving the strategic objectives of the organization. Our human resource practices are aimed at recruiting talented individuals, ensuring continuous development and addressing their grievances, if any, in a timely manner.

Intellectual Property

We have two registered trademarks under class 5 for our logo , and name 'Anupam Rasayan India Limited'. In addition, we have made applications seeking trademark registrations under classes 1 and 3 for the same, which are currently pending registration. We have also registered the domain name *www.anupamrasayan.com* in India. For further information, see "***Government and Other Approvals***" on page 286.

Corporate Social Responsibility

Our Company has formulated a Corporate Social Responsibility ("**CSR**") policy in accordance with the requirements of the Companies Act 2013 and the rules thereunder. Our Board of Directors have also constituted a Corporate Social Responsibility Committee. Our CSR activities focus on healthcare activities, education, healthcare sustainable livelihood, women empowerment, environment protection initiatives and promotion of art and culture.

Property

Our registered and corporate office is situated at 8110, Sachin GIDC Estate, Sachin, Surat – 394 230, Gujarat, India and is held by our Company on a leasehold basis. As of the date of this Red Herring Prospectus, we operate six manufacturing facilities in Gujarat. All our manufacturing facilities are operated on industrial land allotted to us by Gujarat Industrial Development Corporation on a 99 years lease.

The following table sets forth certain information in relation to our manufacturing facilities:

Manufacturing Facility	Location
Sachin Unit-1	Plot No. 8109, Plot No. 8110 and Plot No. 8111, Sachin Industrial Estate, Sachin, Surat, Gujarat
Sachin Unit- 2	Plot No. 701, Plot 2419/1 and Plot No. 2419/2, Sachin Industrial Estate, Sachin, Surat, Gujarat
Sachin Unit - 3	Plot No. 8104, Sachin Industrial Estate, Sachin, Surat, Gujarat

Manufacturing Facility	Location
Jhagadia Unit-4	Plot No. 907/3, Jhagadia Industrial Estate, Jhagadia, Bharuch, Gujarat
Jhagadia Unit-5	Plot No. 905/1, Jhagadia Industrial Estate, Jhagadia, Bharuch, Gujarat
Sachin Unit-6	Plot No. 2425, Sachin Industrial Estate, Sachin, Surat, Gujarat

For further information, see "***- Manufacturing Facilities***" on page 143.

KEY REGULATIONS AND POLICIES IN INDIA

The following is an overview of certain sector specific relevant laws and regulations in India which are applicable to the business and operations of our Company. The information available in this section has been obtained from publications available in public domain. The description of laws and regulations set out below may not be exhaustive and is only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice. The statements below are based on the current provisions of the Indian law and the judicial, regulatory and administrative interpretations thereof, which are subject to change or modification by subsequent legislative actions, regulatory, administrative, quasi-judicial, or judicial decisions.

Business Related Legislations

The Explosives Act, 1884 (the "Explosives Act")

The Explosives Act is a comprehensive law which regulates by licensing for the manufacturing, use, possession, sale, transportation, export and import of explosives. As per the definition of 'explosives' under the Explosives Act, any substance, whether a single chemical compound or a mixture of substances, whether solid or liquid or gaseous, used or manufactured with a view to produce a practical effect by explosion or pyrotechnic effect shall fall under the Explosives Act. The Central Government may, for any part of India, make rules consistent with this act to regulate or prohibit, except under and in accordance with the conditions of a license granted as provided by those rules, the manufacture, possession, use sale, transport, import and export of explosives, or any specified class of explosives. Extensive penalty provisions have been provided for manufacture, import or export, possession, usage, selling or transportation of explosives in contravention of the Explosives Act.

The Petroleum Act, 1934

The Petroleum Act, 1934 was passed to consolidate and amend the laws relating to the import, transport, storage, production, refining and blending of petroleum. Under the Petroleum Rules, 2002, any person intending to store furnace oil/petroleum, of such class and in such quantities, otherwise than under a license shall take the approval of the Chief Controller before commencing storage.

The Insecticides Act, 1968 (the "Insecticides Act")

The Insecticides Act, *inter alia*, regulates registration, licensing and quality control of insecticides. Any person who desires to import or manufacture any insecticide is required to apply to the registration committee under the Insecticides Act, for the registration of such insecticide and there shall be separate application for each insecticide. Further, any person who desires to manufacture or sell, stock or exhibit for sale or distribute any insecticide, or to undertake commercial pest control operations with the use of any insecticide may make an application to the licensing officer for the grant of a license under the Insecticides Act. The license granted may be revoked or suspended, *inter alia*, for misrepresentation of an essential fact or failure to comply with the conditions subject to which the license was granted. If the use of an insecticide or a batch thereof is likely to lead to such risk to human beings or animals, the Central Government or the relevant State Government may prohibit its sale, distribution or use, by notification, for a specified period. Contravention of the Insecticides Act is punishable with imprisonment or fine or both, with reinforced punishment for repeated offences. We are also required to comply with Insecticides Rules, 1971 made under the Insecticides Act.

In addition, the Pesticide Management Bill, 2020 introduced in the Rajya Sabha is proposed to be the successor to the Insecticides Act. It includes provisions for manufacture, import, packaging, labelling, pricing, storage, advertisement, sale, transport, distribution and disposal of pesticides, amongst other provisions.

Indian Boilers Act, 1923 (the "Boilers Act") and Indian Boiler Regulations, 1950 (the "Boilers Regulations")

The Boilers Act intends to regulate *inter alia*, the manufacture, possession and use of steam boilers. Under the provisions of the Boilers Act, an owner of a boiler is required to get the boiler registered and certified for its use, by the Inspector so appointed by the relevant State Government. In the event of the use of boilers in non-compliance with the Boilers Act, a fine may be imposed on the owner of such boiler and in certain cases, imprisonment as well. The Boilers Regulations provide for *inter alia*, requirements with respect to material, construction, safety and testing of boilers.

The Static and Mobile Pressure Vessels (Unfired) Rules 2016 ("SMPV Rules")

The SMPV Rules regulate the manufacture, filling, delivery, import, modification and repair of pressure vessels. Under the SMPV Rules, licenses are required to be obtained for storage and transportation of compressed gas. The SMPV Rules also prescribe conditions under which the licenses can be amended, renewed, suspended or cancelled

The Legal Metrology Act, 2009 (the "Legal Metrology Act") and Legal Metrology (Packaged Commodities) Rules, 2011 (the "Packaged Commodities Rule")

The Legal Metrology Act replaces the Standard of Weights and Measures Act, 1976 and the Standard of Weights and Measures (Enforcement) Act, 1985. The Legal Metrology Act seeks to establish and enforce standard 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.

The Packaged Commodities Rule were framed under section 52(2) (j) and (q) of the Legal Metrology Act which lays down specific provisions applicable to packages intended for retail sale, whole sale and for export and import and also regulate pre-packaged commodities in India, *inter alia* mandating certain labelling requirements prior to sale of such commodities. Legal Metrology (Packaged Commodities) (Amendment) Rules issued on June 23, 2017 have introduced important amendments to the Packaged Commodity Rules. The key provisions of the Packaged Commodity Amendment Rules are regarding the size of declarations on the label, declaration on e-commerce platforms, declaration of name and address of the manufacturer and fine for contravention.

Foreign Trade (Development and Regulation) Act, 1992 (the "Foreign Trade Act")

The foreign policy of India is governed and regulated by the Foreign Trade Act. The Foreign Trade Act, read with the applicable provisions of the Indian Foreign Trade Policy (as extended till March 31, 2021) has empowered the Central Government to make provisions for the development as well as regulation of foreign trade by the way of facilitating imports into as well as augmenting exports from the country and in all the other matters related to foreign trade. It authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The principal objectives include the facilitation of sustain growth as to the exports of the country, the distribution of quality goods and services to the domestic consumer at internationally competitive prices, stimulation of sustained economic growth by providing access to essential raw materials as well as enhancement of technological strength, industry as well as services and improvement of their competitiveness to meet all kinds of requirement of the global markets. The Foreign Trade Act requires every importer as well as exporter to obtain the Importer Exporter Code Number ("**IEC**") from the Director-General or the authorized officer. The Director General is authorised to suspend or cancel IEC in case of (i) contravention by any person any of the provisions of the Foreign Trade Act or any rules or orders made thereunder or the foreign trade policy or any other law for the time being in force relating to Central excise or customs or foreign exchange or person has committed any other economic offence under any other law for the time being in force as may be specified by the Central Government or (ii) making an export or import in a manner prejudicial to the trade relations of India with any foreign country or to the interests of other persons engaged in imports or exports or has brought disrepute to the credit or the goods of, or services or technology provided from, the country; or (iii) importing or exporting specified goods or services or technology, in contravention of any provision of the Foreign Trade Act or any rules or orders made thereunder or the foreign trade policy. Where any IEC number granted to a person has been suspended or cancelled, the person shall not be entitled to import or export any goods or services or technology except under a special licence, granted by the Director General to that person in a manner and subject to conditions as may be prescribed.

Environmental Legislations

Environment Protection Act, 1986 (the "EP Act"), Environment Protection Rules, 1986 (the "EP Rules") and Environmental Impact Assessment Notification, 2006 ("EIA Notification")

The EP Act has been enacted for the protection and improvement of the environment. EP Act empowers the government to take all measures to protect and improve the quality of environment, such as by laying down

standards for emission and discharge of pollutants, providing for restrictions regarding areas where industries may operate and laying down safeguards for handling hazardous substances, amongst others. It is in the form of an umbrella legislation designed to provide a framework for Central Government to coordinate the activities of various central and state authorities established under previous laws. It is also in the form of an enabling law, which delegates wide powers to the executive to enable bureaucrats to frame necessary rules and regulations. Further, the EP Rules specifies, *inter alia*, the standards for emission or discharge of environmental pollutants, restrictions on the location of industries and restrictions on the handling of hazardous substances in different areas. For contravention of any of the provisions of the EP Act or the rules framed thereunder, the punishment includes either imprisonment or fine or both. Additionally, under the EIA Notification and its subsequent amendments, projects are required to mandatorily obtain environmental clearance from the concerned authorities depending on the potential impact on human health and resources.

Air (Prevention and Control of Pollution) Act, 1981(the "Air Act")

The Air Act was enacted to provide for the prevention, control and abatement of air pollution in India. It is a specialised piece of legislation which was enacted to take appropriate steps for the preservation of natural resources of the earth, which among other things include the preservation of the quality of air and control of air pollution. The Air Act stipulates that no person shall, without prior written consent of the relevant state pollution control board, establish or operate any industrial plant which emits air pollutants in an air pollution control area, as notified by the state pollution control board. Further, such an industrial plant shall not be permitted to emit air pollutants in excess of the standards laid down by the state pollution control board.

Water (Prevention and Control of Pollution) Act, 1974 (the "Water Act")

The Water Act was enacted to control and prevent water pollution and for maintaining or restoring of wholesomeness of water in the country. This is the first law passed in India whose objective was to ensure that the domestic and industrial pollutants are not discharged into rivers, and lakes without adequate treatment. The reason is that such a discharge renders the water unsuitable as a source of drinking water as well as for the purposes of irrigation and support marine life. In order to achieve its objectives, the Pollution Control Boards (PCBs) at Central and State levels were created to establish and enforce standards for factories discharging pollutants into water bodies. Further, any person intending to establish any industry, operation or process or any treatment and disposal system which is likely to discharge sewage or other pollution into a water body is required to obtain prior consent of the relevant state pollution control board.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (the "Hazardous Waste Rules")

The Hazardous Waste Rules, read with the EP Act, ensures resource recovery and disposal of hazardous waste in an environmentally sound manner. A categorical list of hazardous wastes have been provided in the schedules in the Hazardous Waste Rules. Any person who has, control over the affairs of the factory or the premises or any person in possession of the hazardous waste has been defined as an "occupier". Further, the occupier has been, *inter alia*, made responsible for safe and environmentally sound handling of hazardous wastes generated in his establishment and shall require authorisation for generation, processing, treatment, package, storage, transportation, use, collection, destruction, conversion, offering for sale, transfer or the like of the hazardous waste from the concerned state pollution control board.

The Manufacture, Storage and Import of Hazardous Chemical Rules, 1989 ("HCR Rules")

The HCR Rules are formulated under the Environment (Protection) Act, 1986. The HCR Rules are applicable to an industrial activity in which a hazardous chemical which satisfies certain criteria as listed in the schedule thereto, and to an industrial activity in which there is involved a threshold quantity of hazardous chemicals as specified in the schedule thereto. The occupier of a facility where such industrial activity is undertaken has to provide evidence to the prescribed authorities that he has identified the major accident hazards and that he has taken steps to prevent the occurrence of such accident and to provide to the persons working on the site with the information, training and equipment including antidotes necessary to ensure their safety. Where a major accident occurs on a site or in a pipeline, the occupier shall forthwith notify the concerned authority and submit reports of the accident to the said authority. Furthermore, an occupier shall not undertake any industrial activity unless he has submitted a written report to the concerned authority containing the particulars specified in the schedule to the HCR Rules at least three months before commencing that activity or before such shorter time as the concerned authority may agree.

Labour Law Legislations

The Factories Act, 1948 (the "Factories Act")

The term 'factory', as defined under the Factories Act, means any premises including precincts thereof which employs or has employed on any day in the previous 12 months, 10 or more workers and in which any manufacturing process is carried on with the aid of power, or wherein 20 or more workmen are employed at any day during the preceding 12 months and in which any manufacturing process is carried on without the aid of power. State Governments have issued rules in respect of the prior submission of plans and their approval for the establishment of factories and registration and licensing of factories and its renewal. The Factories Act requires the 'occupier' of a factory to ensure the health, safety and welfare of all workers while they are at work in the factory. Further, the 'occupier' of a factory is also required to ensure, *inter alia*, (i) the safety and proper maintenance of the factory such that it does not pose health risks to persons in the factory; (ii) the safe use, handling, storage and transport of factory articles and substances; (iii) provision of adequate instruction, training and supervision to ensure workers' health and safety; and (iv) cleanliness and safe working conditions in the factory. If there is a contravention of any of the provisions of the Factories Act or the rules framed thereunder, the occupier and manager of the factory may be punished with either imprisonment or fine or both.

The Contract Labour (Regulation and Abolition) Act, 1970 (the "CLRA Act")

The CLRA Act has been enacted to regulate the employment of contract labour in certain establishments, the regulation of their conditions and terms of service and to provide for its abolition in certain circumstances. The CLRA Act applies to every establishment in which 20 or more workmen are employed or were employed on any day of the preceding 12 months as contract labour. The CLRA Act vests the responsibility on the principal employer of an establishment to which the CLRA Act applies to make an application to the registered officer in the prescribed manner for registration of the establishment. In the absence of registration, a contract labour cannot be employed in the establishment. Likewise, every contractor to whom the CLRA Act applies is required to obtain a license and not to undertake or execute any work through contract labour except under and in accordance with the license issued. The principal employer is under an obligation to provide various facilities as provided under the CLRA Act, within a prescribed time period. Penalties, including both fines and imprisonment, may be levied for contravention of the provisions of the CLRA Act.

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 CLRA Act.

Other Labour Law Legislations

The various labour and employment related legislation that may apply to our operations, from the perspective of protecting the workers' rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, would include the following:

- *The Child Labour (Prohibition and Regulation) Act, 1986*
- *The Employees' Compensation Act, 1923*[*]
- *The Employees' State Insurance Act, 1948*[*]
- *The Employee's Provident Fund and Miscellaneous Provisions Act, 1952*[*]
- *The Equal Remuneration Act, 1976*[**]
- *The Maternity Benefit Act, 1961*[*]
- *The Minimum Wages Act, 1948*[**]
- *The Payment of Gratuity Act, 1972*[*]
- *The Payment of Bonus Act, 1965*[**]
- *The Payment of Wages Act, 1936*[**]
- *The Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013*

[*]*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.*

Other Applicable Law

The Public Liability Insurance Act, 1991 (the "PLI Act") and Public Liability Insurance Rules, 1991 (the "PLI Rules")

The PLI Act imposes a duty on the 'owner' to take out insurance policies before manufacturing, processing, treating, storing, packaging or transporting hazardous substances, for any damage arising out of an accident involving such hazardous substances. Hazardous substances have been defined under the EP Act and the list has been further enumerated by the government by way of a notification. The penalty for contravention of the provisions of the PLI Act include imprisonment or fine or both. Further the PLI Rules mandate that the 'owner' contribute towards the Environmental Relief Fund, a sum equal to the premium paid on the insurance policies.

HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was initially formed as a partnership firm as "Anupam Rasayan" with effect from April 1, 1984 at Surat, Gujarat, India to commence the business of manufacture and sale of chemicals, pursuant to a partnership deed dated April 6, 1984 entered into amongst Ms. Hansa Sureshchandra Desai, Ms. Soniya Sureshchandra Desai, Ms. Purnima Ashwin Desai and Mr. Ashwin Jayantilal Desai. The partnership firm was registered under the Indian Partnership Act, 1932 with the Registrar of Firms, Surat on October 22, 1984. One of our Promoters, Mr. Anand S Desai was inducted as a partner with effect from April 1, 1992 in the firm pursuant to a partnership deed dated July 1, 1992. Further, one of our Promoters, Ms. Mona A Desai, along with Mr. Rohan Ashwin Desai and Mr. Aman Ashwin Desai were admitted as partners in the firm with effect from April 1, 2001, pursuant to a partnership deed dated March 18, 2002.

Subsequently, pursuant to the memorandum of association dated September 5, 2003 and the certificate of incorporation issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli on September 30, 2003, the partnership firm was converted into a joint stock company and was registered as a public limited company under the Companies Act 1956 under the name of 'Anupam Rasayan India Limited'. We received our certificate of commencement of business, issued by the Assistant Registrar of Companies, Gujarat, on November 20, 2003.

Changes in the registered office

There has been no change in the registered office of our Company since the date of incorporation.

Our main objects

The main objects of our Company as contained in our MoA are:

To manufacture, produce, refined, process, formulate, buy, sell, export, import or otherwise dealing in all types of heavy and light chemicals, chemical elements, compounds including without limiting the generally of the forgoing laboratory and scientific chemicals or any nature used capable of being used in the pharmaceutical industries, agricultural chemical, fertilizers, petrochemicals, industrial chemicals or any mixtures, derivatives and compounds thereof.

Amendments to the Memorandum of Association

Set out below are the amendments to the Memorandum of Association of our Company in the last 10 years:

Date of shareholders' resolution	Details of amendment
March 2, 2015	The authorized share capital of our Company was increased from ₹ 100,000,000 divided into 10,000,000 equity shares of ₹ 10 each to ₹ 500,000,000 divided into 50,000,000 equity shares of ₹ 10 each.
July 4, 2016	The authorized share capital of our Company was increased from ₹ 500,000,000 divided into 50,000,000 equity shares of ₹ 10 each to ₹ 800,000,000 divided into 80,000,000 equity shares of ₹ 10 each.
September 30, 2016	The authorized share capital of our Company which was ₹ 800,000,000 divided into 80,000,000 equity shares of ₹ 10 each was reclassified as ₹ 585,000,000 divided into 58,500,000 equity shares of ₹ 10 each and ₹ 215,000,000 divided into 21,500,000 preference shares of ₹ 10 each.
May 8, 2017	The authorized share capital of our Company, ₹ 800,000,000, consisting of ₹ 585,000,000 divided into 58,500,000 equity shares of ₹ 10 each and ₹ 215,000,000 divided into 21,500,000 preference shares of ₹ 10 each was reclassified as ₹ 550,000,000 divided into 55,000,000 equity shares of ₹ 10 each and ₹ 250,000,000 divided into 25,000,000 preference shares of ₹ 10 each.
December 4, 2018	The authorized share capital of our Company, ₹ 800,000,000, consisting of ₹ 550,000,000 divided into 55,000,000 equity shares of ₹ 10 each and ₹ 250,000,000 divided into 25,000,000 preference shares of ₹ 10 each was reclassified as ₹ 540,000,000 divided into 54,000,000 equity shares of ₹ 10 each and ₹ ₹ 260,000,000 divided into 26,000,000 preference shares of ₹ 10 each.
June 28, 2019	The authorized share capital of our Company, ₹ 800,000,000, consisting of ₹ 540,000,000 divided into 54,000,000 equity shares of ₹ 10 each and ₹ 260,000,000

Date of shareholders' resolution	Details of amendment
	divided into 26,000,000 preference shares of ₹ 10 each was reclassified as ₹ 515,000,000 divided into 51,500,000 equity shares of ₹ 10 each and ₹ ₹ 285,000,000 divided into 28,500,000 preference shares of ₹ 10 each.
September 14, 2020	The authorized share capital of our Company was increased from ₹ 800,000,000 divided into 51,500,000 equity shares of ₹ 10 each and 28,500,000 preference shares of ₹ 10 each to ₹ 1,250,000,000 divided into 96,500,000 equity shares of ₹ 10 each and 28,500,000 preference shares of ₹ 10 each.
November 9, 2020	The authorized share capital of our Company was ₹ 1,250,000,000, consisting of ₹ 965,000,000 divided into 96,500,000 equity shares of ₹ 10 each and ₹ 285,000,000 divided into 28,500,000 preference shares of ₹ 10 each. Such authorised share capital was reclassified as ₹ 1,250,000,000 divided into 125,000,000 equity shares of ₹ 10 each.

Major events and milestones

The table below sets forth some of the major events in the history of our Company.

Calendar Year	Events and Milestones
1984	Our Company was initially formed as a partnership firm as "Anupam Rasayan" to commence the business of manufacture and sale of chemicals
2003	The partnership firm was converted into a joint stock company and was registered as a public limited company under the Companies Act 1956 under the name of 'Anupam Rasayan India Limited'
2010	Started supplying specialty chemicals to Syngenta Asia Pacific Pte Ltd in Singapore
2014	Purchased the entire lease hold rights over the property and manufacturing facility at Plot No. 907/3, Jhagadia, Gujarat from Krishna Solvechem Limited pursuant to a Deed of Conveyance dated August 13, 2014 and an Asset Transfer Agreement dated May 16, 2014 respectively
2015	Received consent to establish for setting up our industrial plant at Jhagadia Unit-5 from GPCB
2016	KPI LLC made its first tranche of investment in our Company
2017	Commenced our supply of speciality chemicals to Sumitomo Chemical Company Limited in Japan
2018	KPI LLC invested USD 35 million as an external commercial borrowing in our Company
2019	Received consolidated consents and authorisation for Jhagadia Unit - 5 and Sachin Unit-6, both from GPCB
2020	Received consolidated consent and authorisation for the research and development centre on Sachin Unit-6 from GPCB

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, and facility creation and location of our plants, see "***Our Business***" on page 132.

Time/cost overrun

We have not experienced any material/significant time or cost overrun in setting up our projects as on the date of this Red Herring Prospectus.

Awards and Accreditations

Calendar Year	Awards and accreditations
2016	Awarded '*Green Innovation Award*' by Corning Reactor Technology for the year 2015

Defaults or rescheduling/restructuring of borrowings with financial institutions/banks

As on the date of this Red Herring Prospectus, there have been no defaults or rescheduling of borrowings with financial institutions or banks in respect of our current borrowings from lenders.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years

Scheme of amalgamation of Radha Murari Petrofills Private Limited with Jainam Intermediates Private Limited

Pursuant to an order dated November 10, 2020, the Regional Director, NWR, Ahmedabad sanctioned a scheme of amalgamation under Section 233 of the Companies Act 2013, whereby RMPPL, a wholly owned subsidiary of JIPL, was merged into JIPL, a wholly owned subsidiary of our Company. The appointed date of the said scheme is April 1, 2019. The entire undertakings of RMPPL including all assets, properties, debts, liabilities, rights and obligations, immovable and movable assets of RMPPL were transferred to and vested in JIPL. There was no issue and allotment of shares to the shareholders of RMPPL in consideration of the amalgamation as RMPPL was a wholly owned subsidiary of JIPL, and accordingly the shareholding of JIPL in RMPPL stood cancelled.

Letter of offer dated March 7, 2019 in relation to buy-back of shares held by the Company in Atharva Exochem Private Limited ("AEPL" and such letter, the "Letter of Offer") along with the form of acceptance cum acknowledgement dated March 20, 2019 ("Letter of Acknowledgement")

Our Company had invested in AEPL pursuant to agreement for share purchase dated March 15, 2014 entered into among Rajiv Nagindas Shethi, Sunbeam Monochem Private Limited, Metropolitan Exhichem Limited, AEPL and our Company. As on February 2019, our Company held 1,021,100 equity shares in AEPL. AEPL, pursuant to the Letter of Offer offered to buy-back 773,500 equity shares of ₹ 10 each held by the Company at a premium of ₹ 6.15 per equity share, which was accepted by the Company pursuant to the Letter of Acknowledgement. Consequently, the shareholding of the Company in AEPL reduced to 247,600 equity shares, as on March 31, 2019. Further, pursuant to approval of our Board by a resolution dated September 26, 2020, our Company completely disposed of its shareholding in AEPL.

Share purchase agreement dated September 5, 2017 entered into between Dineshbhai Thakurbhai Rathod, Truptiben Dineshbhai Rathod, Hardik Dineshbhai Rathod (collectively referred to as the "Sellers"), Jainam Intermediates Private Limited and Radha Murari Petrofills Private Limited ("Share Purchase Agreement")

The Sellers held 100% of the issued, subscribed and the paid-up equity share capital of RMPPL. JIPL and the Sellers entered into the Share Purchase Agreement in relation to sale of all the shares held by the Sellers in RMPPL in favour of JIPL, a wholly owned subsidiary of our Company. As a result, JIPL acquired 100% of the issued, subscribed and the paid-up equity share capital of RMPPL.

Other Material Agreements

Share Subscription and Shareholders' Agreement dated January 7, 2017 entered into amongst the Company and Mr. Anand S Desai, Ms. Mona A Desai, RIRCPL (collectively, "Desai Group"), Mr. Milan Thakkar, who had entered into a deed of accession dated August 20, 2018 with Mr. Akhil Thakkar ("Thakkar Group") and KPI LLC ("Kiran Pallavi Group" and together with the Desai Group and Thakkar Group, the "Groups"), read along with the subsequent addendum agreements and amendments to such agreements ("SSHA")

The Groups have entered into the SSHA to govern their mutual rights and obligations in relation to our Company. Pursuant to the SSHA read along with the subsequent amendments, KPI LLC made investments in our Company and holds 42.00% of our Equity Share capital, as on the date of this Red Herring Prospectus. Pursuant to a deed of accession dated August 20, 2018, the entire shareholding of Thakkar Group was transferred to Mr. Milan Thakkar. As on the date of this Red Herring Prospectus, Mr. Milan Thakkar holds 23.20 % of our Equity Share Capital.

In accordance with the terms of the SSHA and the Articles of Association of our Company, each of the Groups have the right to appoint one director on the Board of our Company as long as each of them hold 15.00% of the issued and paid-up capital of our Company. The directors appointed by the Thakkar Group and the Kiran Pallavi Group will be non-executive directors. The directors appointed by the Groups may also be appointed on any committee constituted by the Board and on the board of the subsidiaries of our Company. In the event that the shareholding of one of the above-mentioned Groups falls below 15.00%, then such Group shall immediately offer to the Board to withdraw the nomination of its Director, whose decision shall be binding on the concerned Director and such concerned Director is required to resign in the next Board meeting. For further details, see "***Main Provisions of our Articles of Association***" on page 327.

Notwithstanding anything set out above, post the date on which the Equity Shares of the Company are listed on the Stock Exchanges, the right to appoint Directors pursuant to the SSHA and the Articles of Association, shall be subject to the approval of the Shareholders of the Company by way of a special resolution at the first General Meeting of the Company post the date on which the Equity Shares of the Company are listed on the Stock Exchanges.

Further, in the event we are unable to list our Equity Shares on a stock exchange within a period of one year from the date of filing of the Draft Red Herring Prospectus with SEBI for any reason whatsoever ("**Failed IPO**"), if KPI LLC so determines, the existing Shareholders of our Company will be required to take all necessary steps to ensure that KPI LLC is reclassified as an investor of our Company and is entitled to all the rights that it was entitled to prior to the effective date of the 4th addendum agreement dated September 22, 2020 entered into between our Company and the Groups. Our Company and the Shareholders are required to complete all actions to give effect to the above with a period of 180 days from the date of the Failed IPO.

Holding Company

As on the date of this Red Herring Prospectus, our Company does not have a holding company.

Subsidiary of our Company

As on the date of this Red Herring Prospectus, our Company has one Subsidiary, details of which are provided below.

Jainam Intermediates Private Limited

JIPL was incorporated under the Companies Act 2013 as a private limited company and the certificate of incorporation dated July 12, 2017 was issued by the Jurisdictional Registrar of Companies, Central Registration Centre. Its CIN is U24304GJ2017PTC098269 and its registered office is located at Plot No. 8106, GIDC, Sachin, Surat – 394230, Gujarat, India. JIPL is in the business of among other things, manufacturing, producing, refining, processing, formulating, buying, selling, export, import or otherwise dealing in all types of heavy and light chemicals, chemical elements and compounds.

The authorized share capital of JIPL is ₹ 5,100,000 and the issued, subscribed and paid-up equity share capital of JIPL is ₹ 100,000, comprising of 10,000 equity shares of ₹ 10 each, of which, 9,900 equity shares are held by the Company and 100 equity shares are held by Ms. Divya Khurana, a nominee shareholder of the Company.

In relation to the existing authorised and paid-up capital of JIPL, the records of the Ministry of Corporate Affairs, erroneously indicate JIPL's existing authorised and paid up capital to be ₹ 100,000. JIPL has, by way of letter dated December 14, 2020, indicated to the RoC, that the formalities in relation to payment of fees under Section 233(11) of the Companies Act 2013 on account of its revised authorised and paid up capital resulting from the scheme of amalgamation of RMPPL with JIPL, had been completed by it prior to the said amalgamation. The RoC has acknowledged its letter dated December 14, 2020 on December 18, 2020.

There are no accumulated profits or losses of JIPL not accounted for by our Company.

Associate of our Company

As on the date of this Red Herring Prospectus, Tangent Science Private Limited, an associate company of our wholly-owned Subsidiary, Jainam Intermediates Private Limited is our indirect Associate, details of which are provided below.

Tangent Science Private Limited

Tangent was incorporated under the Companies Act 2013 as a company limited by shares and the certificate of incorporation dated June 19, 2020 was issued by the Deputy Registrar of Companies, for and on behalf of the Jurisdictional Registrar of Companies, Central Registration Centre. Its CIN is U24290GJ2020PTC114057 and its registered office is located at Plot No. 623, Phase-IV, G.I.D.C, Vatva, Ahmedabad – 382 445, Gujarat, India. While Tangent is currently not involved in any active business, it is authorised by its memorandum of association to engage in, among other things, manufacturing, production, refining, processing, formulating, buying, selling, exporting, importing or otherwise dealing in all types of heavy and fine organic and inorganic chemical elements and compounds.

The authorized, issued, subscribed and paid-up equity share capital of Tangent is ₹ 500,000 divided into 50,000 equity shares of ₹ 10 each. JIPL, a subsidiary of our Company, currently directly holds 45% of the issued, subscribed and paid-up equity share capital of Tangent.

Joint ventures of our Company

As on the date of this Red Herring Prospectus, our Company does not have any joint ventures.

Significant strategic and financial partnerships

Our Company does not have any significant strategic or financial partners as on the date of this Red Herring Prospectus.

Common Pursuits

Common Pursuits of our Subsidiary and Associate

While our Associate is currently not involved in any active business operations, it is authorised by its constitutional documents to engage in the similar line of business as that of our Company. Our Subsidiary is involved in the business of wholesale trading of chemicals and is authorised by its constitutional documents to engage in the similar line of business as that of our Company. However, there are no common pursuits amongst our Subsidiary, Associate and our Company, as on the date of this Red Herring Prospectus.

Business interest of our Subsidiary and Associate

Except in the ordinary course of business and as stated in "***Financial Statements – Restated Financial Statements – Notes to Restated Financial Statements – Note 33 – Related party disclosure***"" on page 231, our Subsidiary and Associate do not have any business interest in our Company.

Key terms of other subsisting material agreements

Except as disclosed in "***– Other Material Agreements***" above, our Company has not entered into any subsisting material agreements other than in the ordinary course of business of our Company.

Agreements with Key Managerial Personnel, Director, Promoter or any other employee

As on the date of this RHP, there are no agreements entered into by our Key Managerial Personnel or Directors or Promoters or any other employee of our Company, 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 dealings in the securities of our Company.

OUR MANAGEMENT

Under our Articles of Association, our Company is authorised to have a minimum of three and a maximum of 15 Directors. As on the date of this Red Herring Prospectus, we have eight Directors on our Board, comprising two Whole-time Directors, two Non-Executive Directors and four Independent Directors, including one woman Independent Director. The Chairman of our Board, Dr. Kiran C Patel, is a Non-Executive Director. The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act 2013 and the SEBI Listing Regulations.

Our Board

The following table sets forth details regarding our Board as on the date of this Red Herring Prospectus.

Name, date of birth, designation, address, occupation, term, period of directorship and DIN	Age (years)	Other Directorships
Dr. Kiran C Patel *Date of birth:* March 10, 1949 *Designation:* Chairman and Non-Executive Director *Address:* 11609, Carrollwood Dr, Tampa, Florida, 336183713, United States of America *Occupation*: Business *Term:* Liable to retire by rotation *Period of directorship:* Since January 9, 2019 *DIN:* 08051053	71	*Indian Companies* • Rudraksh Academy Private Limited • Shaktikrupa Charitable Association • Solace Healthcare Private Limited *Foreign Companies* • Concept Medical Inc, Delaware, USA • Morphogenesis Inc, Florida, USA
Ms. Mona A Desai *Date of birth:* October 12, 1975 *Designation:* Vice-Chairman and Whole-time Director *Address:* 5, Janta Nagar Society, Opposite Kapadia Health Club, New Civil Road, Surat City 395 001, Gujarat, India *Occupation*: Business *Term:* Five years with effect from April 1, 2016* (liable to retire by rotation) *Period of directorship:* Since the incorporation of our Company *DIN:* 00038429	45	*Indian Companies* • RIRCPL *Foreign Companies* Nil
Mr. Anand S Desai *Date of birth:* December 12, 1973 *Designation:* Managing Director	47	*Indian Companies* • RIRCPL *Foreign Companies*

Name, date of birth, designation, address, occupation, term, period of directorship and DIN	Age (years)	Other Directorships
Address: 5, Janta Nagar, New Civil Road, Surat City – 395 001, Gujarat, India *Occupation*: Business *Term:* Five years with effect from April 1, 2016* (liable to retire by rotation) *Period of directorship:* Since the incorporation of our Company *DIN:* 00038442		Nil
Mr. Milan Thakkar *Date of birth:* February 19, 1962 *Designation: :* Non-Executive Director *Address:* 402, 4th Floor, Joy Residency, Plot No. 281, 12th Road, Khar West, Mumbai 400 052, Maharashtra, India *Occupation*: Business *Term:* Liable to retire by rotation *Period of directorship:* Since October 10, 2018 *DIN:* 02470961	59	*Indian Companies* • Arochem Industries Private Limited • Nanavati Developers Private Limited *Foreign Companies* Nil
Mr. Hetul Krishnakant Mehta *Date of birth:* August 20, 1971 *Designation:* Independent Director *Address:* D-307, Somnath Enclave, Somnath Mahadev Road, Parle Point, Surat City 395 007, Gujarat, India *Occupation*: Business *Term:* Two years with effect from November 9, 2020 *Period of directorship:* Since November 9, 2020 *DIN:* 01650314	49	*Indian Companies* • Advanced Diabetes Centre Private Limited • Globe Enviro Care Limited • Praveen Laboratories Private Limited *Foreign Companies* Nil
Dr. Namrata Dharmendra Jariwala *Date of birth:* March 5, 1975 *Designation: :* Independent Director *Address:* B-303, River Heights, Adajan Road, Opposite Sarita Sagar Sankul, Surat 395 009, Gujarat, India	46	*Indian Companies* Nil *Foreign Companies* Nil

Name, date of birth, designation, address, occupation, term, period of directorship and DIN	Age (years)	Other Directorships
Occupation: Professor *Term:* Two years with effect from December 4, 2020 *Period of directorship:* Since December 4, 2020 *DIN:* 08974528		
Mr. Vijay Kumar Batra *Date of birth:* March 13, 1947 *Designation: :* Independent Director *Address:* A-129, 3rd Floor, New Friends Colony, Delhi 110 025, India *Occupation*: Self Employed *Term:* Two years with effect from November 9, 2020 *Period of directorship:* Since November 9, 2020 *DIN:* 00038275	73	*Indian Companies* Nil *Foreign Companies* Nil
Mr. Vinesh Prabhakar Sadekar *Date of birth:* March 24, 1956 *Designation: :* Independent Director *Address:* 501, Shree Yashraj C.H.S., Paranjape Scheme-A, Road No. 3, Vile Parle East, Mumbai 400 057, Maharashtra, India *Occupation*: Business *Term:* Two years with effect from November 9, 2020 *Period of directorship:* Since November 9, 2020 *DIN:* 00046815	64	*Indian Companies* • Enpro Industries Private Limited • Ineos Styrolution India Limited *Foreign Companies* Nil

**Post expiry of which, the Director will stand re-appointed for a further term of five years with effect from April 1, 2021*

Arrangement or understanding with major Shareholders, customers, suppliers or others

Except for Dr. Kiran C Patel and Mr. Milan Thakkar, who have been appointed on our Board pursuant to the SSHA, none of our Directors has been appointed as a director or a member of senior management pursuant to any arrangement or understanding with our major Shareholders, customers, suppliers or others. For further details in relation to the SSHA, see "***History and Certain Corporate Matters***" on page 157.

Brief profiles of our Directors

Dr. Kiran C Patel is the Chairman of our Board and is a Non-Executive Director of our Company. Dr. Patel holds a school certificate incorporating a general certificate of education from the University of Cambridge and

general certificate of education examination from the University of London. He holds a degree in bachelor of medicine and bachelor of surgery from Gujarat University. Further, Dr. Patel holds diploma certificates in the speciality of internal medicine and the subspecialty of cardiovascular disease from the American Board of Internal Medicine. He completed his fellowship in affiliation with the Columbia University of New York in 1982 and served as a cardiovascular fellow at the Overlook Hospital from 1980 to 1982. Dr. Patel served on the house staff of Jersey City Medical Center in the capacity as resident, internal medicine, from 1978 till 1980. He was elected as a fellow of the American College of Cardiology in 1993. He has been certified to practice medicine in the state of Florida by the Department of Professional Regulation, State of Florida. Dr. Kiran C Patel is also a promoter director on the boards of Rudraksh Academy Private Limited and Solace Healthcare Private Limited.

Ms. Mona A Desai is the Vice Chairman of our Board and a Whole-time Director of our Company. She has been on our Board since the incorporation of the Company in 2003. She holds a bachelor's degree in home science from Shreemati Nathibai Damodar Thackersey Women's University, Mumbai. Ms. Desai was the chairperson of the Board of our Company from April 23, 2013 until 21 August, 2020. She is also a director on the board of RIRCPL. She has over 18 years of experience in the field of chemicals industry and has been actively involved in the day to day running of our Company.

Mr. Anand S Desai is the Managing Director of our Company. He has been associated with us since 1992 and was one of the first Directors of our Company. He has passed the final semester examination of the bachelor's degree in science from Vinoba Bhave University. Mr. Anand S Desai is the zonal chairman of Confederation of Indian Industry, southern Gujarat region for year 2020 – 2021 and a member of Confederation of Indian Industry's national committee on chemicals and petrochemicals for year 2020-21. He has over 28 years of experience in the field of chemicals industry and has been actively involved in the day to day running of our Company.

Mr. Milan Thakkar is a Non-Executive Director of our Company. He holds a second year junior college certificate in science from R.D. & S.H. National College and S.W.A. Science College, Maharashtra. He has been associated with our Company since 2018 as an additional Non-Executive Director and his appointment was regularised pursuant to approval of the Shareholders by resolution dated September 30, 2019. He is also a director on the boards of Arochem Industries Private Limited and Nanavati Developers Private Limited. He was previously on the board of Exochem Limited and Exochem (HK) Limited.

Mr. Hetul Krishnakant Mehta is an Independent Director of our Company. He holds a diploma in chemical engineering from the Maharashtra State Board of Technical Education. Mr. Hetul Krishnakant Mehta is a founding director of Praveen Laboratories Private Limited and Advanced Diabetes Centre Private Limited. Mr. Hetul Krishnakant Mehta has published a patent application in relation to process for preparation of clopidogrel polymorphous form 1 using seed chrystals.

Dr. Namrata Dharmendra Jariwala is an Independent Director of our Company. She holds a doctor of philosophy degree in civil engineering from Sardar Vallabhbhai National Institute of Technology, Surat. Dr. Jariwala holds a master's degree and a bachelor's degree in engineering (civil) from the Maharaja Sayajirao University of Baroda. She is currently an assistant professor at Sardar Vallabhbhai National Institute of Technology, Surat. She has published certain research papers in various journals. She has been a part of various consultancy projects assigned by Sardar Vallabhbhai National Institute of Technology. She has worked with Sardar Vallabhbhai National Institute of Technology, Surat as a lecturer in the past.

Mr. Vijay Kumar Batra is an Independent Director of our Company. He has completed an executive development program from Wharton School of the University of Pennsylvania and holds a bachelor's degree in chemical engineering from Indian Institute of Technology, Delhi. Mr. Vijay Kumar Batra has been a member of the board of directors of the Flow Chemistry Society India chapter and is a member of Institute of Chemical Engineers. He was the managing director of Regent Drugs Limited. He was previously associated with Albany Molecular Research, Hyderabad Research Centre Private Limited as the managing director. Mr. Vijay Kumar Batra has also served as the president and the director of J.K. Drugs and Pharmaceuticals Limited. He has also been a consultant to various companies involved in the pharmaceutical sector.

Mr. Vinesh Prabhakar Sadekar is an Independent Director of our Company. He holds a bachelor's degree in chemical engineering from University of Bombay. Mr. Vinesh Prabhakar Sadekar was a member of the executive committee and the chairman of human resources committee of Organisation of Pharmaceuticals Producers of India. He was elected as an honorary fellow of the Indian Institute of Chemical Engineers. Mr. Vinesh Prabhakar Sadekar was previously associated with Navin Fluorine International Limited and Cheminova India Limited as a

managing director. He has served as the president designate - Searle (I) Ltd.. He is the founding partner of KT Energy Solutions LLP. He received the "outstanding achiever award for 1996" from RPG Enterprises.

Relationship between Directors and Key Managerial Personnel

Except for Mr. Anand S Desai and Ms. Mona A Desai who are related to each other as husband and wife, there is no family relationship between any of our Directors or any of our Directors and Key Managerial Personnel.

Terms of appointment of our Whole-time Directors

Mr. Anand S Desai

Mr. Anand S Desai was reappointed as the Managing Director of our Company for a period of five years with effect from April 1, 2016, pursuant to resolutions passed by our Board and Shareholders on March 1, 2016 and March 26, 2016, respectively. Pursuant to the resolution passed by our Board on November 30, 2020 and our Shareholders on December 4, 2020, on expiry of his current term on March 31, 2021, he will stand re-appointed as the Managing Director for a period of five years with effect from April 1, 2021.

Pursuant to the Shareholders' resolution dated February 6, 2019, Mr. Anand S Desai is entitled to the following remuneration and perquisites with effect from Fiscal 2019:

Remuneration: ₹ 13.14 million per annum
Perquisites: Nil

He received gross remuneration of ₹ 13.14 million in Fiscal 2020 from our Company.

Pursuant to the resolutions dated November 30, 2020 and December 4, 2020 approved by our Board and our Shareholders respectively, along with the memorandum of terms of re-appointment of the Whole-time Director dated November 30, 2020, Mr. Anand S Desai will continue to receive the same quantum of remuneration until March 31, 2026, as set out above.

Ms. Mona A Desai

Ms. Mona A Desai was reappointed as a Whole-time Director of our Company for a period of five years with effect from April 1, 2016, pursuant to resolutions passed by our Board and Shareholders on March 1, 2016 and March 26, 2016, respectively. Pursuant to the resolution passed by our Board on November 30, 2020 and our Shareholders on December 4, 2020, on expiry of her current term on March 31, 2021, she will stand re-appointed as a Whole-time Director for a period of five years with effect from April 1, 2021.

Pursuant to the Shareholders' resolution dated February 6, 2019, Ms. Mona A Desai is entitled to the following remuneration and perquisites with effect from Fiscal 2019:

Remuneration: ₹ 13.14 million per annum
Perquisites: Nil

She received gross remuneration of ₹ 13.14 million in Fiscal 2020 from our Company.

Pursuant to the resolutions dated November 30, 2020 and December 4, 2020 approved by our Board and our Shareholders respectively, along with the memorandum of terms of re-appointment of the Whole-time Director dated November 30, 2020, Ms. Mona A Desai will continue to receive the same quantum of remuneration until March 31, 2026, as set out above.

Compensation paid to our Non-Executive Directors

Our Non-Executive Directors are not entitled to receive any remuneration or compensation (including sitting fees) from the Company and accordingly no remuneration has been paid to our Non-Executive Directors in Fiscal 2020.

Pursuant to the approval granted by our Board through its resolution dated November 28, 2018, a leave and license agreement ("**Agreement**") dated February 6, 2019 has been entered into between Ms. Pragna Kedia ("**Licensor**") and our Company in relation to grant of a residential flat on leave and license basis to our Non-Executive Director,

Mr. Milan Thakkar for a period of five years, commencing from February 1, 2019. In terms of the Agreement, our Company is required to pay to the Licensor, ₹ 0.38 million per month for the period commencing from February 1, 2019 until January 31, 2020; ₹ 0.39 million per month for the period commencing from February 1, 2020 until January 31, 2021; ₹ 0.42 million per month for the period commencing from February 1, 2021 until January 31, 2022; ₹ 0.44 million per month for the period commencing from February 1, 2022 until January 31, 2023; and ₹ 0.46 million per month for the period commencing from February 1, 2023 until January 31, 2024. Further, our Company is liable to bear, among other things, all the electricity, internet and cable charges. We have deposited a sum of ₹ 3.00 million with the Licensor under the Agreement.

Sitting fees and commission paid to our Independent Directors

Our Independent Directors may be entitled to receive sitting fees and such commission, as determined by our Board from time to time, for attending meeting of our Board and committees thereof. Pursuant to the resolutions dated November 9, 2020 approved by our Shareholders, our Independent Directors are entitled to a commission amounting to a sum not exceeding one per cent of the net profits of the Company per annum. Further, pursuant to the respective appointment letters issued by our Company to our Independent Directors, they are each entitled to a sitting fees of ₹ 75,000 for each of the Board or its committees' meeting attended by them.

All our Independent Directors were appointed in Fiscal 2021 and hence, have not been paid any sitting fee or commission for Fiscal 2020.

Remuneration paid or payable to our Directors from our Subsidiaries or Associate

None of our Directors has been paid any remuneration from our Subsidiary, Associate and our erstwhile subsidiary, RMPPL, including any contingent or deferred compensation accrued for Fiscal 2020.

Bonus or profit sharing plan for the Directors

Our Company does not have any bonus or profit sharing plan for our Directors.

Shareholding of our Directors

Other than as disclosed under "***Capital Structure – Notes to Capital Structure – Shareholding of our Directors and Key Managerial Personnel in our Company***" on page 89, none of our Directors hold any Equity Shares as on the date of this Red Herring Prospectus. Our Directors are not required to hold any qualification shares in the Company.

Service contracts with Directors

There are no service contracts entered into by our Directors with the Company which provide for benefits upon termination of employment, other than statutory benefits.

Contingent and deferred compensation payable to Directors

There is no contingent or deferred compensation payable to our Directors, which does not form part of their remuneration.

Interest of Directors

All our Whole-time Directors and Non-Executive Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any, payable to them by our Company and our Independent Directors may be deemed to be interested to the extent of sitting fees and commission, if any, payable to them for attending meetings of our Board or committees thereof. Our Director, Mr. Milan Thakkar is also interested to the extent of rent payable by our Company in relation to his residential flat, as set out above under "**– *Compensation paid to our Non-Executive Directors***".

Our Directors may be interested to the extent of Equity Shares, if any, held by them, their relatives (together with other distributions in respect of Equity Shares), or held by the entities in which they are associated as partners, or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue and any dividend and other

distributions payable in respect of such Equity Shares. For details, please see " ***– Shareholding of our Directors***" above.

Further, Mr. Anand S Desai, Ms. Mona A Desai, Mr. Milan Thakkar and Dr. Kiran Patel (by the virtue of being the manager of KPI LLC), are also interested in our Company to the extent of the right held by them to nominate Directors on the Board of our Company, pursuant to the SSHA, which right shall survive the completion of the Issue. For details, please see "***History – Other Material Agreements - Share Subscription and Shareholders' Agreement dated January 7, 2017 entered into amongst the Company and Mr. Anand S Desai, Ms. Mona A Desai, RIRCPL (collectively, "Desai Group"), Mr. Milan Thakkar, who had entered into a deed of accession dated August 20, 2018 with Mr. Akhil Thakkar ("Thakkar Group") and KPI LLC ("Kiran Pallavi Group" and together with the Desai Group and Thakkar Group, the "Groups"), read along with the subsequent addendum agreements and amendments to such agreements ("SSHA")***" on page 159.

Dr. Kiran C Patel, by virtue of being the manager of our Promoter, KPI LLC, is also interested to the extent of the loan extended to our Company by KPI LLC, pursuant to an agreement dated March 30, 2018. For details, see "***Promoter and Promoter Group – Interests of Promoters and Related Party Transactions***" on page 180, and "***Financial Statements – Restated Financial Statements – Notes to Restated Financial Statements – Note 33 – Related party disclosures***" on page 231.

Appointment of relatives to a place of profit

Except as stated below, none of the relatives of the Directors have been appointed to an office or place of profit in our Company or its Subsidiaries:

Name of Director(s)	Name of the relative	Relationship with the Director	Designation	Remuneration payable per annum (₹ million)
Ms. Mona A Desai	Mr. Ramsarup Khurana	Father of Ms. Mona A Desai	Administration head of our Company*	1.69
	Mr. Gaurav Ramsarup Khurana	Brother of Ms. Mona A Desai	Unit in-charge for Units - 3 and 4 of our Company*	4.05

**With effect from December 1, 2020*

Loans from Directors

No loans have been availed by our Directors from our Company.

No sum has been paid or agreed to be paid to our Directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce him/ her to become, or to qualify him/ her as, a Director, or otherwise for services rendered by him/ her or by such firm or company, in connection with the promotion or formation of our Company.

Interest in land and property

Except as disclosed below, none of our Directors are interested in any property acquired or proposed to be acquired by our Company –

Pursuant to a resolution date November 23, 2015, approved by our Shareholders and the office order dated September 8, 2016 passed by the Regional Manager, GIDC, Ankaleshwar, our Company acquired leasehold rights over plot no. 905/1 GIDC Estate, Jhagadia, Gujarat, from AEPL for a consideration of ₹ 18.25 million. Our Promoter and Managing Director, Mr. Anand S Desai and our Non-Executive Director, Mr. Milan Thakkar are interested in AEPL as its shareholders.

Interest in promotion or formation of our Company

Except as stated below, none of our Directors have any interest in the promotion or formation of our Company as on the date of this Red Herring Prospectus.

Mr. Anand S Desai and Ms. Mona A Desai have been associated with our Company since incorporation. They were amongst the first Shareholders of our Company and were appointed as one of the first Directors of our

Company. Further, Mr. Anand S Desai, Dr. Kiran C Patel and Ms. Mona A Desai have been identified as the Promoters of our Company.

Business interest

Except as stated in the sections titled "***Financial Statements – Restated Financial Statements – Notes to Restated Financial Statements – Note 33 – Related party disclosures***" and "***Promoter and Promoter Group – Interests of Promoters and Related Party Transactions***"on pages 231 and 180, our Directors do not have any other business interest in our Company.

Directorships of Directors in listed companies

None of our Directors are, or for the five years prior to the date of this Red Herring Prospectus, have been on the board of directors of any listed company whose shares have been/were suspended from being traded on any of the stock exchanges, during his/her tenure.

None of our Directors has been or is a director on the board of directors of any listed company which has been /was delisted from any stock exchange(s), during his/her tenure.

Changes in our Board during the last three years

The changes in our Board during the three years immediately preceding the date of this Red Herring Prospectus are set forth below.

Name of Director	Date of Change	Reasons
Ms. Usha Nanavati	October 10, 2018	Cessation as a Director
Mr. Akhil Thakkar	October 10, 2018	Cessation as a Director
Mr. Milan Thakkar	October 10, 2018	Appointment as additional Director*
Mr. Rakesh Shah	October 31, 2018	Cessation as a Director
Dr. Kiran C Patel	January 9, 2019	Appointment as an additional Director*
Mr. Hetul Krishnakant Mehta	November 9, 2020	Appointment as an Independent Director
Mr. Vijay Kumar Batra	November 9, 2020	Appointment as an Independent Director
Mr. Vinesh Prabhakar Sadekar	November 9, 2020	Appointment as an Independent Director
Dr. Namrata Dharmendra Jariwala	December 4, 2020	Appointment as an Independent Director

**Regularized pursuant to a resolution passed by the Shareholders on September 30, 2019*

Borrowing Powers

Pursuant to our Articles of Association and applicable provisions of the Companies Act 2013 and pursuant to the special resolution passed by our Shareholders on June 8, 2020, our Board is entitled to borrow any sum or sums of money, from time to time, at its discretion, from one or more banks, financial institutions, and other persons, firms, body corporates, foreign private corporate bodies, foreign equity holders and other approved channels, notwithstanding that the money or moneys to be borrowed, together with the money already borrowed, by the Company, may exceed aggregate of its paid-up capital and free reserves, apart from temporary loans obtained from the Company's lenders, in the ordinary course of business, subject to aggregate borrowing not to exceed the amount of ₹ 15,000 million.

Corporate Governance

As on the date of this Red Herring Prospectus, we have eight Directors on our Board, comprising of two Whole-time Directors, two Non-Executive Directors and four Independent Directors, including one woman Independent Director. The Chairman of our Board, Dr. Kiran C Patel, is a Non-Executive Director. The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act 2013 and the SEBI Listing Regulations.

Our Company undertakes to take all necessary steps to continue to comply with all the applicable requirements of SEBI Listing Regulations and the Companies Act 2013.

Board committees

Our Company has constituted the following committees of the Board in terms of the SEBI Listing Regulations and the Companies Act 2013:

(a) Audit Committee;

(b) Nomination and Remuneration Committee;

(c) Stakeholders' Relationship Committee; and

(d) Corporate Social Responsibility Committee.

Audit Committee

The Audit Committee was last reconstituted pursuant to a meeting of our Board held on November 11, 2020. The Audit Committee is in compliance with Section 177 of the Companies Act 2013 and Regulation 18 of the SEBI Listing Regulations. The Audit Committee currently consists of:

(a) Mr. Hetul Krishnakant Mehta (*Chairperson*);

(b) Mr. Anand S Desai (*Member*); and

(c) Mr. Vijay Kumar Batra (*Member*).

The Company Secretary shall act as the secretary to the Audit Committee. Mr. Afzal Malkani, our Chief Financial Officer, is a permanent invitee to the committee.

Scope and terms of reference: The terms of reference of the Audit Committee shall include the following:

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; and

(4) to secure attendance of outsiders with relevant expertise, if it considers necessary.

The role of the Audit Committee shall include the following:

(1) oversight of financial reporting process and the disclosure of financial information relating to the Company to ensure that the financial statements are correct, sufficient and credible;

(2) recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee;
(3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;

(4) examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

   a. Matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act 2013;

   b. Changes, if any, in accounting policies and practices and reasons for the same;

   c. Major accounting entries involving estimates based on the exercise of judgment by management;

d. Significant adjustments made in the financial statements arising out of audit findings;

e. Compliance with listing and other legal requirements relating to financial statements;

f. Disclosure of any related party transactions; and

g. Modified opinion(s) in the draft audit report.

(5) reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

(6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

(7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(8) approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed ;

Explanation: *The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act 2013.*

(9) scrutiny of inter-corporate loans and investments;

(10) valuation of undertakings or assets of the Company, wherever it is necessary;

(11) evaluation of internal financial controls and risk management systems;

(12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(13) 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;

(14) discussion with internal auditors of any significant findings and follow up there on;

(15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

(16) 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;

(17) 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;

(18) reviewing the functioning of the whistle blower mechanism;

(19) monitoring the end-use of funds raised through public offers and related matters;

(20) overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

(21) 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;

(22) 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

(23) 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.

Additionally, 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; and

(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.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was last reconstituted pursuant to a meeting of our Board held on November 11, 2020. The Nomination and Remuneration Committee is in compliance with Section 178 of the Companies Act 2013 and Regulation 19 of the SEBI Listing Regulations. The Nomination and Remuneration Committee currently consists of:

(a) Hetul Krishnakant Mehta (*Chairperson*);
(b) Milan Thakkar (*Member*); and
(c) Vinesh Prabhakar Sadekar (*Member*)

Mr. Afzal Malkani, our Chief Financial Officer, is a permanent invitee to the committee.

Scope and terms of reference: The terms of reference of the Nomination and Remuneration Committee shall include the following:

(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.

(2) Formulation of criteria for evaluation of performance 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) 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.

(6) Recommend to the Board, all remuneration, in whatever form, payable to senior management.

(7) 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.

(8) The Nomination and Remuneration Committee, while formulating the Remuneration 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 the 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.

In addition, the Nomination and Remuneration Committee has also been empowered to perform such functions as are required to be performed by the compensation committee/Nomination and Remuneration Committee under the SEBI (Share Based Employee Benefits) Regulations, 2014, including the following:

(1) administering the employee stock option plan;

(2) determining the eligibility of employees to participate under the employee stock option plan;

(3) granting options to eligible employees and determining the date of grant under the employee stock option plan;

(4) determining the number of options to be granted to an employee under the employee stock option plan;

(5) determining the exercise price under the employee stock option plan; and

(6) construing and interpreting the employee stock option plans and any agreements defining the rights and obligations of the Company and eligible employees under the employee stock option plans, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the employee stock option plan.

(7) Frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, or any other applicable law, including:

(a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; 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.

(8) perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act 2013 or by the SEBI Listing Regulations or by any other applicable law or regulatory authority.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by a resolution of our Board dated November 11, 2020. The Stakeholders' Relationship Committee is in compliance with Section 178 of the Companies Act 2013 and Regulation 20 of the SEBI Listing Regulations. The Stakeholders' Relationship Committee currently consists of:

(a) Mr. Hetul Krishnakant Mehta (*Chairperson*);

(b) Mr. Milan Thakar (*Member*); and

(c) Ms. Mona A Desai (*Member*).

Mr. Afzal Malkani, our Chief Financial Officer, is a permanent invitee to the committee.

Scope and terms of reference: The terms of reference of the Stakeholders' Relationship Committee shall include the following:

(1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;

(2) review of measures taken for effective exercise of voting rights by shareholders;

(3) review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent; and

(4) 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.

Corporate Social Responsibility Committee

Our Corporate Social Responsibility Committee was last reconstituted pursuant to the meeting of the Board held on November 11, 2020. The Corporate Social Responsibility Committee is in compliance with Section 135 of the Companies Act 2013. The Corporate Social Responsibility Committee currently consists of:

(a) Ms. Mona A Desai (*Chairperson*);

(b) Mr. Hetul Krishnakant Mehta (*Member*); and

(c) Mr. Milan Thakkar (*Member*).

Mr. Afzal Malkani, our Chief Financial Officer, is a permanent invitee to the committee.

The Corporate Social Responsibility Committee is authorized to perform the following functions:

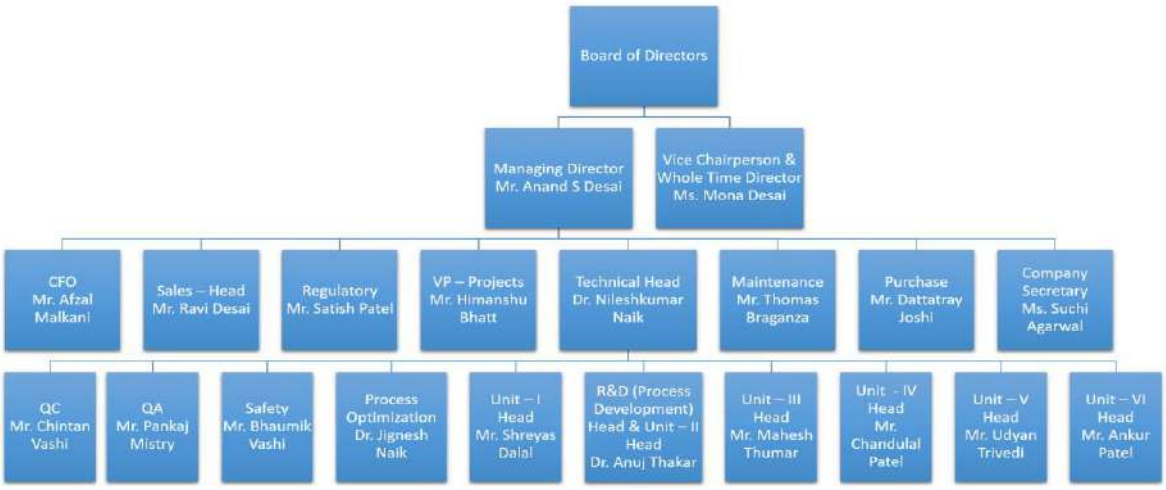
(1) Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act 2013.

(2) Review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a).

(3) Monitor the corporate social responsibility policy of the Company and its implementation from time to time.

(4) Any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time.

Management Organisation Chart



Key Managerial Personnel

In addition to Mr. Anand S Desai and Ms. Mona A Desai, our Whole-time Directors, whose details are provided in "**– *Brief Profiles of our Directors***" on page 164, the details of our other Key Managerial Personnel as on the date of this Red Herring Prospectus are set forth below.

Mr. Afzal Malkani is our Chief Financial Officer. He holds a bachelor's degree in commerce from South Gujarat University, Surat. He is qualified as a chartered accountant from the Institute of Chartered Accountants of India. Mr. Afzal Malkani joined our Company on October 28, 2005 and was appointed as the Chief Financial Officer with effect from December 1, 2014. Mr. Afzal Malkani commenced his career with our Company. In Fiscal 2020, he received an aggregate compensation of ₹ 19.20 million on an individual basis for services rendered in all capacities, including ₹ 5.70 million as arrears accrued for Fiscal 2019.

Dr. Nileshkumar Naik is the technical head of our Company. He holds a doctor of philosophy degree in chemistry, master's degree in science (organic chemistry) and a bachelor's degree in science (special) from South Gujarat University, Surat. Dr. Nileshkumar Naik has been associated with us since incorporation. He commenced his career with our Company. In Fiscal 2020, he received an aggregate compensation of ₹ 18.10 million on an individual basis for services rendered in all capacities, including ₹ 1.90 million as arrears accrued for Fiscal 2019.

Dr. Anuj Thakar is the research and development (process development) head and Unit II head of our Company. He holds a doctor of philosophy degree in chemistry from Veer Narmad South Gujarat University, Surat, a master's degree in science (organic chemistry) and a bachelor's degree in science (special) from South Gujarat University. He joined our Company on February 4, 2005. Dr. Anuj Thakur commenced his career with our Company. In Fiscal 2020, he received an aggregate compensation of ₹ 10.00 million on an individual basis for services rendered in all capacities, including ₹ 1.90 million as arrears accrued for Fiscal 2019.

Mr. Ravi Desai is the sales head of our Company. He holds a master's degree in computer applications from Bharati Vidyapeeth Deemed University, Pune and a bachelor's degree in science (special) from Veer Narmad South Gujarat University, Surat. Mr. Ravi Desai joined our Company on December 22, 2012. He was previously associated with Standard Chartered Bank as an investment advisor. In Fiscal 2020, he received an aggregate compensation of ₹ 4.33 million on an individual basis for services rendered in all capacities, including ₹ 0.95 million as arrears accrued for Fiscal 2019.

Ms. Suchi Agarwal is our Company Secretary and Compliance Officer. She holds a bachelor's degree in commerce from Shreemati Nathibai Damodar Thackersey Women's University, Mumbai and also a bachelor's degree in law from Veer Narmad South Gujarat University, Surat. She is qualified as a company secretary from the Institute of Company Secretaries of India and as a corporate social responsibility professional from Indian Institute of Corporate Affairs. Ms. Suchi Agarwal joined our Company on May 18, 2013. She has previously been associated with Ardor International Private Limited as a company secretary. In Fiscal 2020, she received an aggregate compensation of ₹ 0.91 million on an individual basis for services rendered in all capacities.

Contingent or deferred compensation

No contingent or deferred compensation was paid by us to any of our Key Managerial Personnel for Fiscal 2020.

Status of Key Managerial Personnel

All our Key Managerial Personnel are permanent employees of our Company.

Relationship among Key Managerial Personnel

Except as disclosed in "- ***Relationship between Directors and Key Managerial Personnel***" above, none of our Key Managerial Personnel have any family relationship with each another.

Bonus or profit sharing plan for the Key Managerial Personnel

There is no profit sharing plan for the Key Managerial Personnel.

Shareholding of Key Managerial Personnel

Other than as provided under "***Capital Structure – Shareholding of our Directors and Key Managerial Personnel***" on page 89, none of our Key Managerial Personnel hold Equity Shares as on the date of this Red Herring Prospectus.

Service Contracts with Key Managerial Personnel

Our Key Managerial Personnel are governed by the terms of their appointment letters/employment contracts and have not entered into any other service contracts with our Company. No officer of our Company is entitled to any benefit upon termination of employment or superannuation, other than statutory benefits.

Interest of Key Managerial Personnel

Other than to the extent of the remuneration, benefits, interest of receiving dividends on the Equity Shares, reimbursement of expenses incurred in the ordinary course of business, our Key Managerial Personnel may be interested to the extent of employee stock options that may be granted to them from time to time under the ESOP Scheme and other employee stock option schemes formulated by the Company from time to time. For further details in relation to the interest of Mr. Anand S Desai and Ms. Mona A Desai in our Company, refer to ***"– Interest of Directors"*** above.

No loans have been availed by our Key Managerial Personnel from our Company as on the date of this Red Herring Prospectus.

Arrangements and understanding with major Shareholders, customers, suppliers or others

None of our Key Managerial Personnel have been appointed pursuant to any arrangement or understanding with our major Shareholders, customers, suppliers or any other person.

Changes in Key Managerial Personnel during the last three years

The changes in our Key Managerial Personnel during the three years immediately preceding the date of this Red Herring Prospectus are set forth below.

Name of Director	Date of Change	Reasons
Dr. Anuj Thakar	September 26, 2020	Categorised as a Key Managerial Personnel of the Company
Dr. Nileshkumar Naik		
Mr. Ravi Desai		

Employee stock option and stock purchase schemes

For details of the ESOP Scheme implemented by our Company, see "***Capital Structure – Notes to Capital Structure – Employee Stock Option Scheme***" on page 90.

Payment or Benefit to Key Managerial Personnel of our Company

No non salary related amount or benefit has been paid or given to any officer of our Company within the two years preceding the date of filing of this Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

OUR PROMOTERS AND PROMOTER GROUP

Mr. Anand S Desai, Dr. Kiran C Patel, Ms. Mona A Desai, KPI LLC and RIRCPL are the Promoters of our Company. As on the date of this Red Herring Prospectus, Mr. Anand S Desai, Dr. Kiran C Patel, Ms. Mona A Desai, KPI LLC and RIRCPL together hold 56,933,461 Equity Shares constituting 66.04% of the issued, subscribed and paid-up Equity Share capital of our Company. For details on shareholding of our Promoters in our Company, see "***Capital Structure – History of the share capital held by our Promoters***" on page 81.

The details of our Promoters are provided below.

Details of our individual Promoters

Mr. Anand S Desai

Mr. Anand S Desai, aged 47 years, is our Promoter and the Managing Director.

Residential address: 5, Janta Nagar, New Civil Road, Surat City, Gujarat – 395 001, India

Permanent Account Number: AARPD9122D

Aadhaar card number: 647128455328

Driving license number: GJ05 19960187700

For the complete profile of Mr. Anand S Desai along with details of his date of birth, educational qualification, experience in the business, positions/posts held in past, directorship, special achievements, his business and financial activities, see "***Our Management***" on page 162.

Dr. Kiran C Patel

Dr. Kiran C Patel, aged 71 years, is our Promoter and a Non-Executive Director and Chairman of our Company.

Residential address: 11609, Carrollwood Dr, Tampa, Florida, 336183713, United States of America

Permanent Account Number: BFFPP5752M

Aadhar card number: Since Dr. Kiran C Patel is not an Indian resident, he does not possess an Aadhar card

Driving license number: P340-503-49-090-0

For the complete profile of Dr. Kiran C Patel along with details of his date of birth, educational qualification, experience in the business, positions/posts held in past, directorship, special achievements, his business and financial activities, see "***Our Management***" on page 162.

Ms. Mona A Desai

Ms. Mona A Desai, aged 45 years, is our Promoter and a Whole-time Director and the Vice-Chairman of our Company.

Residential address: 5, Janta Nagar Society, Opposite Kapadia Health Club, New Civil Road, Bhatar, Sunavali,

Surat, Gujarat – 395 001, India

Permanent Account Number: ACRPK0630K

Aadhaar card number: 6702 0622 0500

Driving license number: Ms. Mona Desai does not have a driving license.

For the complete profile of Ms. Mona A Desai along with details of her date of birth, educational qualification, experience in the business, positions/posts held in past, directorship, special achievements, her business and financial activities, see "***Our Management***" on page 162.

Our Company confirms that the permanent account numbers, bank account numbers and passport numbers of Mr. Anand S Desai, Dr. Kiran C Patel and Ms. Mona A Desai have been submitted to the Stock Exchanges at the time of filing of the Draft Red Herring Prospectus.

The ventures of our Promoters (other than our Company) are as mentioned below:

Name of the Promoter	Ventures
Mr. Anand S Desai	RIRCPL
Dr. Kiran C Patel	As disclosed under " – ***Promoter Group*** – ***Entities forming part of the Promoter Group - For Dr. Kiran C Patel***" below
Ms. Mona A Desai	Nil

Details of our corporate Promoters

KPI LLC

KPI LLC was initially incorporated as a Florida limited liability company on November 21, 2012 and was converted into a Delaware limited liability company on May 6, 2019. Its registered office is located at 160 Greentree Drive, Suite 101, Dover, Kent County, Delaware 19904 and principal office is located at 11609, Carrollwood Drive, Tampa, Florida 33618. KPI LLC's Delaware State "file number" is 7407604. KPI LLC is an investment holding company and does not carry on any active business. There has been no change in the nature of business of KPI LLC since incorporation.

KPI LLC is jointly promoted by Dr. Kiran C Patel acting through the KCP Dynasty Trust as trustee, which holds 99.99% percentage interest and 9,999 non-voting units of KPI LLC and Dr. Pallavi Patel, acting through the KCP LLC Trust as trustee, which holds 0.1% percentage interest and one voting unit of KPI LLC, as on the date of this Red Herring Prospectus, and have held the controlling interest in KPI LLC in the preceding three years from the date of this Red Herring Prospectus.

As of the date of this Red Herring Prospectus, KPI LLC does not have a board of directors. The sole manager of KPI LLC is Dr. Kiran C Patel. There has been no change in control of KPI LLC, in the three years immediately preceding the date of this Red Herring Prospectus.

Our Company confirms that the permanent account number, bank account number, details of the Delaware State "file number" as contained in its certificate of formation dated May 3, 2019 and the address of the Secretary of State of Delaware, which is the companies regulator to which KPI LLC is subject, have been submitted to the Stock Exchanges at the time of filing of the Draft Red Herring Prospectus.

RIRCPL

RIRCPL was incorporated as a private company limited by shares on September 2, 1988 under Companies Act

1956. Its registered office is situated at Office No. 710, 7th Floor, SNS Business Park, Near Subham Bunglows, U.M. Road, Vesu, Surat – 395 007, Gujarat, India. It is involved in the business of trading of chemicals. There has been no change in the nature of business of RIRCPL since its incorporation.

One of our Promoters, Mr. Anand S Desai, is the promoter of RIRCPL and holds 98.89% of the equity share capital of RIRCPL. There has been no change in control of RIRCPL in the three years immediately preceding the date of this Red Herring Prospectus.

Our Company confirms that the permanent account number, bank account number, the company registration number and the address of the registrar of companies where RIRCPL is registered have been submitted to the Stock Exchanges at the time of filing of the Draft Red Herring Prospectus.

Change in the control of our Company

There has been no change in our control in the last five years. Mr. Anand S Desai and Ms. Mona A Desai have been our promoters since incorporation. Further, Dr. Kiran C Patel, through KPI LLC, has invested in our Company in November 2016 and has been identified as a Promoter of our Company with effect from September 21, 2020 pursuant to the resolution dated September 26, 2020 approved by our Board. RIRCPL is one of our Shareholders since August 2006 and has been identified as a Promoter with effect from September 21, 2020 pursuant to a resolution dated September 26, 2020 approved by our Board. Our Company is now jointly controlled by both our original Promoters along with Dr. Kiran C Patel, KPI LLC and RIRCPL, our new Promoters.

Interests of Promoters and Related Party Transactions

Our Promoters are interested in our Company to the extent (i) that they have promoted our Company; (ii) their directorship in our Company (in case of individual Promoters); (iii) to the extent of their shareholding (if any) and the shareholding of their relatives, as applicable; (iv) the dividends payable thereon; and (v) other distributions in respect of the Equity Shares held by them. For details on shareholding of our Promoters in our Company, see "***Capital Structure – Notes to Capital Structure – History of the Equity Share Capital held by our Promoters***" on page 81. For further details of interest of our Promoters in our Company, see "***Financial Statements***" on page 189.

Further, our Promoters are also interested to the extent of their right to nominate for appointment, one director on the Board of Directors (which Director shall also be eligible for nomination on any committee constituted by the Board), which right shall survive the completion of the Issue. For details, please see "***History – Other Material Agreements - Share Subscription and Shareholders' Agreement dated January 7, 2017 entered into amongst the Company and Mr. Anand S Desai, Ms. Mona A Desai, RIRCPL (collectively, "Desai Group"), Mr. Milan Thakar who had entered into a deed of accession dated August 20, 2018 with Mr. Akhil Thakkar ("Thakkar Group") and KPI LLC ("Kiran Pallavi Group" and together with the Desai Group and Thakkar Group, the "Groups"), read along with the subsequent addendum agreements and amendments to such agreements ("SSHA")***" on page 159.

Our Promoters, Mr. Anand S Desai, Dr. Kiran C Patel and Ms. Mona A Desai are also interested in our Company as the Managing Director, Chairman and Non-Executive Director and Vice-chairman and Whole-time Director, respectively and remuneration, benefits and reimbursement of expenses payable to them in such capacity. Further, Dr. Kiran C Patel has been nominated as a Director on the Board of our Company by our Promoter, KPI LLC. For details, see "***Our Management***" on page 162.

Our Promoter, KPI LLC is also interested to the extent of the loan extended to our Company, pursuant to an agreement dated March 30, 2018, entered into between KPI LLC and our Company, approved by our Board pursuant to resolution dated March 1, 2018, KPI LLC has sanctioned a loan amounting to USD 35 million for a period of six years to our Company for the purpose of funding our Company's requirements for undertaking new projects and modernisation/expansion of existing units and any other end use, as may be allowed under the applicable law.

Ms. Mona A Desai is also interested in our Company to the extent of appointment of her relatives in the place of our profit in our Company. For details, see, "***Our Management – Interest of our Directors - Appointment of relatives to a place of profit***" on page 168.

Except as disclosed in this section and in "***Summary of the Issue Document - Summary of Related Party***

Transactions", "***Financial Statements***", "***Our Management – Interest of Directors - Interest in land and property***" on pages 25, 189 and 168, respectively, our Promoters have no interest in any property acquired by our Company during the three years preceding the date of this Red Herring Prospectus, or proposed to be acquired, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Our Promoters are not interested as members of a firm or company (other than our Company) and no sum has been paid or agreed to be paid to our Promoters or to such firm or company in cash or shares or otherwise by any person for services rendered by such Promoter(s) or by such firm or company in connection with the promotion or formation of our Company.

Payment or benefits to our Promoters or Promoter Group

Except as stated in this section, "***Summary of the Issue Document - Summary of Related Party Transactions***", "***Our Management***" and "***Financial Statements***" on pages 25, 162 and 189 respectively, there has been no payment of benefits made to our Promoters or members of our Promoter Group during the two years preceding the filing of this Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoters or members of our Promoter Group.

Our Company has not entered into any contract, agreements or arrangements during the two years immediately preceding the date of this Red Herring Prospectus and does not propose to enter into any such contract in which our Promoters are directly or indirectly interested and no payment has been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with.

Further, Ms. Panna Divyesh Vaidya, an individual Promoter Group member, has drawn a cumulative salary of ₹ 0.80 million from our Company in the two years preceding the date of this Red Herring Prospectus, on account of services rendered by her as a permanent employee of the Company.

Pursuant to a resolution date November 23, 2015, approved by our Shareholders and the office order dated September 8, 2016 passed by the Regional Manager, GIDC, Ankaleshwar, our Company acquired leasehold rights over plot no. 905/1 GIDC Estate, Jhagadia, Gujarat, from AEPL for a consideration of ₹ 18.25 million of which, a certain balance amount was paid by our Company in the two years preceding the date of this Red Herring Prospectus. For further details, see "***Financial Statements***" on page 189.

Our Promoter, KPI LLC has extended a loan to our Company, pursuant to an agreement dated March 30, 2018, entered into between KPI LLC and our Company. For details, see "***– Interests of Promoters and Related Party Transactions***" on page 180 and "***Financial Statements – Restated Financial Statements – Notes to Restated Financial Statements – Note 33 – Related party disclosures***" on page 231.

Confirmations

Neither our Promoters nor any of the entities with they are associated as promoters have been identified as wilful defaulters as defined under the SEBI ICDR Regulations.

As on the date of this Red Herring Prospectus, our Promoters and members of our Promoter Group have not been prohibited from accessing or operating in capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoters are not and have never been a promoter, director or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI.

Our Promoters are not interested in any other entity which holds any intellectual property rights that are used by our Company.

Disassociation by Promoters in the last three years

None of our Promoters have disassociated themselves from any company or firm during the preceding three years from the date of this Red Herring Prospectus.

Material Guarantees given by our Promoters

Our Promoters have not given any guarantee to any third party with respect to the Equity Shares as on the date

of this Red Herring Prospectus.

Promoter Group

In addition to our Promoters, the individuals and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations are set out below:

A. *Natural persons who are part of the Promoter Group*

The natural persons who are part of the Promoter Group (due to their relationship with our individual Promoters or whose shareholding is aggregated under the heading "shareholding of the promoter group"), other than our Promoters, are as follows:

a. Immediate relatives of our Promoters

Name of Promoter	Name of relative	Relationship
Mr. Anand S Desai	Ms. Roopaliben Sureshchandra Desai	Sister
	Ms. Shraddha Desai	Daughter
	Mr. Ramsarup Khurana	Spouse's father
	Mrs. Neelam Khurana	Spouse's mother
	Mr. Gaurav Ramsarup Khurana	Spouse's brother
Ms. Mona A Desai	Mr. Ramsarup Khurana	Father
	Ms. Neelam Khurana	Mother
	Mr. Gaurav Khurana	Brother
	Ms. Shraddha Desai	Daughter
	Ms. Roopaliben Sureshchandra Desai	Spouse's sister
Dr. Kiran C Patel	Dr. Pallavi Patel	Spouse
	Dr. Dinesh Patel Mr. Pradip Patel	Brothers
	Mr. Shilen Patel	Son
	Dr. Sonali Patel Judd Dr. Sheetal Patel	Daughters
	Mr. Vikram Shah Mr. Rupesh Shah	Spouse's brothers
	Mrs. Bharti Shah	Spouse's sisters

b. In addition to the individuals mentioned above, individuals whose shareholding is aggregated under the heading "shareholding of the promoter group"

(i) Ms. Panna Divyesh Vaidya

(ii) Mr. Meena Bharat Desai

B. *Entities forming part of the Promoter Group*

The entities forming part of our Promoter Group are as follows:

For Mr. Anand S Desai and Ms. Mona A Desai

Sr. No.	Entities forming part of the Promoter Group
1.	AEPL
2.	Nimbus
3.	Suresh Chandra Desai HUF

For Dr. Kiran C Patel

Sr. No.	Entities forming part of the Promoter Group
1.	3707 Cherry LLC
2.	Alta Vita Development, LLC
3.	America's 1st Choice Holdings of NC, LLC
4.	America's First Choice US Holdings, LLC
5.	Axcel Building Management LLC
6.	Axcel Investments II LLC
7.	Axcel Real Estate Services LLC
8.	Axiom Acquisition Ventures IV
9.	Beacon Health Solutions, LLC
10.	Cheyenne Resort Acquisition Group LLC
11.	Cheyenne Resort Acquisition Group, LLC (DE)
12.	Cheyenne Resort Acquisition Group, LLC (NY)
13.	Cheyenne Resort Acquisition Manager, LLC (DE)
14.	Cheyenne Resort Acquisition Manager, LLC (NY)
15.	Clearwater Beach Development Investment LLC
16.	Clearwater Beach Resort Regional Center LLC
17.	Concept Medical Management LLC
18.	Concept Medical Inc.
19.	Concept USA Medical Investment Group LLC
20.	Convert Investments LLC
21.	CW Beach Development, LLC
22.	Downtown Acquisition Group, LLC
23.	Downtown Tampa Management LLC
24.	Dr. Kiran C. Patel High School
25.	Drew Street Professional Park, LLC
26.	DTT Acquisition Group LLC
27.	Eagle Crest Acquisition Group, LLC
28.	Eagle Crest Acquisition Manager, LLC
29.	Eagle Crest Management, LLC
30.	Echo Acquisition Group LLC
31.	Ehealthcare Systems, Inc.
32.	Elite Health Group LLC
33.	Elite Partners II LLC
34.	Elite Partners LLC
35.	Enchantment LLC
36.	Excel Portfolio 1 LLC
37.	Excel Portfolio 2 LLC
38.	Figgers Communcation, Inc.
39.	Garuda, LLC
40.	Global Parters LP
41.	Golden Villa Resort LLC
42.	Gray Acquisition Group, LLC
43.	Jackson Hole Acquisition Group, LLC
44.	Jackson Hole Acquisition Manager, LLC
45.	Jackson Hole Condo Manager, LLC
46.	Jacksonville Medical Center Develop
47.	Jax Airport Hotel LLC
48.	JFK Medical Center Development LLC
49.	K Reif 2017 LLC
50.	K&P Aviation
51.	K&P Bota Holdings
52.	K&P Clearwater Estate II, LLC
53.	K&P Clearwater Estate, LLC
54.	K&P COM Management LLC
55.	K&P Educational Trust

Sr. No.	Entities forming part of the Promoter Group
56.	K&P Estate, LLC
57.	K&P Holding II, LLC
58.	K&P Holding, LC
59.	K&P Partners Limited Partnership
60.	K&P Partners Limited Partnership II
61.	K&P Partners LP
62.	K&P Safety Harbor Estate LLC
63.	K. Reif JW Marriott LLC
64.	K8CLARI5 LLC
65.	KCP Capital Partners LLC
66.	KCP Dynasty Trust
67.	KCP LLC Trust
68.	Kiran C. & Pallavi K. Patel Charitable Remainder Trust #1
69.	Kiran REIF LLC
70.	KP Family SD LLC
71.	KPI 2017 LLC
72.	KPI Real Estate Investments, LLC
73.	KREIF/WR Investment Fund LLC
74.	KRS2 MBA INVESTMENT LLC
75.	Liberty Acquisition Group, LLC
76.	Minneapolis Hotel Acquisition Group, LLC
77.	Minneapolis Hotel Acquisition Manager, LLC
78.	MK Management LLC
79.	MK Partners 11911 LLC
80.	Omni Mobile, Inc.
81.	Orion Beach Development V, LLC
82.	Orion Beach Development VI, LLC
83.	Pittsburgh Grand Hotel Member LLC
84.	Pittsburgh Grand Hotel, LLC
85.	Poinciana Medical Center Development, LLC
86.	RCH/KCP 2017 Fund GP, LLC
87.	Riviera Hospitality Holdings LLC
88.	Riviera Resort LLC
89.	SC Lakeside LLC
90.	Seaview Resort Acquisition Group, LLC
91.	Seaview Resort Acquisition Manager, LLC
92.	SKE Financing Group LLC
93.	Sole Lido Development, LLC
94.	Tampa Bay Surgery Center Associates, LP
95.	Tejas Apex Conyers, LLC
96.	TIE Tampa Bay Angel Fund I, LP
97.	Trinity Medical Center LLC
98.	Walker Reynolds Lodging Partners, LLC
99.	Watermark Acquisition Group LLC
100.	Watermark Estate, LLC
101.	Westside Medical Center Development
102.	Westward Look Acquisitions Group LLC
103.	Westward Look Acquisitions, LLC
104.	Westward Look Investments
105.	Westward Look Resort, LLC

OUR GROUP COMPANIES

Pursuant to a resolution of our Board dated December 20, 2020 and as per the SEBI ICDR Regulations, for the purpose of identification of Group Companies, our Company has considered the companies (other than our corporate Promoters and Subsidiary) with which (i) there were related party transactions as disclosed in the Restated Financial Statements; and (ii) other companies considered material by our Board pursuant to the Materiality Policy. For the purposes of (ii) above, and in accordance with our Materiality Policy, for the purposes of disclosure in the Issue Documents, a company (other than our corporate Promoters and Subsidiary) shall be considered material and disclosed as a Group Company if it is a member of the Promoter Group (other than the corporate Promoters) and has entered into one or more transactions with the Company during the period for which financial information is disclosed in this Red Herring Prospectus and individually or in the aggregate, exceed 10% of the total consolidated revenue of the Company for such period.

As on the date of this Red Herring Prospectus, based on the above, we have the following Group Companies.

1. Atharva Exochem Private Limited

Corporate Information

AEPL was incorporated as a private limited company under the Companies Act 1956 on February 3, 2010. The CIN of AEPL is U74990MH2010PTC199647.

Nature of activities

In accordance with the provisions of the objects clause of its memorandum of association, AEPL is involved in the business of exporting, importing, manufacturing, selling, trading and otherwise dealing in all types of organic & inorganic chemicals including rubber chemicals, speciality chemicals, agro chemicals, intermediates, bulk drugs and pigments.

Financial Performance

The financial information derived from the audited financial results of AEPL for the Financial Years 2020, 2019 and 2018 are set forth below.

(in ₹ million, except per share data)

Particulars	As on March 31, 2020	As on March 31, 2019	As on March 31, 2018
Equity share capital	23.21	23.21	30.94
Reserves and surplus (excluding revaluation reserve)	14.33	14.36	19.15
Sales/turnover	-	-	0.18
Loss after tax	(0.03)	(0.03)	(0.54)
Earnings/(loss) per share (face value of ₹10)	(0.01)	(0.01)	(0.18)
Diluted earnings/(loss) per share (face value of ₹10)	(0.01)	(0.01)	(0.18)
Net asset value	37.54	37.57	50.10
Net asset value (per share)	16.18	16.19	16.19

There are no significant notes by the auditors of AEPL in relation to the above mentioned financial information.

2. Tangent Science Private Limited

Corporate Information and Nature of Activities

For details in relation to incorporation, objects and nature of activities of Tangent, see "***History and Other Corporate Matters – Subsidiary of our Company - Tangent Science Private Limited***" on page 160.

Financial Performance

Tangent has been incorporated with effect from June 19, 2020, therefore no financial information is available for the preceding three financial years.

Listing of securities

The securities of our Group Companies are not listed on any stock exchange. Further, there has not been any refusal of listing of any securities of our Group Companies during last ten years by any of the stock exchanges in India or abroad. Accordingly, there are no pending investor grievances against any of our Group Companies.

Details of losses incurred by our Group Companies

AEPL has incurred losses of ₹ 0.03 million in Fiscal 2020, ₹ 0.03 million in Fiscal 2019 and ₹ 0.54 million in Fiscal 2018.

Sick, Winding up/ Insolvency proceedings

As on the date of this Red Herring Prospectus, our Group Companies have not been declared sick or defunct within the meaning of the erstwhile Sick Industrial Companies (Special Provisions) Act, 1985, and have not been referred to the Board of Industrial and Financial Reconstruction or the National Company Law Tribunal, and are not under the corporate insolvency resolution process in terms of the Insolvency and Bankruptcy Code, 2016, as amended.

Defunct Group Company

During the five years immediately preceding the date of the Draft Red Herring Prospectus and this Red Herring Prospectus, our Group Companies have not remained defunct and no application has been made to the relevant registrar of companies for striking off their names.

Nature and extent of interests of our Group Companies

As on the date of this Red Herring Prospectus, our Group Companies do not have any interest in the promotion or formation of our Company.

Except as set out below, our Group Companies do not have any interest in any property acquired by our Company in the three years preceding the date of filing this Red Herring Prospectus or proposed to be acquired by it as on date of this Red Herring Prospectus.

Pursuant to a resolution date November 23, 2015, approved by our Shareholders and the office order dated September 8, 2016 passed by the Regional Manager, GIDC, Ankaleshwar, our Company acquired leasehold rights over plot no. 905/1 GIDC Estate, Jhagadia, Gujarat, from AEPL. For further details, see "***Our Management – Interest of Directors - Interest in land and property***" on 168.

Except as disclosed above and under "***Financial Statements***" on page 189, our Group Companies do not have an interest in any transaction by our Company pertaining to acquisition of land, construction of building and supply of machinery.

Except as disclosed under *"**Financial Statements**"* on page 189, our Group Companies do not have any business interest in our Company.

Related Business Transactions within our Group Companies and significance on the financial performance of our Company

Except as set forth in "***Financial Statements – Restated Financial Statements – Note 33 - Notes to Restated Financial statements***" on page 231, no other related party transactions have been entered into between our Group Companies and our Company.

Common pursuits of our Group Companies

AEPL is involved in the same line of business as that of our Company. While Tangent is enabled under its memorandum of association to carry on similar activities as those of our Company, it is currently not involved in

any business activities. As on the date of this Red Herring Prospectus, there are no common pursuits amongst the Group Companies and the Company.

Litigation

As on date of this Red Herring Prospectus, our Group Companies are not parties to any pending litigation which will have a material impact on our Company.

Utilisation of Issue Proceeds

There are no material existing or anticipated transactions in relation to utilisation of the issue proceeds with our Group Companies.

DIVIDEND POLICY

As on the date of this Red Herring Prospectus, our Company does not have a formal dividend policy. The declaration and payment of dividend on our Equity Shares, if any, will be recommended by our Board and approved by our shareholders, at their discretion, in accordance with the provisions of our Articles of Association and applicable law, including the Companies Act 2013, together will the applicable rules issued thereunder, and will depend on a number of factors, including but not limited to profits, capital requirements, contractual obligations, restrictive covenants in financing arrangements and the overall financial condition of our Company.

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 other, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements.

Our Company has not declared any dividends in the last three Fiscals and the nine months ended December 31, 2020.Our Company in its Board meeting held on February 27, 2021, approved the payment of dividend amounting to ₹ 79,050 on the CCPS held by KPI LLC before conversion of the same into Equity Shares. The details of such proposed dividend payment are set out below:

Particulars	From April 1, 2020 till the date of this Red Herring Prospectus	
	Final	Interim
Number of CCPS[(1)]	28,124,900	-
Rate of dividend (%)	0.01	-
Proposed amount of dividend (in ₹)	79,050	-
Proposed mode of payment of dividend	Bank transfer	-

[(1)]The CCPS of our Company were converted into Equity Shares in the ratio of 1:1 on October 10, 2020.

For further information, 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 35.

SECTION V – FINANCIAL INFORMATION

FINANCIAL STATEMENTS

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Independent Auditor's Examination Report on the Restated Consolidated Financial Information of Anupam Rasayan India Limited for nine months period ended December 31, 2020 and 2019 and for each of the years ended March 31, 2020, 2019 and 2018

To,
The Board of Directors
Anupam Rasayan India Limited
Plot No. 8110, GIDC Industrial Estate
Sachin, Surat – 394 230
Gujarat, India

Dear Sirs,

1. We have examined the attached Restated Consolidated Financial Information of Anupam Rasayan India Limited (the "Company" or the "Issuer", its subsidiaries, and its associates, collectively referred to as the "Group" comprising the Restated Consolidated Statement of Assets and Liabilities as at December 31, 2020 and 2019 and March 31, 2020, 2019 and 2018, the Restated Consolidated Statements of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity, the Restated Consolidated Cash Flow Statement for the nine months period ended December 31, 2020 and 2019 and for the years ended March 31, 2020, 2019 and 2018, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the "Restated Consolidated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on February 27, 2021for the purpose of inclusion in the Red Herring Prospectus/ Prospectus ("RHP/Prospectus") to be filed with Securities and Exchange Board of India, BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together with BSE the "relevant Stock Exchanges") and Registrar of Companies, Ahmedabad 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) Relevant provisions of 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").

2. The Company's Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the RHP/Prospectus to be filed with Securities and Exchange Board of India, relevant stock exchanges and Registrar of Companies, Ahmedabad, in connection with the proposed IPO. The Restated Consolidated Financial Information have been prepared by the management of the Company on the basis of preparation as stated in note 3 under Annexure - B – "Basis of Preparation to the Restated Consolidated Financial Information". The respective Board of Directors of the Companies included in the Group are responsible for designing, implementing and maintaining adequate internal controls relevant to the preparation and presentation of the Restated Consolidated Financial Information. The respective Board of Directors of the companies included in the Group are also responsible for identifying and ensuring that the Groups complies with the Act, ICDR Regulations and the Guidance Note.

3. We have examined such Restated Consolidated 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 August 1, 2020 in connection with the proposed IPO of equity shares of the Company;

   b) The Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the ICAI. The Guidance Note 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 Consolidated 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 IPO.

4. These Restated Consolidated Financial Information have been compiled by the management from:

a) Audited special purpose interim consolidated Ind AS financial statements of the Group as at and for the nine months period ended as of December 31, 2020 and period ended as of December 31, 2019 prepared in accordance with Indian Accounting Standards ("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 Consolidated Ind AS Financial Statements") which have been approved by the Board of Directors at their meeting held on February 27, 2021.

b) Audited Consolidated Ind AS financial statements of the Group as at and for the year ended March 31, 2020 and 2019, 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 September 4, 2020 and September 6, 2019 respectively.

c) Audited Consolidated Ind AS financial statements of the Group as at and for the year ended March 31, 2019 which include comparative Ind AS financial statements as at and for the year ended March 31, 2018. The comparative information for the year ended March 31, 2018 included in March 2019 financial statements have been prepared by making Ind AS adjustments to the audited consolidated financial statements of the Company as at and for the year ended March 31, 2018, prepared in accordance with the accounting standards notified under the section 133 of the Act ("Indian GAAP") which was approved by the Board of directors at their meeting held on September 6, 2019.

d) The Restated Consolidated Financial Information also contains the proforma consolidated Ind AS financial information as at and for the year ended March 31, 2018. The proforma consolidated Ind AS financial information has been prepared by making Ind AS adjustments to the audited Indian GAAP financial statements as at and for the year ended March 31, 2018 which have been approved by the Board of Directors at their meeting held on September 1, 2018 as described in Note 3 (b) to Annexure B - to the Restated Consolidated Financial Information.

5. For the purpose of our examination, we have relied on:

a) Auditors' reports issued by us dated February 27, 2021 and September 4, 2020 on the consolidated financial statements of the Group as at and for the nine-month period ended December 31, 2020 and nine-month period ended December 31, 2019 and as at and for the year ended March 31, 2020 respectively as referred in Paragraph 4 (a) and (b) above; and

b) Auditors' Report issued by Rangoonwala & Associates ("the Previous Auditors") dated September 6, 2019 and September 4, 2018 on the consolidated financial statements of the Group as at and for the years ended March 31, 2019 and 2018, respectively as referred in Paragraph 4 (b) and (c) above.

The audits for the financial years ended March 31, 2019 and 2018 were conducted by the Company's Previous Auditors, and accordingly reliance has been placed by us on the audited consolidated financial statements audited by them for the said years.

6. Our examination report included for the years referred to in 5(b) above is based solely on the audit report submitted by the Previous Auditors and our examination of the restatement reconciliation statement prepared by the Management. The Restated Consolidated Financial Information as per attached Annexures has been prepared by the Management and approved by the Board of Directors of the Company, as at and for the nine months period ended on December 31, 2020 and 2019 and for each of the three years ended March 31, 20120, 2019 and 2018 and is to be read with:

1) Corporate Information of the Group as per **Annexure A**

2) Basis of preparation of Restated Consolidated Financial Information as per **Annexure B**

3) Note in March 2019 on First time adoption of Ind AS as per **Annexure C**

4) Significant Accounting Policies as per **Annexure D**

5) Statement of Adjustment to Audited Consolidated Financial Statements as per **Annexure E**

6) Restated Consolidated Summary Statement of Accounting Ratios as per **Annexure F**

7. As indicated above and in respect of Anupam Rasayan India Limited:

a) We did not audit the financial statements of its subsidiary, Jainam Intermediaries Private Limited (whose financials includes those of its own subsidiary – Radha Murari Petrofills Pvt. Ltd.) and its associate – Tangent Science Private Limited whose share of total assets, total revenues, net cash inflows / (outflows) and share of Profit/ (Loss) included in the consolidated financial statements, for the relevant years is tabulated below, which have been audited by other auditors, Mr. Hiral H. Jisaheb and whose reports have been furnished to us by the Company's management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these components, is based solely on the reports of the other auditors:

(Rs in million)

Particulars	**As at nine- month period ended December 31, 2020**	**As at/ for the year ended March 31, 2020**
Total assets	45.87	36.31
Total revenue	111.12	93.33
Net cash inflows/ (outflows)	(5.53)	0.21

Particulars	**As at nine- month period ended December 31, 2020**	**As at/ for the year ended March 31, 2020**
Share of profit/ (loss) in its associates	(0.01)	NA

Our or previous auditors' opinion on the consolidated Ind AS financial statements is not modified in respect of these matters.

8. Based on our examination and according to the information and explanations given to us, we report that the Restated Consolidated 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 March 31, 2020, 2019 and 2018 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the nine month period ended December 31, 2020 and for the nine month period ended December 31, 2019 have been fully described in Annexure B to the Restated Consolidated Financial Statements

b) have been prepared after incorporating proforma Ind AS adjustments to the audited Indian GAAP financial statements as at and for the year ended March 31, 2018 as described in **Annexure C** to the Restated Consolidated Financial Information;

c) does not contain any qualifications requiring adjustments.

d) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

9. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the special purpose interim consolidated Ind AS financial statements and audited consolidated financial statements mentioned in paragraph 4 above.

10. 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 or the Previous Auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

12. Our report is intended solely for use of the Board of Directors for inclusion in the RHP/Prospectus to be filed with Securities and Exchange Board of India, the relevant Stock Exchanges and Registrar of Companies, Ahmedabad 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 Rajendra & Co.
Chartered Accountants
Firm's Registration Number: 108355W

Akshay R. Shah
Partner
Membership No. 103316
UDIN: 21103316AAAACZ8173

Place: Mumbai
Date: February 27, 2021

Anupam Rasayan India Limited

RESTATED CONSOLIDATED FINANCIAL INFORMATION FOR THE PERIOD/YEAR ENDED DECEMBER 2020, DECEMBER 2019, MARCH 31, 2020, 2019 and 2018

Annexure A:

Corporate Information

The Anupam Rasayan India Ltd. (the Company), along with its subsidiaries and its associates (collectively referred to as the Group) is engaged in manufacturing of chemicals, which are sold in local market as well as exported to other countries. The Company is a public company incorporated and domiciled in India, having its registered office in Surat, Gujarat, India.

The Restated Consolidated Financial Information of the Group comprise of the following entities:

(a) Anupam Rasayan India Ltd ('the Holding Company' or 'the Company')
(b) Jainam Intermediate Private Limited (WOS)
(c) Radha Murari Petrofills Private Limited (WOS of Jainam up to 10th November, 2020)
(d) Tangent Science Private Limited (Associate Company of Jainam w.e.f 16th August, 2020) and
(e) Atharva Exochem Private Limited (Associate Company up to 26th March, 2019)

Annexure B:

Basis of preparation of Restated Consolidated Financial Information

1) Statement of Compliance
    1) The Restated Consolidated Financial Information of the Company and its subsidiaries and its associates together referred to as "the Group") have been specifically prepared for inclusion in the Red Herring Prospectus / Prospectus (RHP / Prospectus)to be filed by the Company with the Securities and Exchange Board of India (SEBI) BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together with BSE the "Stock Exchanges") and Registrar of Companies, Gujarat in connection with the proposed Initial Public Offer (IPO) of Equity Shares of the Company. The Restated Consolidated Financial Information comprises of the Restated Consolidated Statement of Assets and Liabilities as at December 31, 2020 and 2019 and March 31, 2020, 2019 and 2018, the Restated Consolidated Statements of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity, the Restated Consolidated Cash Flow Statement for the nine months period ended December 31, 2020 and 2019 and for the years ended March 31, 2020, 2019 and 2018, the Corporate Information of the Group **(Annexure A),** Basis of preparation of Restated Consolidated Financial Information **(Annexure B)**, Note in March 2019 on First time adoption of Ins AS (**Annexure C)**, Significant Accounting Policies **(Annexure D)**, Statement of Adjustment to Audited Consolidated Financial Statements **(Annexure E) ,** Restated Consolidated Summary Statement of Accounting Ratios **(Annexure F)** and Restated Consolidated Statement of Capitalisation **(Annexure G)** (collectively, the "Restated Consolidated Financial Information").

2) The Restated Consolidated Financial Information have 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, as amended (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").

3) The Restated Consolidated Financial Information of the Company have been prepared and presented as follows:

a) The Restated Consolidated Financial Information as at and for the nine months period ended as of December 31, 2020 along with nine months ended as on December 31, 2019 have been prepared by the Management from the audited special purpose interim consolidated Ind AS financial statements of the Group prepared in accordance with Indian Accounting Standards ("Ind AS") 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 and other accounting principles generally accepted in India.

b) The Restated Consolidated Financial Information as at and for the years ended on March 31, 2020, 2019 and 2018 (profoma) have been prepared by the Management from the audited consolidated Ind AS financial statements of the Group prepared in accordance with Indian Accounting Standards ("Ind AS") 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 and other accounting principles generally accepted in India.

c) All amounts have been rounded off to the nearest rupees in million.

4) The Restated Consolidated Financial Information of the Company have been prepared so as to contain information / disclosures and incorporating adjustments set out below in accordance with the SEBI (ICDR) Regulations.

a) Adjustment for material amounts in respective years to which it relates, if any.

b) Adjustment for previous years identified and adjusted in arriving profits or losses of the year to which it relates irrespective of the year in which the event triggering, if any,

c) Adjustment for Ind AS 116 –Lease, if any,

d) The items in the standalone financial statements for the year ended March 31, 2020, to the extent they relate to prior periods, have been given effect to in the respective financial years to which they pertain to as part of the restated financial information for the years ended March 31 2020, March 31 2019 and March 31 2018.

e) Adjustment for reclassification, regrouping and reworking of the corresponding items of assets, liabilities, income and expenses in order to bring them in line with the groupings as per the audited consolidated financial statements of the Group for the nine months period ended December 31, 2020 and the requirements of the SEBI (ICDR) Regulations, if any,

f) The resultant tax implication due to the aforesaid adjustments if any.

Annexure C:

From the audited Consolidated Financial Statements for the year ended March 31, 2019.

Note for First time adoption of Ind AS

(i) These are the Company's first financial statements in conformity with Ind AS.

(ii) The Company has prepared opening Balance Sheet as per Ind AS as of April 1, 2017 (transition date) by recognizing all assets and liabilities whose recognition is required by Ind AS, derecognizing items of assets or liabilities which are not permitted to be recognized by Ind AS, reclassifying items from I-GAAP to Ind AS as required, and applying Ind AS to measure the recognized assets and liabilities. The exemptions availed by the company under Ind AS 101 are as follows:

(a) The company has adopted the carrying value determined in accordance with I-GAAP for all of its property plant & equipment and investment property as deemed cost of such assets at the transition date.

(b) The estimates as at April 1, 2017 and at March 31, 2018 are consistent with those made for the same dates in accordance with I-GAAP.

(iii) Reconciliation of equity reported in accordance with respective local GAAP to its equity in accordance with IFRSs for 1 April 2017 and 31 March 2018.

(Amount in millions)

Particulars	31 March,2018	1st AprIl, 2017
Equity, as per I-GAAP	4,571.18	2,496.52
Add/(less): Addition/(Deletion) to equity, to comply with Ind AS	-	-
Equity, as per Ind AS	4,571.15	2,496.52

(iv) Reconciliation of total comprehensive income for the year ended March 31, 2018.

Particulars	31 March 2018
Net Profit/(Loss), as per I-GAAP	396.25
Add/(less): Addition/(Deletion), to comply with Ind AS	-
Total Comprehensive Income, as per Ind As	**396.25**

(a) Under Ind AS, measurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognized in other comprehensive income instead of profit or loss. Under the previous GAAP, these measurements were forming part of the profit or loss for the year. As a result of this change, the profit for the year ended March 31, 2018 decreased by Rs. 1.47 crores. There is no impact on the total equity as at March 31, 2018.

(b) Deferred taxes have been recognized on adjustments made on transition to Ind AS.

(c) Under Ind AS, all items of income and expense recognized in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and_expense that are not recognized in profit or loss but are shown in the statement of profit and

loss as ‘other comprehensive income’ includes measurements of defined benefit plans and fair value gains or (losses) on FVOCI equity instruments. The concept ofother comprehensive income did not exist under previous GAAP.

(i) Ind AS 101 requires an entity to assess classification and measurementof financial assets (investment in debt instruments) on the basis of thefacts and circumstances that exist at the date of transition to Ind AS. The Company has determined the classification of Financial Assets in termsof whether they meet the amortized cost criteria, FVPL criteria or FVOCI criteria based on the facts and circumstances that existed as of transition date.

There is no material impact on the statement of cash flows on transition from I-GAAP to Ind AS.

Annexure D:

Significant accounting policies

(A)Statement of compliance

(ii) Basis of preparation of financial statements

Compliance with Ind AS

The consolidated financial statements are prepared in accordance with Indian Accounting Standards ("Ind AS"), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. The Ind AS are prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act.

Effective April 1, 2018, the Group had adopted all the Ind AS and the adoption has been carried out in accordance with Ind AS 101, First time Adoption of Indian Accounting Standards, with April 1, 2017 as the transition date. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, which was the previous GAAP.

Presentation of financial statements

The Balance Sheet as at March 31, 2020 and the Statement of Profit and Loss for the year ending March 31, 2020 are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ("the Act"). The Statement of Cash Flows for the year ended March 31, 2020 has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash Flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

With effect from 1st April, 2019, Ind AS 116 – "Leases" (Ind AS 116) supersedes Ind AS 17 – "Leases". The Group has adopted Ind AS 116 using the prospective approach. The application of Ind AS 116 has resulted into recognition of 'Right-of-Use' asset with a corresponding Lease Liability in the Balance Sheet.

The Consolidated Financial Statements are presented in Indian Rupees (`), which is also its functional currency and all values are rounded to the nearest million (`000,000), except when otherwise indicated.

(iii) Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Holding Company and its subsidiaries. For this purpose, an entity which is, directly or indirectly, controlled by the Holding Company is treated as subsidiary. The Holding Company together with its subsidiaries constitutes the Group. Control exists when the Holding Company, directly or indirectly, has power over the investee, is exposed to variable returns from its involvement with the investee and has the ability to use its power to affect its returns.

Consolidation of a subsidiary begins when the Holding Company, directly or indirectly, obtains control over the subsidiary and ceases when the Holding Company, directly or indirectly, loses control of the subsidiary. Income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated Statement of Profit and Loss from the date the Holding Company, directly or indirectly, gains control until the date when the Holding Company, directly or indirectly, ceases to control the subsidiary.

The consolidated financial statements of the Group combine financial statements of the Holding Company and its subsidiaries line-by-line by adding together the like items of

assets, liabilities, income and expenses. All intra-group assets, liabilities, income, expenses and unrealized profits/losses on intra-group transactions are eliminated on consolidation. The accounting policies of subsidiaries have been harmonized to ensure the consistency with the policies adopted by the Holding Company.

The consolidated financial statements have been presented to the extent possible, in the same manner as Holding Company's standalone financial statements. Profit or loss and other comprehensive income are attributed to the owners of the Holding Company and to the non-controlling interests and have been shown separately in the financial statements.

Non-controlling interests represent that part of the total comprehensive income and net assets of subsidiaries attributable to interest which is not owned, directly or indirectly, by the Holding Company.

The gains/losses in respect of part divestment/dilution of stake in subsidiary companies not resulting in ceding of control, are recognized directly in other equity attributable to the owners of the Holding Company.

The gains/losses in respect of divestment of stake resulting in ceding of control in subsidiary companies are recognized in the Statement of Profit and Loss. The investment representing the interest retained in a former subsidiary, if any, is initially recognized at its fair value with the corresponding effect recognized in the Statement of Profit and Loss as on the date the control is ceded. Such retained interest is subsequently accounted as an associate or a joint venture or a financial asset.

(iv) Business Combination/Goodwill on consolidation

The Group accounts for its business combinations under acquisition method of accounting. Acquisition related costs are recognized in the statement of profit and loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognized at their fair values at the acquisition date.

Goodwill arising on consolidation is not amortized, however, it is tested for impairment annually. In the event of cessation of operations of a subsidiary, the unimpaired goodwill is written off fully.

Business combinations arising from transfers of interests in entities that are under common control are accounted at historical cost. The difference between any consideration given and the aggregate historical carrying amounts of assets and liabilities of the acquired entity are recorded in shareholders' equity.

(v) Property, plant and equipment

Freehold land is carried at historical cost.

All other items of Property, plant and equipment are stated at cost of acquisition net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the year in which the costs are incurred. Major shutdown and overhaul expenditure is capitalized as the activities undertaken improves the economic benefits expected to arise from the asset It includes professional fees and, for qualifying assets, borrowing costs capitalized in accordance with the Group's accounting policy based on Ind AS 23 – Borrowing costs. Such properties are classified to the appropriate categories of PPE when completed and ready for intended use. Assets in the course of construction are capitalized in the assets under construction account. At the point when an asset is operating

at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment and depreciation commences. Costs associated with the commissioning of an asset and any obligatory decommissioning costs are capitalized where the asset is available for use but incapable of operating at normal levels until a year of commissioning has been completed. Revenue generated from production during the trial period is capitalized. Property, plant and equipment except freehold land held for use in the production, supply or administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any.

The Group has elected to continue with the carrying value for all of its property, plant and equipment as recognized in the financial statements on transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

Subsequent expenditure and componentization

Parts of an item of PPE having different useful lives and significant value and subsequent expenditure on Property, Plant and Equipment arising on account of capital improvement or other factors are accounted for as separate components only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Decommissioning costs

Decommissioning cost includes cost of restoration. Provision for decommissioning costs is recognized when the Group has a legal or constructive obligation to plug and abandon a well, dismantle and remove a facility or an item of Property, Plant and Equipment and to restore the site on which it is located. The full eventual estimated provision towards costs relating to dismantling, abandoning and restoring sites and other facilities are recognized in respective assets when the site is complete / facilities or Property, Plant and Equipment are installed. The amount recognized is the present value of the estimated future expenditure determined using existing technology at current prices and escalated using appropriate inflation rate till the expected date of decommissioning and discounted up to the reporting date using the appropriate risk-free discount rate. An amount equivalent to the decommissioning provision is recognized along with the cost of exploratory well or Property, Plant and Equipment.

Depreciation and Useful life

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation is recognized so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of following categories of assets, in whose case the life of the assets has been assessed as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Asset class	**Useful life**
Building	10-30 Years
Plant and machinery	8-30 Years
Office equipment	3-20 Years
Computer equipment	3-5 Years
Furniture and fixtures	10-20 Years
Vehicles	8-10 Years

Electric Installations	10-30 Years
Laboratory Equipment	10-20 Years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period and if the expectations differ from the previous estimates, the change is accounted for as a change in accounting estimate on a retrospective or prospective basis, whichever is nearly possible for the Group.

The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the Group will obtain ownership at the end of the lease term.

De-recognition of Asset

An item of PPE is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in Statement of Profit and Loss.

(vi) Intangible assets

Intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are recognized only on reasonable certainty and after completion of all activities related to the asset.

Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the disposal proceeds and the carrying amount of the asset and are recognized as income or expense in the Statement of Profit and loss.

Intangible assets with finite useful lives are amortized on a straight line basis over the following period:

Asset class	**Useful life**
Intangible assets	3-10 Years

(vii) Impairment of assets

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. At the each year end, assets are broadly evaluated for impairment. Provision for impairment of asset is made only if the recoverable amount of the asset goes below the carrying amount of the asset.

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.

(viii) Leases:

The group has applied Ind AS 116 for entering into leases in the current financial year and hence there was no need of restatement required to be done for the previous financial years.

As a lessee, the group recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, group's incremental borrowing rate. Generally, the group uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following: –

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the group is reasonably certain to exercise, lease payments in an optional renewal period if the group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the group is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the group's estimate of the amount expected to be payable under a residual value guarantee, or if group changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The group presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' and lease liabilities in 'loans and borrowings' in the statement of financial position. (Refer_)

Short-term leases and leases of low-value assets

The group has elected not to recognize right-of-use assets and lease liabilities for short term leases of real estate properties that have a lease term of 12 months. The group recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

(ix) Financial instruments

Initial Recognition and Measurement

Financial assets and/or financial liabilities are recognized when the Group becomes party to a contract embodying the related financial instruments. All financial assets, financial liabilities and financial guarantee contracts are initially measured at transaction values and where such values are different from the fair value, at fair value. Transaction costs that are attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from as the case may be, the fair value of such financial assets or liabilities, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in Profit or Loss.

Offset

A financial asset and a financial liability is offset and presented on net basis in the balance sheet when there is a current legally enforceable right to set-off the recognized amounts and it is intended to either settle on net basis or to realize the asset and settle the liability simultaneously.

A. Financial Assets:

a. Subsequent measurement:

For subsequent measurement, the group classifies financial asset in following broad categories:

- Financial asset carried at amortized cost.
- Financial asset carried at fair value through other comprehensive income (FVTOCI)
- Financial asset carried at fair value through profit or loss (FVTPL)

i. Financial asset carried at amortized cost (net of any write down for impairment, if any):

Financial assets are measured at amortized cost when asset is held within a business model, whose objective is to hold assets for collecting contractual cash flows and contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest. Such financial assets are subsequently measured at amortized costs using Effective Interest Rate (EIR) method less impairment, if any. The losses arising from impairment are recognized in the statement of profit or loss. Cash and bank balances, trade receivables, loans and other financial asset of the group are covered under this category.

Under the EIR method, the future cash receipts are exactly discounted to the initial recognition value using EIR. The cumulative amortization using the EIR method of the difference between the initial recognition amount and maturity amount is added to the initial recognition value (net of principal repayments, if any) of the financial asset over the relevant period of the financial asset to arrive at amortized cost at each reporting date. The corresponding effect of the amortization under EIR method is recognized as interest income over the relevant period of the financial asset. The same is included under "other income" in the statement of profit or loss. The amortized cost of the financial asset is also adjusted for loss allowance, if any.

ii. Financial asset carried at FVTOCI:

Financial asset under this category are measured initially as well as at each reporting date at fair value, when asset is held with a business model whose objective is to hold asset for both collecting contractual cash flows

and selling financial assets. Fair value movements are recognized in the other comprehensive income.

iii. Financial asset carried at FVTPL:
Financial asset under this category are measured initially as well as at each reporting date at fair value. Changes in fair value are recognized in the statement of profit or loss.

b. Derecognition:
A financial asset is primarily derecognized when rights to receive cash flows from the asset have expired or the Group has transferred its contractual rights to receive cash flows of the financial asset and has substantially transferred all the risk and reward of the ownership of the financial asset.

c. Impairment of financial asset:
In accordance with Ind AS 109, the Group uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

ECL is the difference between all contractual cash flows that are due to the Group 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 effective interest rate.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months from the reporting date.

For trade receivables, the Group applies 'simplified approach' which requires expected lifetime losses to be recognized from initial recognition of the receivables. The Group uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analyzed.

For other assets, the Group uses 12-month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the Statement of Profit and Loss under the head 'Other expenses'.

B. Financial Liabilities:

a. Subsequent measurement:
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.

Interest-bearing loans and borrowings are subsequently measured at amortized cost using the Effective Interest Rate (EIR) method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through EIR amortization process. Amortized 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 amortization is included as finance costs in the statement of profit and loss.

b. Derecognition of financial liabilities:

A financial liability is derecognized 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 recognized in the Statement of Profit and Loss.

c. Derivative financial instrument:

Group uses derivative financial instruments such as interest rate swaps, currency swaps, forward contracts to mitigate the risk of changes in interest rate and foreign currency exchange rate. At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss, except for the effective portion of cash flow hedge which is recognised in Other Comprehensive Income and later to Statement of Profit and Loss when the hedged item affects profit or loss or is treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a Non-Financial Assets or Non-Financial liability. Hedges that meet the criteria for hedge accounting are accounted for as follows:

A. Cash Flow Hedge;

The Group designates derivative contracts or non-derivative Financial Assets/ Liabilities as hedging instruments to mitigate the risk of movement in interest rates and foreign exchange rates for foreign exchange exposure on highly probable future cash flows attributable to a recognised asset or liability or forecast cash transactions.

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in the cash flow hedging reserve being part of Other Comprehensive Income. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognised in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the underlying transaction occurs. The cumulative gain or loss previously recognised in the cash flow hedging reserve is transferred to the Statement of Profit and Loss upon the occurrence of the underlying transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedging reserve is reclassified in the Statement of Profit and Loss.

B. Fair Value Hedge;

The Group designates derivative contracts or non-derivative Financial Assets/Liabilities as hedging instruments to mitigate the risk of change in fair value of hedged item due to movement in interest rates, foreign exchange rates and commodity prices. Changes in the fair value of hedging instruments and

hedged items that are designated and qualify as fair value hedges are recorded in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest method is used is amortised to Statement of Profit and Loss over the period of maturity.

(x) Trade receivables

Trade receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less provision for impairment.

(xi) Inventories-

Inventories comprise of Raw and packing materials, Work-in-progress, Finished goods, and Stores and spares.

Inventories are valued at the lower of cost and the net realizable value. Cost is determined on weighted average basis. Cost includes all charges in bringing the goods to their present location and condition. The cost of Work-in-progress and Finished goods comprises of materials, direct labour, other direct costs and related production overheads.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

(xii) Employee benefits

(a) Short-term employee benefits:

Employee benefits such as salaries, wages, short term compensated absences, expected cost of bonus, ex-gratia and performance-linked rewards falling due wholly within twelve months of rendering the service are classified as short term employee benefits and are expensed in the period in which the employee renders the related service.

(b) Post-employment benefits:

i. Defined contribution plans:

The contribution paid/payable under defined contribution plan is recognized during the period in which the employee renders the related service.

ii. Defined benefit plans:

The liability or asset recognized in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined obligation at the end of the reporting period less the fair value of plan assets. The defined obligation is calculated annually based on actuarial valuation using the Projected Unit Credit Method.

The obligation is measured at the present value of the estimated future cash flows using a discount rate based on the market yield on government securities of a maturity period equivalent to the weighted average maturity profile of the defined benefit obligations at the Balance Sheet date.

Re-measurement, comprising actuarial gains and losses, the return on plan assets (excluding amounts included in net interest on the net defined benefit liability or asset) and any change in the effect of asset ceiling (if applicable) is recognized in Other Comprehensive Income and is reflected in Retained earnings and the same is not eligible to be reclassified to Profit or Loss.

Defined benefit costs comprising current service cost, past service cost and gains or losses on settlements are recognized in the Statement of Profit and Loss as employee benefits expense. Interest cost implicit in defined benefit employee cost

is recognised in the Statement of Profit and Loss under finance cost. Gains or losses on settlement of any defined benefit plan are recognized when the settlement occurs. Past service cost is recognized as expense at the earlier of the plan amendment or curtailment and when the group recognizes related restructuring costs or termination benefits.

In case of funded plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans to recognize the obligation on a net basis.

Leave Salary is considered as short term benefits and the same is accrued and paid within the working cycle of the business.

(xiii) Provisions, Contingent liabilities and Contingent assets

Provisions are recognized only when the Group 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. Provision is measured using the cash flows estimated to settle the present obligation and when the effect of time value of money is material, the carrying amount of the provision is the present value of those cash flows. Reimbursement expected in respect of expenditure required to settle a provision is recognized only when it is virtually certain that the reimbursement will be received.

Contingent liability is disclosed in case of, a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation; and a present obligation arising from past events, when no reliable estimate is possible.

Contingent assets are disclosed where aninflow of economic benefits is probable.

Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

Where the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under such contract, the present obligation under the contract is recognized and measured as a provision.

(xiv) Revenue recognition

The Group has adopted Ind-AS 115 “Revenue from Contracts with Customers” effective from April 01, 2018.

Revenue from the sale of goods is recognized when the Group transfers control of the product. Control of the product transfers upon shipment of the product to the customer or when the product is made available to the customer, provided transfer of title to the customer occurs and the Group has not retained any significant risks of ownership or future obligations with respect to the product shipped. Amounts disclosed as revenue are net off returns, trade allowances, rebates and indirect taxes.

Other income:

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset’s net carrying amount on initial recognition.

Dividend income is accounted in the period in which the right to receive the same is established.

Government grants, which are revenue in nature and are towards compensation for the qualifying costs, incurred by the Group, are recognized as other income in the Statement of Profit and Loss in the period in which such costs are incurred. Government grant receivable in the form duty credit script is recognized as other income in the Statement of Profit and Loss in the period in which the application is made to the government authorities and to the extent there is no uncertainty towards its receipt.

Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably.

(xv) Foreign Currency Transactions

The functional currency and presentation currency of the group is Indian Rupee.

Transactions in currencies other than the Group's functional currency are recorded on initial recognition using the exchange rate at the transaction date. At each Balance Sheet date, foreign currency monetary items are reported at the closing spot rate. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in foreign currency are not retranslated.

Exchange differences that arise on settlement of monetary items or on reporting of monetary items at each Balance Sheet date at the closing spot rate are recognized in the Statement of Profit and Loss in the period in which they arise except for:

(a) exchange gains or losses on foreign currency borrowings taken which are related to the acquisition or construction of qualifying assets are adjusted in the carrying cost of such assets.

(b) exchange differences on derivatives transactions entered into in order to hedge foreign currency risks associated with underlying assets/liabilities which are classified as cash flow hedges. The effective portion of changes in the fair value of the derivative is recognised in the cash flow hedging reserve being part of Other Comprehensive Income. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in the Statement of Profit and Loss.

(xvi) Exceptional items

An item of income or expense which by its size, type or incidence requires disclosure in order to improve an understanding of the performance of the Group is treated as an exceptional item and disclosed as such in the financial statements.

(xvii) Taxes on income

The tax expenses for the period comprises of current tax and deferred income tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the Other Comprehensive Income. In which case, the tax is also recognised in Other Comprehensive Income.

Current Tax

Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961 and based on the expected outcome of assessments/appeals.

Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Group's financial statements and the corresponding tax bases used in computation of taxable profit and quantified using the tax rates and laws enacted or substantively enacted as at the Balance Sheet date.

Deferred tax assets are generally recognized for all taxable temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets relating to unabsorbed depreciation/business losses/losses under the head "capital gains" are recognized and carried forward to the extent of available taxable temporary differences or where there is convincing other evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of reporting period, to recover or settle the carrying amount of its assets and liabilities. Considering intensive capital investment since last several years and based on the estimate of future forecasts of capital investments, the Group is expected to have higher deductions of depreciation as per Income Tax as compared to depreciation as per Books of Accounts. Deferred Tax is effectively considered not to be neutralized in foreseeable future and hence as per the policy of the Group, deferred tax is recognised at 75% of its effective value.

Transaction or event which is recognized outside Profit or Loss, either in Other Comprehensive Income or in equity, is recorded along with the tax as applicable.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax asset and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

(xviii) Cash and bank balances

Cash and bank balances also include fixed deposits, margin money deposits, earmarked balances with banks and other bank balances which have restrictions on repatriation. Short term and liquid investments being subject to more than insignificant risk of change in value, are not included as part of cash and bank balances.

(xix) Cash flow statement

Cash flows are reported using the indirect method where by the profit before tax is adjusted for the effect of the transaction of non-cash nature, any deferrals or accruals of past and future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the group are segregated.

In the cash flow statement, cash and cash equivalents includes cash on hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

(xx) Borrowing costs

Borrowing costs, general or specific, that are directly attributable to the acquisition or construction of qualifying assets is capitalized as part of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to the Statement of Profit and Loss. The Group determines the amount of borrowing costs eligible for capitalization as the actual borrowing costs incurred on that borrowing during the year less any interest income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets, to the extent that an entity borrows funds specifically for the purpose of obtaining a qualifying asset. In case if the Group borrows generally and uses the funds for obtaining a qualifying asset, borrowing costs eligible for capitalization are determined by applying a capitalizations rate to the expenditures on that asset.

Borrowing cost includes exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the finance cost.

(xxi) Securities premium

Securities premium include, the difference between the face value of the equity shares and the consideration received in respect of shares issued. The issue expenses of securities which qualify as equity instruments are written off against securities premium.

(xxii) Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount is intended to be recovered principally through a sale (rather than through continuing use) when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such asset (or disposal group) and the sale is highly probable and is expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets and disposal groups classified as held for sale are measured at lower of their carrying amount and fair value less costs to sell.

(xxiii) Operating cycle for current and non-current classification

The group presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is classified as current when it satisfies any of the following criteria:

- It is expected to be realized or intended to be sold or consumed in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is expected to be realized within 12 months after the date of reporting period; or
- Cash and cash equivalents unless restricted from being exchanged or used to settle a liability for at least 12 months after reporting period.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

A liability is current when it satisfies any of the following criteria:

- It is expected to be realized or intended to be sold or consumed in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is expected to be realized within 12 months after the date of reporting period; or

- There is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period current liabilities include the current portion of long-term financial liabilities.

The group classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

(xxiv) Earnings Per Share

Basic earnings per share is calculated by dividing the net profit after tax by the weighted average number of equity shares outstanding during the year adjusted for bonus element in equity share. Diluted earnings per share adjusts the figures used in determination of basic earnings per share to take into account the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as at the beginning of the period unless issued at a later date.

(xxv) Key sources of estimation

The preparation of the financial statements in conformity with Ind AS requires that the management of the Group makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates include useful lives of property, plant and equipment & intangible assets, allowance for expected credit loss, future obligations in respect of retirement benefit plans, fair value measurement etc. Difference, if any, between the actual results and estimates is recognized in the period in which the results are known.

(i) Segment reporting

Revenue and Geographical Segments are identified based on the stratification of the risk and returns. The group operates only in the one revenue segment. i.e. Manufacturing of industrial chemicals.

(ii) Commitments

Commitments are future liabilities for contractual expenditure. Commitments include the value of the contracts for the acquisition of the assets net of advances.

(iii) Recognition of Deferred Tax Assets and Liabilities

Deferred tax assets and liabilities are recognised for deductible temporary differences and unused tax losses for which there is probability of utilisation against the future taxable profit. The Group uses judgement to determine the amount of deferred tax that can be recognised, based upon the likely timing and the level of future taxable profits and business developments.

(iv) Global Health Pandemic on COVID-19

The outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. In many countries, businesses are being forced to cease or limit their operations for long or indefinite periods of time. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of non-essential services have triggered significant disruptions to businesses worldwide, resulting in an economic slowdown.

In assessing the recoverability of Group's assets such as Investments, Loans, intangible assets, Goodwill, Trade receivable etc. the Group has considered internal and external

information. The Group has performed sensitivity analysis on the assumptions used basis the internal and external information/indicators of future economic conditions, the Group expects to recover the carrying amount of the assets.

(v) Standards issued but not effective

The amendments are proposed to be effective for reporting periods beginning on or after 1 April 2020.

(a) Issue of Ind AS 117 – Insurance Contracts

Ind AS 117 supersedes Ind AS 104 Insurance contracts. It establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts within the scope of the standard. Under the Ind AS 117 model, insurance contract liabilities will be calculated as the present value of future insurance cash flows with a provision for risk.

Application of this standard is not expected to have any significant impact on the Group's financial statements.

(b) Amendments to existing Standards

Ministry of Corporate Affairs has carried out amendments of the following accounting standards:

Ind AS 103 – Business Combination 2
Ind AS 1, Presentation of Financial Statements and Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors
Ind AS 40 – Investment Property

The Group is in the process of evaluating the impact of the new amendments issued but not yet effective.

ANUPAM RASAYAN INDIA LTD.

Restated Consolidated Summary of Statement of Assets and Liabilities

Amount in millions

Particulars	Note No.	As at 31-12-2020	As at 31-12-2019	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018 (Profoma)
I. ASSETS:						
Non-Current Assets						
Property, Plant and Equipment	2	9,726.43	6,956.30	9,252.68	6,676.64	3,672.76
Rights-of-Use Assets	3	379.78	-	392.82	-	-
Capital Work-in-Progress	2	1,152.48	2,857.19	1,009.47	1,906.16	2,560.99
Intangible Assets	2	117.66	129.73	127.93	132.29	149.45
Financial Assets						
Investments	4	0.22	4.00	4.00	4.00	26.10
Loans and Advances		-	-	-	-	-
Other Financial Assets	5	62.18	36.01	29.83	38.12	35.22
Other Non-Current Assets	6	322.12	458.24	308.61	233.20	120.19
Subtotal		**11,760.86**	**10,441.47**	**11,125.35**	**8,990.40**	**6,564.70**
Current assets						
Inventories	7	4,212.92	2,821.89	2,970.43	1,953.71	1,725.19
Financial Assets						
Trade Receivables	8	1,414.20	1,060.72	1,294.94	1,205.93	883.92
Cash & Cash Equivalents	9	697.49	97.49	200.19	18.47	73.99
Other Bank Balance	10	82.82	45.57	68.12	52.16	16.82
Loans	11	287.97	242.26	251.67	213.93	163.83
Other Financial Assets	12	204.25	77.34	158.66	150.73	51.16
Other Current Assets	13	531.64	623.16	571.32	639.69	532.47
Subtotal		**7,431.29**	**4,968.43**	**5,515.33**	**4,234.63**	**3,447.39**
TOTAL ASSETS		**19,192.15**	**15,409.90**	**16,640.68**	**13,225.03**	**10,012.09**
II. EQUITY AND LIABILITIES:						
Equity						
Equity Share Capital	14	862.07	500.00	500.00	500.00	500.00
Other Equity	14	7,383.11	5,335.22	5,437.23	4,571.07	4,076.37
Total Equity		**8,245.18**	**5,835.22**	**5,937.23**	**5,071.07**	**4,576.37**
Non-Current Liabilities						
Financial Liabilities						
Borrowings	15	5,162.06	4,904.69	5,242.35	4,623.02	2,678.17
Other Financial Liabilities	16	332.44	-	329.61	-	-
Deferred Tax Liabilities (Net)	35	259.10	160.74	191.70	136.89	101.76
		5,753.60	**5,065.43**	**5,763.66**	**4,759.91**	**2,779.93**
Current Liabilities						
Financial Liabilities						
Borrowings	17	1,869.41	1,928.39	2,371.12	1,544.10	1,229.77
Trade Payables:						
Due to Micro and Small Enterprises	18	-	-	-	2.24	0.19
Due to other than Micro and Small Enterprises	18	1,367.54	1,405.23	1,301.51	735.78	620.66
Current maturities of long term borrowings	19	1,388.28	494.58	566.72	530.37	441.03
Other Financial Liabilities	20	71.45	29.94	96.60	15.50	7.98
Provisions	21	50.08	26.68	7.91	25.22	35.25
Other Current Liabilities	22	364.57	586.32	528.72	530.80	305.88
Current Tax Liabilities (Net)	23	82.05	38.11	67.22	10.03	15.03
		5,193.38	**4,509.25**	**4,939.79**	**3,394.05**	**2,655.80**
TOTAL EQUITY AND LIABILITIES		**19,192.15**	**15,409.90**	**16,640.68**	**13,225.03**	**10,012.09**

The accompanying notes are an integral part of the Restated Consolidated Financial Statements 2-44

As per our report of even date
For and on behalf of the Board,

For Rajendra & Co.
Chartered Accountants
Firm Reg. No. 108355W

Anand Desai	**Mona Desai**	**Suchi Agarwal**	**Afzal Malkani**	**Akshay R. Shah**
Director	**Director**	**Company Secretary**	**Chief Financial Officer**	**Partner**
(DIN: 00038442	**DIN: 00038429)**			***Mem. No. 103316***

Date : 26th February, 2021
Place: Surat

Date : 26th February, 2021
Place: Mumbai

ANUPAM RASAYAN INDIA LTD.

Restated Consolidated Summary of Statement of Profits and Losses

Amount in millions except earning per share

Particulars	For 31 December, 2020	For 31 December, 2019	2019-20	2018-19	2017-18 (Profoma)
INCOME:					
Revenue from Operations (a)	5,392.20	3,718.07	5,288.80	5,014.97	3,414.26
Other Income (b)	239.42	26.85	105.07	194.64	77.56
Total Revenue (a)+(b)	**5,631.61**	**3,744.92**	**5,393.87**	**5,209.61**	**3,491.82**
EXPENSES:					
Cost of Materials Consumed	3,139.43	2,060.39	2,956.37	2,551.02	1,952.43
Purchase of Stock in Trade	-	6.20	5.18	83.81	62.10
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	(962.85)	(636.62)	(856.22)	(63.99)	(479.35)
Employee Benefits Expenses	204.01	152.27	209.54	185.93	159.18
Finance Costs	496.25	321.26	453.20	243.54	139.58
Depreciation, Amortization and Impairment Expenses	383.16	174.17	287.12	225.28	175.74
Other Expenses	1,703.99	1,115.64	1,624.96	1,326.85	984.49
Total Expenses	**4,963.99**	**3,193.30**	**4,680.16**	**4,552.44**	**2,994.16**
Profit Before Tax	**667.62**	**551.62**	**713.71**	**657.17**	**497.66**
Tax Expenses					
Current tax	119.21	99.73	129.16	119.95	82.44
Deferred tax	67.40	23.85	54.80	35.13	11.78
Short Provision of Tax Expenses of earlier year(s)	0.06	-	-	-	0.01
Profit for the Year	**480.94**	**428.05**	**529.75**	**502.09**	**403.41**
Share of net Profit/(Loss) of associates	(0.01)	-	-	(9.61)	9.66
Profit after tax and share of profit of associates	**480.93**	**428.05**	**529.75**	**492.48**	**413.07**
Other Comprehensive Income					
A Items that will not be reclassified to Profit or Loss :					
Gain/(loss) on remeasurements of the defined benefits plan	(17.50)	(1.78)	6.20	(0.54)	(14.73)
Income tax (expenses)/income on remeasurements of the defined benefits plan	3.06	0.31	(1.08)	0.10	2.40
	(14.44)	**(1.47)**	**5.12**	**(0.44)**	**(12.33)**
B Items that may be reclassified to Profit or Loss :					
Effective portion of gain/(loss) on hedging instruments in a cash flow hedge	5.09	(19.50)	(27.11)	0.92	-
Income tax (expenses)/income on effective portion of gain/(loss) on hedging instruments in a cash flow hedge	(0.89)	3.41	4.74	(0.17)	-
	4.20	**(16.10)**	**(22.38)**	**0.75**	**-**
Other Comprehensive Income for the Year (Net of Tax)	**(10.24)**	**(17.57)**	**(17.26)**	**0.31**	**(12.33)**
Total Comprehensive Income for the Year	**470.69**	**410.48**	**512.49**	**492.79**	**400.74**
Earning per equity shares					
Basic Earnings per Equity Share (Rs.)	6.03	5.67	6.94	6.60	6.59
Diluted Earnings per Equity Share (Rs.)	6.03	5.67	6.94	6.60	6.59
Face value per Equity Share (Rs.)	10.00	10.00	10.00	10.00	10.00
The accompanying notes are an integral part of the Restated Consolidated Financial Statements					

As per our report of even date
For and on behalf of the Board,

For Rajendra & Co.
Chartered Accountants
Firm Reg. No. 108355W

Anand Desai **Director** **(DIN: 00038442**

Mona Desai **Director** **DIN: 00038429)**

Afzal Malkani **Chief Financial Officer**

Akshay R. Shah **Partner** **Mem. No. 103316**

Date : 27th February, 2021
Place: Surat

Date : 27th February, 2021
Place: Mumbai

ANUPAM RASAYAN INDIA LTD.

Restated Consolidated Summary Statement of Cash Flows

PARTICULARS	For the period ended 31-12-2020	For the period ended 31-12-2019	For the year ended 31-03-2020	For the year ended 31-03-2019	For the year ended 31-03-2018 (Profoma)
A. Cash flow from operating activities:					
Net profit/(loss) before tax and extraordinary items:	**667.62**	**551.62**	**713.71**	**657.17**	**497.66**
Adjustments for:					
Financial charges	496.25	320.75	453.20	243.54	139.58
Depreciation & amortization	383.16	174.17	287.12	225.28	175.74
(Profit)/loss on sale of fixed assets	1.76	4.67	(3.00)	0.51	-
Employees compensation account	1.26	-	-	-	-
Lease charges debited in profit and loss account	0.72	-	-	-	-
Bad Debts written off	-	-	10.36	-	-
Unrealised exchange differences	32.17	(1.90)	62.35	(31.11)	6.77
Operating profit before working capital changes	**1,582.94**	**1,049.31**	**1,523.74**	**1,095.40**	**819.74**
Adjustments for:					
(Increase)/decrease in inventories	(1,242.49)	(868.18)	(1,016.72)	(228.51)	(693.89)
(Increase)/decrease in trade and other receivables	(212.91)	265.60	(6.81)	(531.98)	(430.48)
(Increase)/decrease in loans and advances	(48.93)	(55.91)	(37.75)	(50.09)	(126.12)
(Increase)/decrease in other non current assets	22.64	5.76	(1.22)	(113.00)	19.79
Increase/(decrease) in trade payables & other liabilities	74.88	666.03	580.48	342.41	293.11
Cash generated from operations before extra ordinary items	**176.13**	**1,062.61**	**1,041.74**	**514.22**	**(117.84)**
Direct taxes refund/(paid) [net]	(37.67)	(89.51)	(92.30)	(125.02)	(84.77)
Net cash generated from / (utilized in) operations	**138.46**	**973.10**	**949.43**	**389.20**	**(202.61)**
B. Cash flow from investing activities:					
Acquisition of fixed assets	(1,166.07)	(1,658.95)	(1,803.89)	(2,482.65)	(2,556.08)
Proceeds from sale of fixed assets	6.61	0.06	4.57	1.44	-
Purchase of non-current investments	-	-	-	-	(1.34)
Acquisition of subsidiary, net of cash acquired	-	-	-	1.91	-
Sale of non-current investments	(0.22)	-	-	12.49	-
Other bank balance and cash not available for immediate use	(45.04)	9.73	17.35	(35.34)	6.15
Net cash generated from / (utilized in) investing activities	**(1,204.73)**	**(1,649.16)**	**(1,781.97)**	**(2,502.14)**	**(2,551.27)**
C. Cash flow from financing activities:					
Financial charges (interest paid)	(482.75)	(311.08)	(438.45)	(243.54)	(139.58)
Payment of lease liabilities	1.29	-	(71.27)	-	-
(Repayments)/Proceeds from non-current borrowings	736.23	322.80	427.66	1,868.30	560.43
(Repayments)/Proceeds from other borrowings (net)	(497.18)	424.17	742.65	432.67	648.49
Proceeds from fresh issue of share capital	80.82	34.98	34.98	-	187.45
Security premium received	1,755.18	318.69	318.69	-	1,491.66
Net cash generated from financing activities	**1,593.59**	**789.55**	**1,014.25**	**2,057.43**	**2,748.44**
Net (decrease)/increase in cash and cash equivalents	**527.32**	**113.49**	**181.72**	**(55.51)**	**(5.44)**
Cash and cash equivalents at beginning of the Year	200.19	18.47	18.47	73.99	79.43
Cash and cash equivalents at closing of the Year	**727.51**	**131.97**	**200.19**	**18.47**	**73.99**
Cash and cash equivalents comprise of:					
Cash on Hand	6.34	3.58	4.31	1.39	1.40
Balance with Scheduled Banks in Current accounts	720.86	126.52	195.57	16.00	72.59
Balance in foreign currency	0.31	1.87	0.31	1.08	-
	727.51	**131.97**	**200.19**	**18.47**	**73.99**

Change in Liability arising from financing activities

Particulars	As at 31-03-2020	Cash Flow	Foreign Exchange Difference	As at 31-12-2020
Borrowing - Non Current (Refer Note No. 15)	5,809.08	681.17	(60.09)	6,550.34
Borrowing - Current (Refer Note No. 17)	2,371.12	(481.75)	19.96	1,869.41
Total	**8,180.19**	**199.42**	**(40.13)**	**8,419.75**

Particulars	As at 31-03-2019	Cash Flow	Foreign Exchange Difference	As at 31-12-2019
Borrowing - Non Current (Refer Note No. 15)	5,153.39	34.44	(211.44)	5,399.27
Borrowing - Current (Refer Note No. 17)	1,544.10	362.57	(21.71)	1,928.39
Total	**6,697.49**	**397.02**	**(233.15)**	**7,327.65**

Particulars	As at 31-03-2019	Cash Flow	Foreign Exchange Difference	As at 31-03-2020
Borrowing - Non Current (Refer Note No. 15)	5,153.39	427.66	(228.03)	5,809.08
Borrowing - Current (Refer Note No. 17)	1,544.10	742.64	(84.38)	2,371.12
Total	**6,697.49**	**1,170.30**	**(312.40)**	**8,180.19**

Particulars	As at 31-03-2018	Cash Flow	Foreign Exchange Difference	As at 31-03-2019
Borrowing - Non Current (Refer Note No. 15)	3,119.20	1,957.65	(76.54)	5,153.39
Borrowing - Current (Refer Note No. 17)	1,229.77	283.23	(31.11)	1,544.10
Total	**4,348.97**	**2,240.88**	**(107.64)**	**6,697.49**

Particulars	As at 31-03-2017	Cash Flow	Foreign Exchange Difference	As at 31-03-2018
Borrowing - Non Current (Refer Note No. 15)	2,549.30	569.90	-	3,119.20
Borrowing - Current (Refer Note No. 17)	574.01	655.76	-	1,229.77
Total	**3,123.31**	**1,225.65**	-	**4,348.97**

As per our report of even date
For and on behalf of the Board,

For Rajendra & Co.
Chartered Accountants
Firm Reg. No. 108355W

Anand Desai **Mona Desai**
Director **Director**
(DIN: 00038442 **DIN: 00038429)**

Suchi Agarwal **Afzal Malkani**
Company Secretary **Chief Financial Officer**

Akshay R. Shah
Partner
Mem. No. 103316

Date : 27th February, 2021
Place: Surat

Date : 27th February, 2021
Place: Mumbai

Restated Consolidated Statement of Changes in Equity

A. Equity Share Capital

Amount in millions

Particulars	Dec-20		Dec-19		2019-20		2018-19		2017-18 (Profoma)	
	No. of shares	Amount (Rs.)	No. of shares	Amount (Rs.)	No. of shares	Amount (Rs.)	No. of shares	Amount (Rs.)	No. of shares	Amount (Rs.)
Issued, subscribed and fully paid up equity shares outstanding at the beginning of the year	**5,00,00,100**	**500.00**	**5,00,00,100**	**500.00**	**5,00,00,100**	**500.00**	**5,00,00,100**	**500.00**	**5,00,00,100**	**500.00**
Shares issued during the year	80,81,896	80.82	-	-	-	-	-	-	-	-
Conversion of Compulsory convertible preference shares into Equity shares	2,81,24,900	281.25	-	-						
Issued, subscribed and fully paid up equity shares outstanding at the end of the year	**8,62,06,896**	**862.07**	**5,00,00,100**	**500.00**	**5,00,00,100**	**500.00**	**5,00,00,100**	**500.00**	**5,00,00,100**	**500.00**

B. Other Equity

Amount in millions

Particulars	Compulsory Convertible Preference Shares	Reserves and surplus				Other Comprehensive Income		Total Equity
		Securities Premium	Capital Reserve	General Reserve	Retained Earnings	Employee stock option outstanding A/c	Cash flow hedging reserve	FVTOCI	
Balance as at 01-04-2016	-	-	-	**1.02**	**971.66**		-	-	**972.68**
Profit for the year (a)	-	-	-	-	347.85				**347.85**
Other Comprehensive Income (b)					-				-
Total Comprehensive Income for the year (a+b)	-	-	-	-	**347.85**		-	-	**347.85**
Issue of compulsory convertible preference shares	**58.82**	**617.18**	-	-	-		-	-	**676.00**
Balance as at 31-03-2017	**58.82**	**617.18**	-	**1.02**	**1,319.51**		-	-	**1,996.53**
Restatement as per Ind-As	-	-	-	-	**(14.45)**		-	**14.45**	**-**
Restated Balance as at 01-04-2017 (Profoma)	**58.82**	**617.18**	-	**1.02**	**1,305.06**		-	**14.45**	**1,996.53**
Profit for the year (a)	-	-	-	-	413.07		-	-	**413.07**
Other Comprehensive Income (b)	-	-	-	-	-		-	(12.33)	**(12.33)**
Total Comprehensive Income for the year (a+b)	-	-	-	-	**413.07**		-	**(12.33)**	**400.74**
Issue of compulsory convertible preference shares	**187.45**	**1,491.66**	-	-	-		-	-	**1,679.10**
Balance as at 31-03-2018	**246.27**	**2,108.83**	-	**1.02**	**1,718.13**		-	**2.12**	**4,076.37**
Restated balance as at 01-04-2018	**246.27**	**2,108.83**	-	**1.02**	**1,718.13**		-	**2.12**	**4,076.37**
Profit for the year (a)	-	-	-	-	492.48		-	-	**492.48**
On Account of Business combination (b)			1.91						**1.91**
Other Comprehensive Income (c)	-	-	-	-	-		0.75	(0.44)	**0.31**
Total Comprehensive Income for the year (a+b+c)	-	-	1.91	-	492.48		0.75	(0.44)	**494.71**
	-	-	-	-	-		-	-	-
Balance as at 31-03-2019	**246.27**	**2,108.83**	**1.91**	**1.02**	**2,210.61**		**0.75**	**1.68**	**4,571.07**
Restated balance as at 01-04-2019	**246.27**	**2,108.83**	**1.91**	**1.02**	**2,210.61**		**0.75**	**1.68**	**4,571.07**
Profit for the year (a)	-	-	-	-	529.75		-	-	**529.75**
Other Comprehensive Income (b)	-	-	-	-	-		(22.38)	5.12	**(17.26)**
Total Comprehensive Income for the year (a+b)	-	-	-	-	529.75		(22.38)	5.12	**512.49**
	34.98	**318.69**	-	-	-		-	-	**353.67**
Balance as at 31-03-2020	**281.25**	**2,427.52**	**1.91**	**1.02**	**2,740.36**		**(21.63)**	**6.80**	**5,437.23**
Balance as at 01-04-2019	**246.27**	**2,108.83**	**1.91**	**1.02**	**2,210.61**	-	**0.75**	**1.68**	**4,571.07**
Profit for the period (a)	-	-	-	-	**428.05**	-	-	-	**428.05**
Other Comprehensive Income (b)	-	-	-	-	-	-	**(16.10)**	**(1.47)**	**(17.57)**
Total Comprehensive Income for the period (a+b)	-	-	-	-	**428.05**	-	**(16.10)**	**(1.47)**	**410.48**
Issue of compulsory convertible preference shares	**34.98**	**318.69**	-	-	-	-	-	-	**353.67**
						-			
Balance as at 31-12-2019	**281.25**	**2,427.52**	**1.91**	**1.02**	**2,638.66**	-	**(15.34)**	**0.21**	**5,335.22**
Balance as at 01-04-2020	**281.25**	**2.427.52**	**1.91**	**1.02**	**2,740.36**	-	**(21.63)**	**6.80**	**5,437.23**
Profit for the period (a)	-	-	-	-	**480.93**	-	-	-	**480.93**
Other Comprehensive Income (b)	-	-	-	-	-	-	**4.20**	**(14.44)**	**(10.24)**
Total Comprehensive Income for the period (a+b)	-	-	-	-	**480.93**	-	**4.20**	**(14.44)**	**470.69**
Issue of Equity shares	-	**1,755.18**	-	-	-	-	-	-	**1,755.18**
Issue of share options granted	-	-	-	-	-	**1.26**	-	-	**1.26**
Conversion of Preference shares into Equity shares	**(281.25)**	-	-	-	-	-	-	-	**(281.25)**
Balance as at 31-12-2020	-	**4,182.70**	**1.91**	**1.02**	**3,221.29**	**1.26**	**(17.43)**	**(7.65)**	**7,383.11**

As per our report of even date
For and on behalf of the Board,

For Rajendra & Co.
Chartered Accountants
Firm Reg. No. 108355W

Anand Desai **Mona Desai** **Suchi Agarwal** **Afzal Malkani** **Akshay R. Shah**
Director **Director** **Company Secretary** **Chief Financial Officer** **Partner**
(DIN: 00038442 **DIN: 00038429)** ***Mem. No. 103316***

Date : 27th February, 2021
Place: Surat

Date : 27th February, 2021
Place: Mumbai

2 Property, Plant and Equipment

Particulars	Land	Building	Plant and Machinery	Office Equipment	Computer Equipment	Furniture and Fixtures	Vehicles	Electric Installations	Laboratory Equipment	Total
Gross carrying value										
As at April 1, 2019	470.70	1,791.11	4,769.56	39.67	61.74	19.53	75.88	327.23	114.03	7,669.46
Additions	0.56	209.83	1,094.11	5.20	2.93	2.63	1.61	86.52	17.53	1,420.91
Deductions	-	-	(1.45)	(0.06)	-	-	-	(0.52)	-	(2.03)
Transfer from Capital Work-in Progress	-	242.61	1,033.91	3.36	0.52	2.40	-	120.90	25.63	1,429.33
Adjustments	(3.95)	-	(5.38)	(11.43)	(26.12)	(2.02)	(13.46)	(13.49)	(5.00)	(80.85)
As at March 31, 2020	**467.31**	**2,243.55**	**6,890.75**	**36.72**	**39.08**	**22.54**	**64.03**	**520.66**	**152.20**	**10,436.82**
Accumulated Depreciation										
As at April 1, 2019	-	(99.54)	(688.44)	(15.80)	(38.60)	(8.44)	(38.22)	(54.60)	(49.20)	(992.83)
Depreciation for the year	-	(60.50)	(163.88)	(5.83)	(3.54)	(2.00)	(7.26)	(33.62)	(10.87)	(287.51)
Deductions	-	-	0.40	0.01	-	-	-	0.04	-	0.46
Adjustments	-	3.03	14.53	9.95	35.96	1.92	12.79	12.81	4.75	95.74
As at March 31, 2020	**-**	**(157.01)**	**(837.39)**	**(11.67)**	**(6.17)**	**(8.52)**	**(32.70)**	**(75.37)**	**(55.32)**	**(1,184.14)**
Carrying value as at March 31, 2020	**467.31**	**2,086.54**	**6,053.36**	**25.06**	**32.91**	**14.02**	**31.34**	**445.29**	**96.87**	**9,252.68**
Carrying value as at April 1, 2019	**470.70**	**1,691.58**	**4,081.13**	**23.87**	**23.15**	**11.09**	**37.66**	**272.63**	**64.83**	**6,676.64**

Particulars	Land	Building	Plant and Machinery	Office Equipment	Computer Equipment	Furniture and Fixtures	Vehicles	Electric Installations	Laboratory Equipment	Total
Gross carrying value										
As at April 1, 2018	383.16	848.02	2,806.91	28.73	36.20	16.63	72.43	159.88	107.36	4,459.31
Additions	106.65	945.76	1,963.39	10.95	25.54	2.89	7.20	167.61	6.68	3,236.67
Deductions	-	-	-	-	-	-	(3.74)	-	-	(3.74)
Adjustments	(19.11)	(2.66)	(0.74)	(0.01)	-	-	-	(0.26)	-	(22.77)
As at March 31, 2019	**470.70**	**1,791.11**	**4,769.56**	**39.67**	**61.74**	**19.53**	**75.88**	**327.23**	**114.03**	**7,669.46**
Accumulated depreciation										
As at April 1, 2018	-	(67.55)	(569.54)	(9.91)	(23.24)	(6.87)	(32.35)	(38.69)	(38.40)	(786.55)
Depreciation for the year	-	(32.02)	(118.92)	(5.89)	(15.36)	(1.57)	(7.66)	(15.92)	(10.80)	(208.12)
Deductions	-	-	-	-	-	-	1.79	-	-	1.79
Adjustments	-	0.03	0.02	-	-	-	-	0.01	-	0.06
As at March 31, 2019	**-**	**(99.54)**	**(688.44)**	**(15.80)**	**(38.60)**	**(8.44)**	**(38.22)**	**(54.60)**	**(49.20)**	**(992.83)**
Carrying value as at March 31, 2019	**470.70**	**1,691.58**	**4,081.13**	**23.87**	**23.15**	**11.09**	**37.66**	**272.63**	**64.83**	**6,676.64**
Carrying value as at April 1, 2018	**383.16**	**780.47**	**2,237.37**	**18.82**	**12.96**	**9.77**	**40.08**	**121.19**	**68.95**	**3,672.76**

Particulars (Profoma)	Land	Building	Plant and Machinery	Office Equipment	Computer Equipment	Furniture and Fixtures	Vehicles	Electric Installations	Laboratory Equipment	Total
Gross carrying value										
As at April 1, 2017	151.90	710.04	2,501.88	20.02	28.15	15.83	66.16	135.89	98.89	3,728.75
Additions	231.27	112.33	433.11	9.46	1.17	0.90	6.74	25.02	11.65	831.66
Deductions	-	-	-	-	-	-	(0.39)	-	-	(0.39)
Adjustments	-	25.65	(128.07)	(0.76)	6.88	(0.10)	(0.10)	(1.04)	(3.18)	(100.71)
As at March 31, 2018	**383.16**	**848.02**	**2,806.91**	**28.73**	**36.20**	**16.63**	**72.43**	**159.88**	**107.36**	**4,459.31**
	-	-	-	-	-	-	-	-	-	-
Accumulated depreciation	-	-	-	-	-	-	-	-	-	-
As at April 1, 2017	-	(44.22)	(454.48)	(7.42)	(18.24)	(5.47)	(25.91)	(26.54)	(29.13)	(611.39)
Depreciation for the year	-	(23.33)	(115.06)	(2.49)	(5.00)	(1.40)	(6.58)	(12.15)	(9.28)	(175.30)
Deductions	-	-	-	-	-	-	0.14	-	-	0.14
As at March 31, 2018	**-**	**(67.55)**	**(569.54)**	**(9.91)**	**(23.24)**	**(6.87)**	**(32.35)**	**(38.69)**	**(38.40)**	**(786.55)**
	-	-	-	-	-	-	-	-	-	-
Carrying value as at March 31, 2018	**383.16**	**780.47**	**2,237.37**	**18.82**	**12.96**	**9.77**	**40.08**	**121.19**	**68.95**	**3,672.76**
Carrying value as at April 1, 2017	**151.90**	**754.25**	**2,956.36**	**27.44**	**46.38**	**21.29**	**92.08**	**162.43**	**128.01**	**4,340.14**

2 Intangible assets, Capital Work in Progress & Intangible assets under development

Particulars	Capital work-in-progress	Intangible assets	Total
Gross carrying value			
As at April 1, 2019	1,906.16	150.58	2,056.74
Additions	532.65	2.08	534.73
Adjustments	-	(1.96)	(1.96)
Transfer to Fixed Assets	(1,429.33)	-	(1,429.33)
As at March 31, 2020	**1,009.47**	**150.69**	**1,160.17**
Accumulated amortization			
As at April 1, 2019	-	(18.29)	(18.29)
Amortization for the year	-	(7.50)	(7.50)
Amortization on Disposals	-	1.35	1.35
Adjustments	-	1.67	1.67
As at March 31, 2020	**-**	**(22.76)**	**(22.76)**
Carrying value as at March 31, 2020	**1,009.47**	**127.93**	**1,137.40**
Carrying value as at April 1, 2019	**1,906.16**	**132.29**	**2,038.45**

Particulars	Capital work-in-progress	Intangible assets	Total
Gross carrying value			
As at April 1, 2018	2,560.99	150.58	2,711.56
Additions	1,524.66	-	1,524.66
Adjustments	-	-	-
Transfer to Fixed Assets	(2,179.48)	-	(2,179.48)
As at March 31, 2019	**1,906.16**	**150.58**	**2,056.74**
Accumulated amortization			
As at April 1, 2018	-	(1.13)	(1.13)
Amortization for the year	-	(17.16)	(17.16)
Amortization on Disposals	-	-	-
As at March 31, 2019	**-**	**(18.29)**	**(18.29)**
Carrying value as at March 31, 2019	**1,906.16**	**132.29**	**2,038.45**
Carrying value as at April 1, 2018	**2,560.99**	**149.45**	**2,710.43**

Particulars (Profoma)	Capital work-in-progress	Intangible assets	Total
Gross carrying value			
As at April 1, 2017	877.11	9.20	886.31
Additions	2,102.18	23.15	2,125.34
Adjustments	(400.79)	-	(400.79)
Any other movement	(17.52)	118.23	100.71
As at March 31, 2018	**2,560.99**	**150.58**	**2,711.56**
Accumulated amortization			
As at April 1, 2017	-	(0.87)	(0.87)
Amortization for the year	-	(0.26)	(0.26)
Amortization on Disposals	-	-	-
As at March 31, 2018	**-**	**(1.13)**	**(1.13)**
Carrying value as at March 31, 2018	**2,560.99**	**149.45**	**2,710.43**
Carrying value as at April 1, 2017	**877.11**	**8.32**	**885.43**

2 Property, plant and equipment

Particulars	Land	Building	Plant and machinery	Office equipment	Computer and Peripherals	Furniture	Vehicle	Electric Installations	Laboratory Equipment	Total
Gross carrying value										
As at April 1, 2020	467.31	2,243.55	6,890.75	36.72	39.08	22.54	64.03	520.66	152.20	10,436.82
Additions	3.95	140.06	359.21	7.02	3.24	2.28	14.79	33.01	21.14	584.70
Disposals (Sales)	-	-	-	(0.45)	-	-	(15.90)	-	-	(16.35)
Transfers from Capital Work in Progress	-	17.59	242.11	0.28	(0.05)	0.02	-	(2.54)	(0.40)	257.02
As at December 31, 2020	**471.26**	**2,401.19**	**7,492.07**	**43.58**	**42.27**	**24.84**	**62.92**	**551.13**	**172.94**	**11,262.19**
Accumulated depreciation										
As at April 1, 2020	-	(157.01)	(837.39)	(11.67)	(6.17)	(8.52)	(32.70)	(75.37)	(55.32)	(1,184.14)
Depreciation	-	(55.30)	(243.71)	(4.37)	(3.11)	(1.97)	(5.47)	(38.13)	(11.27)	(363.33)
Accumulated depreciation on deletions	-	-	-	0.41	-	-	11.59	-	-	12.00
depreciation on write up	-	-	-	0.22	-	-	-	-	-	0.22
Depreciation Transfer	-	-	(0.50)	-	-	(0.00)	-	-	-	(0.50)
As at December 31, 2020	**-**	**(212.30)**	**(1,081.59)**	**(15.42)**	**(9.28)**	**(10.49)**	**(26.57)**	**(113.50)**	**(66.59)**	**(1,535.76)**
Carrying value as at December 31, 2020	**471.26**	**2,188.89**	**6,410.47**	**28.16**	**32.99**	**14.35**	**36.34**	**437.63**	**106.34**	**9,726.43**
Carrying value as at April 1, 2020	**467.31**	**2,086.54**	**6,053.36**	**25.06**	**32.91**	**14.02**	**31.34**	**445.29**	**96.87**	**9,252.68**

2 Intangible assets, Capital Work in Progress & Intangible assets under development

Particulars	Capital work-in-progress	Intangible assets	Total
Gross carrying value			
As at April 1, 2020	1,009.47	150.69	1,160.17
Additions	470.28	0.85	471.14
Assets Capitalized (Transfer to Tangible Fixed Assets)	(250.85)	(6.17)	(257.02)
Adjustments	(76.43)	-	(76.43)
As at December 31, 2020	**1,152.48**	**145.38**	**1,297.86**
Accumulated amortization			
As at April 1, 2020	-	(22.76)	(22.76)
Amortization for the year	-	(5.46)	(5.46)
Deprecation on write up	-	0.50	0.50
As at December 31, 2020	**-**	**(27.72)**	**(27.72)**
Carrying value as at December 31, 2020	**1,152.48**	**117.66**	**1,270.14**
Carrying value as at April 1, 2020	**1,009.47**	**127.93**	**1,137.40**

2 Property, plant and equipment

Particulars	Land	Building	Plant and machinery	Office equipment	Computer and Peripherals	Furniture	Vehicle	Electric Installations	Laboratory Equipment	Total
As at April 1, 2019	470.70	1,791.11	4,769.56	39.67	61.74	19.53	75.88	327.23	114.03	7,669.46
Additions	0.56	90.20	176.65	2.50	2.28	1.47	0.54	16.27	1.17	291.62
Transfers from Capital Work in Progress	-	19.97	133.09	0.76	-	1.43	-	7.41	-	162.66
Disposals (Sales)	-	-	-	(0.06)	-	-	-	(0.52)	-	(0.58)
Adjustments	-	-	(5.30)	(7.75)	(21.43)	(1.39)	(13.34)	(12.07)	(4.67)	(65.96)
As at December 31, 2019	**471.26**	**1,901.27**	**5,074.00**	**35.11**	**42.59**	**21.04**	**63.08**	**338.32**	**110.53**	**8,057.20**
Accumulated depreciation										
As at April 1, 2019	-	(99.54)	(688.44)	(15.80)	(38.60)	(8.44)	(38.22)	(54.60)	(49.20)	(992.83)
Depreciation	-	(44.49)	(161.29)	(4.45)	(2.57)	(1.48)	(5.43)	(23.89)	(7.88)	(251.48)
Accumulated depreciation on deletions	-	-	-	0.01	-	-	-	0.04	-	0.06
Accumulated depreciation on Write off	-	-	5.04	6.45	20.35	1.32	12.68	11.47	4.44	61.75
Depreciation Write Up	-	3.03	68.76	0.00	11.15	-	-	-	-	82.94
Depreciation Transfer	-	-	(1.35)	-	-	-	-	-	-	(1.35)
As at December 31,2019	**-**	**(141.00)**	**(777.27)**	**(13.79)**	**(9.67)**	**(8.59)**	**(30.98)**	**(66.97)**	**(52.64)**	**(1,100.91)**
Carrying value as at December 31,2019	**471.26**	**1,760.28**	**4,296.73**	**21.32**	**32.93**	**12.45**	**32.11**	**271.35**	**57.89**	**6,956.30**
Carrying value as at April 1, 2019	**470.70**	**1,691.58**	**4,081.13**	**23.87**	**23.15**	**11.09**	**37.66**	**272.63**	**64.83**	**6,676.64**

2 Intangible assets, Capital Work in Progress & Intangible assets under development

Particulars	Capital work-in-progress	Intangible assets	Total
As at April 1, 2019	1,906.16	150.58	2,056.74
Additions	1,113.69	1.82	1,115.51
Disposals	-	(1.76)	(1.76)
Assets Capitalized (Transfer to Tangible Fixed Assets)	(162.66)	-	(162.66)
As at December 31,2019	**2,857.19**	**150.63**	**3,007.82**
As at April 1, 2019	-	(18.29)	(18.29)
Amortization for the year	-	(5.63)	(5.63)
Accumulated Amortization on Write off	-	1.67	1.67
Amortization Transfer	-	1.35	1.35
As at December 31,2019	**-**	**(20.90)**	**(20.90)**
Carrying value as at December 31 ,2019	**2,857.19**	**129.73**	**2,986.92**
Carrying value as at April 1, 2019	**1,906.16**	**132.29**	**2,038.45**

3 Rights-of-Use Assets

The Company has adopted Ind AS 116 'Leases' effective April 1, 2019 and applied the Standard to its leases entered in the financial year 2019-2020.

[A] Carrying value of Right of Use of Asset at the end of reporting period:

Amount in Millions

Particulars	Class of Asset leased - Plant and machinery
	Amount (Rs.)
Balance as at April 01, 2020	378.85
Addition during the period at fair value through Profit and Loss account	2.21
Depreciation charge for the period [Forming a part of Profit and Loss account]-**Note A**	14.58
Balance as at December 31, 2020	**366.48**

Particulars	Class of Asset leased - Plant and machinery
	Amount (Rs.)
Balance as at April 01, 2019	-
Addition during the year at fair value through Profit and Loss account	386.91
Depreciation charge for the year [Forming a part of Profit and Loss account]-**Note A**	8.06
Balance as at March 31, 2020	**378.85**

[B] Carrying value of prepaid expenses on interest free security deposit at the end of reporting period:

Amount in Millions

Particulars	Class of Asset leased - Plant and machinery
	Amount (Rs.)
Balance as at April 01, 2020	13.97
Addition during the period	0.04
Lease Expenses charged for the period	0.72
Balance as at December 31, 2020	**13.30**
Total Rights-of-Use Assets [A] + [B]	**379.78**

Particulars	Class of Asset leased - Plant and machinery
	Amount (Rs.)
Balance as at April 01, 2019	-
Addition during the year	14.36
Lease Expenses charged for the year	0.39
Balance as at March 31, 2020 [B]	**13.97**
Total Rights-of-Use Assets [A] + [B]	**392.82**

Note A:

The depreciation on Right of Use of Asset created on lease entered into by the company is calculated at useful life of 20 years, being the useful life of plant and machineries (leased assets) adopted by the company as per its accounting policies. The Company is certain on buy back option of the leased assets as at the end of lease term evidenced by way of lease agreement and hence, useful life of 20 years is considered for depreciating Right of Use of Assets.

[C] Carrying value of Lease Liabilities at the end of reporting period:

Amount in Millions

Particulars	Class of Asset leased - Plant and machinery
	Amount (Rs.)
Balance as at April 01, 2020	372.85
Addition of lease liability during the period as per Ind AS 116	31.96
Payment of lease liability during the period	38.89
Balance as at December 31, 2020	**365.92**

Maturity Analysis of Lease Liabilities:

Maturity analysis – contractual undiscounted cash flows	**Amount (Rs.)**
Less than one year	71.70
One to five years	342.83
More than five years	144.39
Total undiscounted lease liabilities at December 31, 2020	**558.93**
Lease liabilities included in the statement of financial position at December 31, 2020	**365.92**
Current	**33.49**
Non-current	**332.44**

Particulars	Class of Asset leased - Plant and machinery
	Amount (Rs.)
Balance as at April 01, 2019	-
Addition of lease liability during the year as per Ind AS 116	380.27
Payment of lease liability during the year	7.42
Balance as at March 31, 2020	**372.85**

Maturity Analysis of Lease Liabilities:

Maturity analysis – contractual undiscounted cash flows	**Amount (Rs.)**
Less than one year	50.66
One to five years	370.55
More than five years	171.77
Total undiscounted lease liabilities at 31 March 2020	**592.97**
Lease liabilities included in the statement of financial position at 31 March 2020	**372.85**
Current	**43.24**
Non-current	**329.61**

[D] Carrying value of interest fee security deposit given for leases at the end of reporting period:

Amount in Millions

Particulars	Class of Asset leased - Plant and machinery
	Amount (Rs.)
Balance as at April 01, 2020	23.98
Addition during the period at fair value through Profit and Loss account	0.07
Interest Income on security deposit at fair value through Profit and Loss account-**Note B**	1.95
Balance as at December 31, 2020	**25.99**

Particulars	Class of Asset leased - Plant and machinery
	Amount (Rs.)
Balance as at April 01, 2019	-
Addition during the year at fair value through Profit and Loss account	21.66
Interest Income on security deposit at fair value through Profit and Loss account-**Note B**	2.32
Balance as at March 31, 2020	**23.98**

Note B:

The interest income is considered at Effective Interest Rate of **10.78%** after valuing the cash flows of the company

[E] Amounts recognised in the Statement of Profit or Loss

Amount in Millions

Particulars	As at 31-12-2020	As at 31-03-2020
Interest on Lease Liabilities [Finance cost]	29.79	-
Interest Income on security deposit at fair value through Profit and Loss account-Note B	1.95	2.32
Depreciation charge for the year	14.59	8.06
Lease rent expense (depreciation of ROU of asset from security deposit valuation)	0.72	0.39
Expenses relating to Short term lease	-	-
Expenses relating to leases of low-value assets, excluding short term leases of low value assets	-	-

4 Non-Current Assets: Financial Assets - Investments

Amount in millions

Particulars	Notes	As at 31-12-2020	As at 31-12-2019	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018 (Profoma)
Investment in Equity Instruments						
Unquoted						
(a) Associate Company - Fair value through Profit and Loss Account	**Note A**					
Tangent Science Private Limited - 22,500 shares (December 31, 2019 Nil, March 31, 2020 Nil, March 31, 2019 Nil, March 31, 2018 Nil) Face Value of Rs. 10/- Each		0.23	-	-	-	-
Add/Less:- Proportionate share (45%) of (Net Loss)/Net Profit of the associate company		(0.01)	-	-	-	-
		0.22	-	-	-	-
(b) Other Company (at cost)	**Note A**					
Atharva Exochem Pvt Ltd. - Nil (December 31, 2019 - 2,47,600, March 31, 2020 -2,47,600, March 31, 2019 - 2,47,600, March 31, 2018 - 10,21,100) shares - Face value of Rs.10/- each*		-	4.00	4.00	4.00	16.44
Add/(less): Proportionate share of Net profit of Atharva Exochem Pvt. Ltd.		-	-	-	-	9.66
		-	**4.00**	**4.00**	**4.00**	**26.10**
Total value of Non Current Investments		**0.22**	**4.00**	**4.00**	**4.00**	**26.10**

Note A:
The investment in Other company are unquoted and carried at cost.

* On surrender of equity shares under buy back, the company has ceased to be an Associate wef.26th March, 2019 and the accumulated proportionate share of Profit accounted till 31st March, 2018 is reversed during the year 2018-19.

5 Non-Current Assets: Other Financial Assets

Particulars	Notes	As at 31-12-2020	As at 31-12-2019	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018 (Profoma)
Fixed deposits with banks with maturity more than 12 months		30.44	30.27	0.10	33.40	30.00
Subscription to Equity shares for acquiring membership	**Note B**	5.74	5.74	5.74	4.72	4.72
Subscription to Preference shares for acquiring membership		-	-	-	-	0.50
Fair valuation of Security Deposit by Fair value Through Profit and Loss account						
Security deposit receivable (Lease)	**Note 3**	25.99	-	23.98	-	-
Total		**62.18**	**36.01**	**29.83**	**38.12**	**35.22**

Note B:
The Company has made contribution in the equity shares of following companies for acquiring membership in those companies for operation purposes. Hence, investment in such companies are valued at cost.

Globe Enviro Care Ltd. - 2,66,191 (December 31, 2019 - 2,66,191, March 31, 2020 - 2,66,191, March 31, 2019 - 1,85,068, March 31, 2018 - 1,85,068) shares - Face value of Rs. 10/- each.
Narmada Clean Tech Ltd. - 1,34,100 (December 31, 2019 - 1,34,100 , March 31, 2020 - 1,34,100, March 31, 2019 - 1,34,100, March 31, 2018 - 1,34,100) shares - Face value of Rs 10/- each.

6 Non-Current Assets: Other Non-Current Assets

Particulars	Notes	As at 31-12-2020	As at 31-12-2019	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018 (Profoma)
(Unsecured, considered good)						
Capital Advances	-	322.12	456.20	299.60	225.40	114.22
Employee Group Gratuity Scheme Fund (Net Assets)	-	-	2.04	9.01	7.79	5.97
Total		**322.12**	**458.24**	**308.61**	**233.20**	**120.19**

7 Current Assets: Inventories

Particulars	Notes	As at 31-12-2020	As at 31-12-2019	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018 (Profoma)
Raw Materials	-	943.58	779.12	703.39	543.46	401.11
Work-in-progress	-	2,102.11	1,167.33	1,328.31	889.07	902.71
Finished Goods	-	1,073.50	828.35	886.97	469.99	392.36
Packing Materials	-	35.82	18.15	21.91	14.52	5.00
Stores and Spares	-	57.91	28.94	29.85	36.67	24.01
				-		
Total		**4,212.92**	**2,821.89**	**2,970.43**	**1,953.71**	**1,725.19**

8 Current Assets: Financial Assets - Trade Receivables

Particulars	Notes	As at 31-12-2020	As at 31-12-2019	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018 (Profoma)
Unsecured and considered good	-	1,414.20	1,060.72	1,294.94	1,205.93	883.92
Less: Allowance for expected credit loss	**Note C**	-	-	-	-	-
Total		**1,414.20**	**1,060.72**	**1,294.94**	**1,205.93**	**883.92**

Note C:
Under IND AS 109-Financial Instruments, Expected credit loss is to be provided for various items of Financial Assets of the company. Trade Receivable being classified as Financial Asset of the company, Expected credit Loss is to be provided for on the basis of Simplified Approach as allowed under IND AS. Based on the management representation, the chances of impairment of Trade Receivable are negligible according to which no expected credit loss is estimated for the reported financial years.

9 Current Assets: Financial Assets - Cash and Cash Equivalents

Particulars	Notes	As at 31-12-2020	As at 31-12-2019	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018 (Profoma)
Balance with banks	-	690.84	92.04	195.57	16.00	72.59
Cash on hand	-	6.34	3.58	4.31	1.39	1.40
Balance in foreign currency	-	0.31	1.87	0.31	1.08	-
Total		**697.49**	**97.49**	**200.19**	**18.47**	**73.99**

10 Current Assets: Financial Assets - Other Bank Balances

Particulars	Notes	As at 31-12-2020	As at 31-12-2019	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018 (Profoma)
Fixed deposits with banks with maturity less than 12 months	**Note D**	82.82	45.57	68.12	52.16	16.82
Total		**82.82**	**45.57**	**68.12**	**52.16**	**16.82**

Note D:
There are no restriction on repatriations with regards to Cash and Cash Equivalents as at the end of reporting period and prior periods.
Cash equivalents are held for the purpose of meeting short term cash commitments rather than for investment or other purpose.

11 Current Assets: Financial Assets - Loans

Particulars	Notes	As at 31-12-2020	As at 31-12-2019	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018 (Profoma)
Unsecured , considered good:						
Security deposits	-	132.85	111.79	112.46	81.40	68.88
Loans and advances	-	101.00	92.51	93.94	86.80	94.95
Loans and advances to contractor entities valued at amortised cost	**Note E**	11.76	14.18	17.31	15.96	-
Advances valued at Fair Value at amortised cost	**Note E**	42.36	23.79	27.97	29.77	-
Total		**287.97**	**242.26**	**251.67**	**213.93**	**163.83**

Note E:
As per IND AS 109-Financial Instruments, the amount of interest free loans provided to Employees and contractor entities of the company are valued at amortised cost with market rate of interest at 7.30% per annum, 8.45% per annum, 8% per annum and 9.05% per annum considered as per historical rate of State Bank of India as on December 31, 2020, December 31, 2019, March 31, 2020 and March 31, 2019 respectively to the extent details are available.

12 Current Assets: Financial Assets - Others

Particulars	Notes	As at 31-12-2020	As at 31-12-2019	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018 (Profoma)
Advances recoverable in cash	-	36.18	23.92	25.29	24.35	51.16
Forward / Swap contract receivable	-	-	-	-	0.92	-
GST Duty - Rebate receivable	-	168.07	53.42	133.38	125.46	0.00
Total		**204.25**	**77.34**	**158.66**	**150.73**	**51.16**

13 Other Current Assets

Particulars	Notes	As at 31-12-2020	As at 31-12-2019	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018 (Profoma)
Unsecured advance, considered good	-	134.82	117.92	103.94	111.62	3.50
Prepaid Insurance & other expenses	-	44.79	29.23	11.13	17.73	18.72
Prepaid staff cost	-	3.17	9.20	3.83	12.40	-
TDS receivable	-	12.31	11.40	12.87	11.16	5.99
TCS receivable	-	1.31	0.14	0.14	0.14	0.11
Tax receivable (net)	-	43.23	110.46	110.73	88.45	61.94
Balance with Tax authorities	-	292.01	344.81	328.68	398.18	442.21
Total		**531.64**	**623.16**	**571.32**	**639.69**	**532.47**

14 Share Capital

Amount in millions

A] Share capital authorized, issued, subscribed and paid up:

Particulars	As at 31-12-2020		As at 31-12-2019		As at 31-03-2020		As at 31-03-2019		As at 31-03-2018 (Profoma)	
	No. of shares	Amount (Rs.)	No. of shares	Amount (Rs.)	No. of shares	Amount (Rs.)	No. of shares	Amount (Rs.)	No. of shares	Amount (Rs.)
Authorized Share capital*										
Equity Share Capital of Rs.10 each	12,50,00,000	1250.00	5,15,00,000	515.00	5,15,00,000	515.00	5,40,00,000	540.00	5,50,00,000	550.00
Compulsory Convertible Preference Shares Capital of Rs.10 each**	-	-	2.85.00.000	285.00	2.85.00.000	285.00	2.60.00.000	260.00	2.50.00.000	250.00
		1250.00		**800.00**		**800.00**		**800.00**		**800.00**
Issued. subscribed & fully paid share capital										
Equity Share Capital of Rs.10 each	8.62.06.896	862.07	5.00.00.100	500.00	5.00.00.100	500.00	5.00.00.100	500.00	5.00.00.100	500.00
Total		**862.07**		**500.00**		**500.00**		**500.00**		**500.00**

***Note for Authorized Share Capital:**
On November 09, 2020, as per the resolution passed in Extra Ordinary General Meeting of the Company, the existing unissued preference share capital of INR 28,50,00,000 divided into 2,85,00,000 shares of face value INR 10 each are reclassified into authorised share capital of Equity Shares and thus the authorised share capital of equity shares is reclassified from 9,65,00,000 shares of face value of INR 10 each to 12,50,00,000 shares of face value of INR 10 each.

On September 14, 2020, as per the resolution passed in Extra Ordinary General Meeting, the Authorised Share Capital of the Company was increased from INR 80,00,00,000 divided into 5,15,00,000 Equity Shares of INR 10 each and 2,85,00,000 Preference Shares of INR 10/- each to INR 125,00,00,000/- divided into 9,65,00,000 Equity Shares of INR 10 each and 2,85,00,000 Preference Shares of INR 10 each.

During the financial year 2019-20, 25,00,000 (Twenty-Five Lakhs) number of unissued equity shares of INR 10/- each were reclassified as preference share capital on June 28, 2019.
During the financial year 2018-19, 10,00,000 (Ten Lakhs) number of unissued equity shares of INR 10/- each were reclassified as preference share capital on December 04, 2018.
During the financial year 2017-18, 35,00,000 (Thirty Five Lakhs) number of unissued equity shares of INR 10/- each were reclassified as preference share capital on May 08, 2017.

B] Reconciliation of the number of Equity Share Capital:

a) Equity Share Capital

Amount in millions

Particulars	As at 31-12-2020		As at 31-12-2019		As at 31-03-2020		As at 31-03-2019		As at 31-03-2018 (Profoma)	
	No. of shares	Amount (Rs.)	No. of shares	Amount (Rs.)	No. of shares	Amount (Rs.)	No. of shares	Amount (Rs.)	No. of shares	Amount (Rs.)
Issued, subscribed and fully paid up equity shares outstanding at the beginning of the year	**5,00,00,100**	**500.00**	**5,00,00,100**	**500.00**	**5,00,00,100**	**500.00**	**5,00,00,100**	**500.00**	**5,00,00,100**	**500.00**
Shares issued during the year	80,81,896	80.82	-	-	-	-	-	-	-	-
Conversion of Compulsory convertible preference shares into Equity shares	2,81,24,900	281.25	-	-						
Issued, subscribed and fully paid up equity shares outstanding at the end of the year	**8,62,06,896**	**862.07**	**5,00,00,100**	**500.00**	**5,00,00,100**	**500.00**	**5,00,00,100**	**500.00**	**5,00,00,100**	**500.00**

b) List of shares holders who are holding more than 5 % equity shares of the company

Amount in millions

Name of Shareholder	As at 31-12-2020		As at 31-12-2019		As at 31-03-2020		As at 31-03-2019		As at 31-03-2018 (Profoma)	
	No. of shares	% of shareholding	No. of shares	% of shareholding	No. of Shares	% of shareholding	No. of Shares	% of shareholding	No. of Shares	% of shareholding
Akhil M. Thakkar	-	-	-	-	-	-	-	-	200,00,000	40.00
Milan Thakkar	2,00,00,000	23.20	2,00,00,000	40.00	2,00,00,000	40.00	200,00,000	40.00	-	-
Anand Desai	1,12,73,440	13.08	1,12,73,440	22.55	1.12.73.440	22.55	199.21.875	39.84	199.21.875	39.84
Shraddha Desai	86,48,435	10.03	86,48,435	17.30	86.48.435	17.30	-	-	-	-
Rehash Industrial & Resins Chemical Pvt Ltd	53,12,500	6.16	53,12,500	10.63	53.12.500	10.63	53.12.500	10.63	53.12.500	10.63
Mona Anand Desai	41,40,625	4.80	41,40,625	8.29	41.40.625	8.29	41.40.625	8.29	41.40.625	8.29
Kiran Pallavi Investments LLC	3,62,06,896	42.00	100	-	-	-	-	-	-	-

Rights, Preferences and restrictions attached to Equity Shares;
The Company has only one class of equity shares having face value of Rs 10 each and the holder of the equity share is entitled to one vote per share. The dividend proposed by Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company in proportion to the number of equity shares held.

**On 10th October, 2020, 2,81,24,900 Compulsory Convertible Preference Shares have been converted into 2,81,24,900 equity shares of Rs. 10/- each fully paid at the ratio of 1:1.

Vide shareholders resolution on 04th December, 2020, the Company has reserved issuance of 13,12,795 number of equity shares of Rs. 10/- each for offering to eligible employees of the company and its subsidiary under the Anupam - Employee Stock Option Plan, 2020 ('ESOP-2020') and on 10th December, 2020, the Company has granted 13,12,760 number of equity shares at a price of Rs 225 per option to eligible employees. The options would vest over a period of 3 years from the date of grant based on specified criteria .
Please refer Note no. 32B for detailed disclosure on share based payments

14 Other Equity

Amount in millions

Particulars	As at 31-12-2020	As at 31-12-2019	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018 (Profoma)
Compulsory Convertible Preference Shares ****					
As per Last Balance Sheet	281.25	246.27	246.27	246.27	58.82
Add: Issue of Shares	-	34.98	34.98	-	187.45
Less: Conversion of Preference shares into Equity shares	281.25	-			
	-	**281.25**	**281.25**	**246.27**	**246.27**
Securities Premium					
As per Last Balance Sheet	2,427.52	2,108.83	2,108.83	2,108.83	617.18
Add: Issue of Shares	1,755.18	318.69	318.69	-	1,491.66
	4,182.70	**2,427.52**	**2,427.52**	**2,108.83**	**2,108.83**
General Reserve					
As per Last Balance Sheet	1.02	1.02	1.02	1.02	1.02
	1.02	**1.02**	**1.02**	**1.02**	**1.02**
Employee stock option outstanding A/c					
As per Last Balance Sheet	-	-	-	-	-
Add: Issue of share options granted during the period	1.26	-	-	-	-
	1.26	-	-	-	-
Capital Reserve					
As per Last Balance Sheet	1.91	1.91	1.91	-	-
Add: On account of Business combination	-	-	-	1.91	-
	1.91	**1.91**	**1.91**	**1.91**	-
Retained Earnings					
As per Last Balance Sheet	2,740.36	2,210.61	2,210.61	1,718.13	1,305.06
Add: Profit for the year	480.93	428.05	529.75	492.48	413.07
	3,221.29	**2,638.66**	**2,740.36**	**2,210.61**	**1,718.13**
Other Comprehensive Income					
As per Last Balance Sheet	(14.83)	2.43	2.43	2.12	14.45
Add: Movement in OCI (Net) during the year	(10.24)	(17.56)	(17.26)	0.31	(12.33)
	(25.07)	**(15.13)**	**(14.83)**	**2.43**	**2.12**
Total	**7,383.11**	**5,335.22**	**5,437.23**	**4,571.07**	**4,076.37**

**On 10th October, 2020, 2,81,24,900 Compulsory Convertible Preference Shares have been converted into 2,81,24,900 equity shares of Rs. 10/- each fully paid at the ratio of 1:1.

A] Preference Share capital issued, subscribed and paid up:

Amount in millions

Particulars	As at 31-12-2020		As at 31-12-2019		As at 31-03-2020		As at 31-03-2019		As at 31-03-2018 (Profoma)	
	No. of shares	Amount	No. of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Issued. subscribed & fully paid share capital										
Compulsory Convertible Preference Shares Capital of Rs.10 each	-	-	2,81,24,900	281.25	2,81,24,900	281.25	2,46,26,766	246.27	2,46,26,766	246.27
Total		**-**		**281.25**		**281.25**		**246.27**		**246.27**

ANUPAM RASAYAN INDIA LTD.
NOTES TO RESTATED CONSOLIDATED FINANCIAL STATEMENTS AS AT

B] Reconciliation of the number of Preference Share Capital:

a) Compulsory convertible preference share capital [CCPS]

Amount in millions

Particulars	As at 31-12-2020		As at 31-12-2019		As at 31-03-2020		As at 31-03-2019		As at 31-03-2018 (Profoma)	
	No of shares	Amount (Rs.)	No of shares	Amount (Rs.)	No. of shares	Amount (Rs.)	No. of shares	Amount (Rs.)	No. of shares	Amount (Rs.)
Issued, subscribed and fully paid up shares outstanding at the beginning of the year	**2,81,24,900**	**281.25**	**2,46,26,766**	**246.27**	**2,46,26,766**	**246.27**	**2,46,26,766**	**246.27**	**58,82,254**	**58.82**
Shares issued during the year	-	-	34,98,134	34.98	34,98,134	34.98	-	-	1,87,44,512	187.45
Conversion of CCPS into Equity shares	2,81,24,900	281.25	-	-						
Issued, subscribed and fully paid up shares outstanding at the end of the year	**-**	**-**	**2,81,24,900**	**281.25**	**2,81,24,900**	**281.25**	**2,46,26,766**	**246.27**	**2,46,26,766**	**246.27**

Note:
During the period covered under this restated financial statements, Series B Compulsory convertible preference shares have been issued to Kiran Pallavi Investments LLC at premium.

The terms of issue and redemption of shares are as follows:		
Coupon rate:		0.01% per annum
Conversion Ratio:		1:1
Conversion condition:		Convertible at any time at the option of investor within 10 years from the date of allotment of such preference shares.

b) List of shares holders who are holding more than 5 % preference shares of the company

Name of Shareholder	As at 31-12-2020		As at 31-12-2019		As at 31-03-2020		As at 31-03-2019		As at 31-03-2018 (Profoma)	
	No. of shares	% of shareholding	No. of shares	% of shareholding	No. of Shares	% of shareholding	No. of Shares	% of shareholding	No. of Shares	% of shareholding
Kiran Pallavi Investments LLC**	-	-	2,81,24,900	100	2,81,24,900	100	2,46,26,766	100	2,46,26,766	100

Sr No	Date of allotment	Number of CCPS issued	Date of maturity
1	24.10.2019	6,99,626	23.10.2029
2	30.09.2019	27,98,508	29.09.2029
3	13.03.2018	15,99,147	12.03.2028
4	06.03.2018	15,99,147	05.03.2028
5	24.02.2018	33,61,342	23.02.2028
6	10.02.2018	16,80,673	09.02.2028
7	26.12.2017	16,80,673	25.12.2027
8	19.12.2017	8,40,337	18.12.2027
9	23.11.2017	8,40,337	22.11.2027
10	08.11.2017	16,80,673	07.11.2027
11	10.08.2017	12,60,504	09.08.2027
12	06.07.2017	12,60,504	05.07.2027
13	16.06.2017	5,88,235	15.06.2027
14	05.05.2017	11,76,470	04.05.2027
15	11.04.2017	11,76,470	10.04.2027
16	07.02.2017	11,76,470	06.02.2027
17	25.01.2017	11,76,471	24.01.2027
18	10.01.2017	11,76,482	09.01.2027
19	12.12.2016	11,76,460	11.12.2026
20	19.11.2016	11,76,371	18.11.2026

**On 10th October, 2020, 2,81,24,900 Compulsory Convertible Preference Shares have been converted into 2,81,24,900 equity shares of Rs. 10/- each fully paid at the ratio of 1:1.

c) Rights, Preferences and restrictions attached to Preference Shares
The Company has issued one class of preference shares having face value of Rs 10 each and the holder of the preference share is entitled to one vote per share. Such shares are cumulative shares, holder of preference share is entitled to received cumulative dividend before it is distributed amongst equity share holders by the Company. In the event of liquidation of the Company, the holders of preference shares will be entitled to have first preference in the assets of the Company in proportion to the number of equity shares held than equity share holders.

Nature and purpose of reserves:
Securities Premium
Securities Premium reserve is created due to premium on issue of shares. These reserve are utilized in accordance with provision of the Companies Act, 2013.

General reserve
Under the erstwhile Companies Act, 1956, a general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid up capital of the Company for that year, then the total dividend distribution is less than the total distributable reserve for that year.

Consequent to introduction of Companies Act, 2013, the requirement of mandatory transfer of a specified percentage of the net profit to general reserves has been withdrawn and the Company can optionally transfer any amount from the Surplus of profit or loss to the General Reserve.

15 Non-Current Liabilities: Financial liabilities-Borrowings

Amount in millions

Particulars	Notes	As at 31-12-2020	As at 31-12-2019	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018 (Profoma)
Secured at Amortised cost;						
Term loan from Banks*	**Note A**	1,509.43	1,112.01	981.25	668.12	1,197.27
Term loan from Other Companies	**Note A**	1,599.57	1,298.02	1,505.79	1,534.64	1,480.90
Car Loan from Bank	**Note A**	7.01	-	-	-	-
Non Convertible Debentures	**Note B**	-	-	160.00	-	-
Unsecured:						
From Shareholders - Kiran Pallavi Investments LLC		2,046.05	2,494.65	2,595.31	2,420.25	-
					-	
Total		**5,162.06**	**4,904.69**	**5,242.35**	**4,623.02**	**2,678.17**

*Term loan from banks includes prepaid finance charges of Rs. 9.73 million (December 31, 2019 - 3.34 million , March 31, 2020 - 11.04 milion, March 31, 2019 - 5.61 million, March 31, 2018 - 5.82 million).

Note A:

As per IND AS 109 "Financial Instruments" and IND AS 113 "Fair Value Measurements", term loans taken from banks are financial instruments and accordingly the processing fee paid on bank loans is to be valued at fair valuation and recognised as "Term loan deferred processing fee" which is amortised as "Deferred interest expense" over the period of term loan using effective interest rate for each bank loan taken during the year.

Terms of Security of Non current borrowings and Current Borrowings

Sr. No.	Short Particulars of the Security Charged
1	Hypothecation charge on all the Current Assets of the Borrower situated at Plot Nos.268/1,8109,8110,8111,8104, 2425 & 701 of GIDC Industrial Estate,Sachin GIDC,Surat & Plot No. 905/1, 907/3, 907/4 of GIDC Industrial Estate, Jhagadia GIDC, Bharuch or wherever else shall secure the Working Capital facilities sanctioned by SCB Consortium on first pari-passu charge basis and Term Loan Facilities sanctioned by SCB Consortium on second pari passu charge basis and
2	Hypothecation charge on all the Movable Fixed Asset of the Borrower situated at Plot Nos.268/1,8109,8110,8111,8104, 2425 & 701 of GIDC Industrial Estate,Sachin GIDC,Surat & Plot No. 905/1, 907/3, 907/4 of GIDC Industrial Estate, Jhagadia GIDC, Bharuch or wherever else shall secure the Term Loan Facilities sanctioned by SCB Consortium on first pari-passu charge basis and Working Capital Facilities sanctioned by SCB Consortium on second pari passu charge basis and
3	1. Immovable properties of the company at Industrial Plot No.701, admeasuring 2790 Sq. Meters at GIDC, Sachin, Surat. 2. Immovable properties of the company at Industrial Plot No.8109, admeasuring 3000 Sq. Meters at GIDC, Sachin, Surat. 3. Immovable properties of the company at Industrial Plot No.8110, admeasuring 3000 Sq. Meters at GIDC, Sachin, Surat. 4. Immovable properties of the company at Industrial Plot No.8111, admeasuring 3000 Sq. Meters at GIDC, Sachin, Surat 5. Immovable properties of the company at Industrial Plot No.8104, admeasuring 8550.38 Sq. Meters at GIDC, Sachin, Surat 6. Immovable properties of the company at Industrial Plot No.907/3, admeasuring 27178.98 Sq. Meters at Jhagadia Industrial Estate, Village-Talodara, Taluka-Jhagadia, Dist- Bharuch 7. Immovable properties of company at Industrial PlotNo.268/1, admeasuring 2550.00 Sq. Meters at Sachin Industrial Area, GIDC, Village-Gabheni, Taluka: Choryasi, Dist & City- Surat 8. Immovable properties of the company at Industrial Plot No.907/4, admeasuring 26,816.86 Sq. Meters at Jhagadia Industrial Estate, Village-Talodara, Taluka-Jhagadia, Dist- Bharuch 9. Immovable properties of the company at Industrial Plot No.905/1, admeasuring 81,494.02 Sq. Meters at Jhagadia Industrial Estate, Village-Dadheda, Taluka-Jhagadia, Dist- Bharuch 10. Immovable properties of company at Industrial PlotNo.2425, admeasuring 2550.00 Sq. Meters at Sachin Industrial Area, GIDC, Village-Gabheni, Taluka: Choryasi, Dist & City- Surat
4	Car loan is secured against hypothecation of specific car

Name of the Lender	Interest	Nature of the facility	Terms of Repayment
Term Loan from Banks			
ICICI Bank	9.95%	Term Loan Facility	Monthly
Standard Chartered Bank (ECB-3)	Libor + 3.25%	External Commercial Borrowing	Quarterly
Standard Chartered Bank (ECB-4)	Libor + 2.00 %	External Commercial Borrowing	Quarterly
Yes Bank	10.80%	Term Loan Facility	Monthly
Yes Bank	11.25%	Term Loan Facility	Monthly
Yes Bank	8.55%	Term Loan Facility under GECL	Monthly
DBS Bank	6.25%	Term Loan Facility	Quarterly
DCB Bank Limited	Libor + 3.25%	Foreign Currency Term Loan	Monthly
State Bank of India	11.90%	Term Loan Facility	Quarterly
Axis Bank Limited	10.25%	Term Loan Facility	Monthly
Bank of India	Libor + 1.75%	Pre Shipment Credit in Foreign Currency	Monthly (Interest)
Bank of India	9.90%	Cash Credit Facility (Interchangeable)	Monthly (Interest)
Standard Chartered Bank	Libor + 2.50%	Pre Shipment Credit in Foreign Currency	Monthly (Interest)
Yes Bank Limited	Libor + 3.00%	Pre Shipment Credit in Foreign Currency	Monthly (Interest)
DBS Bank Limited	Libor + 1.75%	Pre Shipment Credit in Foreign Currency	Monthly (Interest)
DBS Bank Limited	9.50%	Export Packing Credit	Monthly (Interest)
ICICI Bank Limited	Libor + 2.00%	Pre Shipment Credit in Foreign Currency	Monthly (Interest)
Federal Bank Limited	2.50%	Pre Shipment Credit in Foreign Currency	Monthly (Interest)
Axis Bank Limited	Libor + 1.75%	Pre Shipment Credit in Foreign Currency	Monthly (Interest)
Term Loan from Other Companies			
Bajaj Finance Limited	10.15%	Term Loan Facility	Quarterly
Bajaj Finance Limited	8.50%	Term Loan Facility under GECL	Monthly
Avendus Finance Private Limited	15.00%	Term Loan Facility	Monthly
Aditya Birla Finance Limited	11.10%	Term Loan Facility	Monthly
Aditya Birla Finance Limited	11.35%	Term Loan Facility	Monthly
Aditya Birla Finance Limited	11.10%	Term Loan Facility	Monthly
Aditya Birla Finance Limited	11.00%	Term Loan Facility	Monthly
Aditya Birla Finance Limited	10.75%	Term Loan Facility under GECL	Monthly

Note B:

During the previous Financial Year, the company via Board Resolution dated March 16, 2020 approved to issue 200 Non Convertible Debentures bearing face value of INR 10,00,000 each, interest rate 15% pa to be issued in one or more series in Demat form by way of private placement to Avendus Structured Credit Fund -I. Accordingly, INR 160 Million was received from Avendus Structured Credit Fund -I. The terms of repayment and security against which the debentures are secured are mentioned below:

Terms of Repayment:	Repayment within 60 months from deemed date of allotment in 37 monthly installments after expiry of principal moratorium of 24 months from the deemed date of allotment.
Pincipal terms of assets charged as security	First ranking pari passu charge and mortgage to be shared with consortium bank lenders of the Company on immovable assets and movable fixed assets of the Company, present and future.
	Second ranking pari passu charge to be shared with consortium bank lenders of the Company on current assets of the Company, present and future.
	Corporate gaurantee of the corporate guarantor, viz, Rehash Industrial and Resins Chemicals Private Limited
	Unconditional and irrevocable personal gaurantees of the personal guarantors viz Mr Anand Desai, Mrs Mona Desai and Mr Milan Thakkar
	Demand Promissory note and letter of continuity
	Post-dated cheques towards interest payments and undated cheques for principal repayments under the debentures
	Such other security as mutually agreed between the company and Avendus Finance Private Limited for further securing the debentures
Debenture Trustee	Vistra ITCL (India) Limited

16 Non Current liabilities: Other financial liabilities

Particulars	**Notes**	**As at 31-12-2020**	**As at 31-12-2019**	**As at 31-03-2020**	**As at 31-03-2019**	**As at 31-03-2018 (Profoma)**
Lease Liabilities	**Note 3**	332.44	-	329.61	-	-
Total		**332.44**	-	329.61	-	-

17 Current Liabilities: Financial Liabilities - Borrowings

Particulars	**Notes**	**As at 31-12-2020**	**As at 31-12-2019**	**As at 31-03-2020**	**As at 31-03-2019**	**As at 31-03-2018 (Profoma)**
Secured - At Amortised cost;						
Working Capital Loans from Banks	**Note 15 (A)**	1,863.89	1,922.86	2,365.59	1,538.82	1,122.40
Unsecured						
Others		5.52	5.52	5.52	5.29	107.37
Total		**1,869.41**	**1,928.39**	**2,371.12**	**1,544.10**	**1,229.77**

Refer Note 15 (A) for terms of security, interest rates and repayment schedule.

18 Current Liabilities: Financial Liabilities - Trade Payables

Particulars	**Notes**	**As at 31-12-2020**	**As at 31-12-2019**	**As at 31-03-2020**	**As at 31-03-2019**	**As at 31-03-2018 (Profoma)**
Due to Micro and Small Enterprises	**Note C**					
For Goods	-	-	-	-	-	-
For Expenses & services	-	-	-	-	2.24	0.19
		-	-	-	**2.24**	**0.19**
Due to other than Micro and Small Enterprises						
For Goods	-	1,016.38	1,079.63	965.53	517.20	517.50
For Expenses & services	-	351.16	325.60	335.98	218.59	103.16
		1,367.54	**1,405.23**	**1,301.51**	**735.78**	**620.66**
Total		**1,367.54**	**1,405.23**	**1,301.51**	**738.02**	**620.85**

Note C:

Due to Micro and Small enterprises- As per Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act)

This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

Particulars	**Notes**	**As at 31-12-2020**	**As at 31-12-2019**	**As at 31-03-2020**	**As at 31-03-2019**	**As at 31-03-2018 (Profoma)**
Principal amount remaining unpaid to any supplier as at the end of the year	-	-	-	-	2.24	0.19
Amount of interest due remaining unpaid to any supplier as at the end of the year	-	-	-	-	-	-
Amount of interest paid under MSMED Act, 2006 along with the amount of the payment made to the suppliers beyond the appointed day during the year	-	-	-	-	-	-
Amount of interest due and payable for the period of delay in making payment (where the principal has been paid but interest under MSMED Act, 2006 not paid)	-	-	-	-	-	-
Amount of interest accrued and remaining unpaid at the end of year	-	-	-	-	-	-
Amount of further interest remaining due and payable even in the succeeding year	-	-	-	-	-	-

19 Current Liabilities: Financial Liabilities - Current Maturities of Long Term Borrowings

Particulars	**Notes**	**As at 31-12-2020**	**As at 31-12-2019**	**As at 31-03-2020**	**As at 31-03-2019**	**As at 31-03-2018 (Profoma)**
Secured:						
Term loan from Banks	**Note 15 (A)**	589.19	270.72	276.20	350.31	361.83
Term loan from Other Companies	**Note 15 (A)**	284.70	223.86	237.56	180.06	79.20
Car loan from Bank	**Note 15 (A)**	2.98	-			
Unsecured						
From Shareholders - Kiran Pallavi Investments LLC		511.40	-	52.97	-	-
Total		**1,388.28**	**494.58**	**566.72**	**530.37**	**441.03**

Refer Note 15 (A) for terms of security, interest rates and repayment schedule.

20 Current liabilities: Other financial liabilities

Particulars	Notes	As at 31-12-2020	As at 31-12-2019	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018 (Profoma)
TDS payable	-	10.17	8.50	19.23	7.76	7.70
GST payable	-	-	-	-	2.56	-
Lease Liabilities	-	33.49	-	43.24	-	-
Forward / Swap contract payable	**Note D**	14.21	11.68	19.30	-	-
Interest accrued and due to banks	-	13.50	9.67	14.75	4.90	-
Other Payables		0.09	0.09	0.09	0.27	0.27
Advance from Customers						
Total		**71.45**	**29.94**	**96.60**	**15.50**	**7.98**

Note D:
The losses on cash flow hedge contracts relates to existing contract with Standard Chartered Bank.

21 Current Liabilities- Provisions

Particulars	Notes	As at 31-12-2020	As at 31-12-2019	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018 (Profoma)
Provision for Employee Benefits:						
Salary & Reimbursements	-	30.88	22.74	1.52	19.74	14.33
Contribution to PF/ESI/PT	-	3.30	2.57	2.70	2.11	1.69
Employee Group Gratuity Scheme Fund (Net)		13.63	-			
Other Provisions	-	2.28	1.37	3.69	3.38	19.24
Total		**50.08**	**26.68**	**7.91**	**25.22**	**35.25**

22 Other Current Liabilities

Particulars	Notes	As at 31-12-2020	As at 31-12-2019	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018 (Profoma)
Creditor for Capital Goods	-	364.57	586.32	528.72	530.80	305.88
Total		**364.57**	**586.32**	**528.72**	**530.80**	**305.88**

23 Current Tax Liabilities (Net)

Particulars	Notes	As at 31-12-2020	As at 31-12-2019	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018 (Profoma)
Provision for Income Tax (Net of Advance tax of INR 35.00 Million, December 31, 2019 - 57.50 Million, March 31, 2020 - Rs 57.50 Million, March 31, 2019 - Rs 11.00 Million, March 31, 2018- Rs 65.00 Million)	-	82.05	38.11	67.22	10.03	15.03
Total		**82.05**	**38.11**	**67.22**	**10.03**	**15.03**

Reconciliation of Income Tax Provision provided for the current financial year:	Notes	For the period ended 31-12-2020	For the period ended 31-12-2019	FY 2019-2020	FY 2018-2019	FY 2017-18 (Profoma)
Income tax recognised in statement of Profit and loss	-					
Current tax	-	**119.21**	**99.73**	**129.16**	**119.95**	**82.44**
Deferred Tax		**67.41**	**23.85**	**54.80**	**35.13**	**11.78**
Short Provision of Tax Expenses of earlier year(s)		**0.06**	-	-	-	**0.01**
[A] Profit before tax during the year	-	**667.62**	**551.62**	**713.71**	**657.17**	**497.66**
Rate of taxation	-	17.47%	17.47%	17.47%	18.25%	16.77%
Computed Tax expense	-	116.65	96.38	124.70	119.93	83.46
Tax effect of :						
Gain/(loss) on remeasurements of the defined benefits plan	-	3.06	0.31	(1.08)	0.10	(2.40)
Effective portion of gain/(loss) on hedging instruments in a cash flow hedge	-	(0.89)	3.41	4.74	(0.17)	-
Other Adjustment		0.47	(0.37)	0.80	0.09	1.40
Amount of Tax Provision on [A]	-	**119.29**	**99.73**	**129.16**	**119.95**	**82.46**
Incremental / (Reversal) of Deferred Tax liability on account of						
Property Plant and Equipment	-	67.40	23.85	54.80	35.13	11.78
Deferred Tax provision (B)	-	**67.40**	**23.85**	**54.80**	**35.13**	**11.78**
Total Income tax expenses recognised in statement of Profit and loss(A + B + C)	-	**186.69**	**123.58**	**183.96**	**155.08**	**94.24**
Effective Tax Rate	-	**27.96%**	**22.40%**	**25.78%**	**23.60%**	**18.94%**

24 Revenue from Operations

Amount in millions

Particulars	Notes	For 31 December, 2020	For 31 December, 2019	2019-20	2018-19	2017-18 (Profoma)
Revenue from - Sale of products:						
Export sales	-	3,309.50	2,588.09	3,599.22	3,010.58	2,036.64
Domestic sales	-	2,045.50	1,129.81	1,654.19	2,004.39	1,377.62
SEZ Supply	-	37.20	0.18	35.39	-	-
Total		**5,392.20**	**3,718.07**	**5,288.80**	**5,014.97**	**3,414.26**

25 Other Income

Amount in millions

Particulars	Notes	For 31 December, 2020	For 31 December, 2019	2019-20	2018-19	2017-18 (Profoma)
Interest Income	-	13.68	12.35	35.59	41.11	10.37
Other Financials Assets measured at amortised cost						
Interest Income on lease deposits	**Note 3**	1.95	-	2.32	-	-
Interest Income on staff loans	-	2.02	1.18	0.65	3.72	-
Exchange Gain /(Loss) resultant from the transaction /translation	-	100.00	(66.94)	(56.77)	9.49	13.44
Penalty/ damages recovered	-	30.13	0.12	6.10	4.29	0.51
Excise-Duty Drawback Income	-	34.21	32.68	41.72	28.82	20.67
Export Benefit (Incentive)	-	51.09	50.25	70.42	79.97	32.27
Discount Received	-	-	-	0.17	3.51	0.43
Income from Liquid Fund	-	-	-	-	19.66	-
Income on Debenture	-	-	-	-	4.60	-
Insurance claims received	-	8.09	1.87	1.87	-	-
Net gain/(loss) on sale of Investments	-	0.01	-	-	-	-
Net gain/(loss) on sale of property, plant and equipment	-	(1.75)	(4.67)	3.00	(0.51)	(0.14)
Total		**239.42**	**26.85**	**105.07**	**194.64**	**77.56**

Amount in millions

26

Particulars	Notes	For 31 December, 2020	For 31 December, 2019	2019-20	2018-19	2017-18 (Profoma)
Cost of Materials Consumed						
Opening stock of material	-	703.39	543.46	543.46	401.11	192.12
Add: Purchases during the year	-	3,379.63	2,296.05	3,116.30	2,693.37	2,161.42
		4,083.01	2,839.51	3,659.76	3,094.48	2,353.54
Less: Closing stock of material	-	943.58	779.12	703.39	543.46	401.11
		3,139.43	**2,060.39**	**2,956.37**	**2,551.02**	**1,952.43**
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade						
Opening stock:						
Finished goods	-	886.97	469.99	469.99	392.36	218.18
Work-in-progress	-	1,328.31	889.07	889.07	902.71	597.54
Less: Closing stock:						
Finished goods	-	987.75	650.73	886.97	469.99	392.36
Work-in-progress	-	2,190.38	1,344.96	1,328.31	889.07	902.71
		(962.85)	**(636.62)**	**(856.22)**	**(63.99)**	**(479.35)**
Total		**2,176.59**	**1,423.77**	**2,100.15**	**2,487.03**	**1,473.07**

27 Employee Benefits Expense

Amount in millions

Particulars	Notes	For 31 December, 2020	For 31 December, 2019	2019-20	2018-19	2017-18 (Profoma)
Salaries and wages	-	163.55	115.67	160.59	150.15	117.19
Bonus	-	19.46	22.25	30.05	17.39	17.13
Contribution to and provision for:						
Provident and other funds	-	7.63	5.87	8.01	5.29	10.22
Retirement benefit (including contribution to Group Gratuity)	-	6.05	4.29	6.96	5.91	5.11
Employees Compensation Account	-	1.26	-			
Staff welfare expenses	-	6.06	4.18	3.94	7.19	9.53
				-	-	-
Total		**204.01**	**152.27**	**209.54**	**185.93**	**159.18**

28 Finance Costs

Amount in millions

Particulars	Notes	For 31 December, 2020	For 31 December, 2019	2019-20	2018-19	2017-18 (Profoma)
Interest Expenses*	**Note A**	409.30	262.97	365.35	149.02	113.30
Other Borrowing Costs	-	41.98	21.97	34.59	22.63	20.37
Applicable loss on foreign currency transactions and translation	-	44.98	36.32	53.25	71.89	5.91
Total		**496.25**	**321.26**	**453.20**	**243.54**	**139.58**

*Net of interest capitalised Rs. 48.66 million (December 31, 2019 -Rs. 97.97 million, March 31, 2020 Rs. 124.34 million, March 31, 2019 Rs 275.89 million, March 31, 2018 - Rs 194.16 million).

Note A:
As per IND AS 109 "Financial Instruments" and IND AS 113 "Fair Value Measurements", term loans taken from banks are financial instruments and accordingly the processing fee paid on bank loans is to be valued at fair valuati processing fee" which is amortised as "Deferred interest expense" over the period of term loan using effective interest rate for each bank loan taken during the reporting periods.

29 Other Expenses

Amount in millions

Particulars	Notes	For 31 December, 2020	For 31 December, 2019	2019-20	2018-19	2017-18 (Profoma)
(A) Manufacturing Expenses	-			-	-	-
Job Work Charges	-	392.94	264.43	389.17	301.22	215.74
Utility Charges	-	525.67	343.65	502.56	358.39	291.05
Consumption - Stores and Spares	-	41.17	59.69	72.93	90.69	29.27
Consumption - Packing Materials	-	46.86	31.55	45.71	42.04	10.90
Pollution expenses	-	148.13	83.78	119.66	106.60	58.72
Laboratory expenses	-	9.10	8.61	13.31	10.08	10.85
Factory Expenses	-	61.13	46.08	61.57	53.34	53.18
Lease Rent expenses	**Note 3**	0.72	-	0.39	-	-
Insurance machinery, factory, etc.	-	2.04	0.19	0.19	0.84	0.77
Other Manufacturing Expenses	-	178.90	74.74	97.99	81.61	56.48
Total (A)		**1,406.67**	**912.72**	**1,303.48**	**1,044.82**	**726.96**
(B) Administrative Expenses						
Legal & professional charges	-	24.97	12.59	45.77	47.82	34.18
Director remuneration	-	19.71	19.71	26.28	26.40	17.28
Director sitting fees	-	0.98	-	-	-	-
Employee advances written off	-	7.47	-	-	-	-
Insurance expenses	-	8.99	1.59	34.19	8.36	10.05
Rent, rates, taxes & duties	-	35.21	12.81	10.56	14.01	6.79
Repairs and Maintenance	-	10.82	9.03	16.30	8.00	7.01
Indirect taxes expenses	-	-	-	3.64	0.02	2.57
Security charges	-	16.28	8.52	13.81	10.15	7.91
Donation	-	16.59	3.46	3.06	3.82	3.36
CSR expenditure	-	2.05	2.50	5.97	1.03	4.00
Audit fees	-	1.33	1.31	1.77	1.17	0.87
Other Administrative Expenses	-	65.17	61.21	53.82	38.48	35.61
Total (B)		**209.55**	**132.74**	**215.18**	**159.27**	**129.62**
Selling and Distribution Expenses						
Bad debts written off	-	-	-	10.36	-	-
Commission and Brokerage	-	13.73	6.05	6.47	12.26	1.08
Packing expense	-	0.01	0.34	0.37	2.94	22.46
Insurance on sales (including Export)	-	3.12	2.52	5.11	6.00	4.31
Clearing & forwarding charges	-	60.64	35.42	49.93	70.58	83.53
Advertisement, business promotion and Seminar expenses	-	10.28	25.84	34.05	30.98	16.52
Total (C)	-	**87.77**	**70.17**	**106.29**	**122.76**	**127.90**
Grand Total (A + B + C)		**1,703.99**	**1,115.64**	**1,624.96**	**1,326.85**	**984.49**

29.1 Corporate Social Responsibilities:

Amount in millions

Particulars	Notes	For 31 December, 2020	For 31 December, 2019	2019-20	2018-19	2017-18 (Profoma)
Amount of CSR required to be spent as per Section 135 of Companies Act, 2013 read with Schedule VII	-	12.39	10.59	10.59	9.82	9.97
Amount of CSR spent during the year	-	**2.05**	**2.50**	**5.97**	**1.03**	**4.00**

Particulars	Notes	For 31 December, 2020	For 31 December, 2019	2019-20	2018-19	2017-18 (Profoma)
Health	-	-	-	2.27	1.03	4.00
Education	-	1.15	2.50	2.50	-	-
Environmental Protection	-	0.90	-	1.20	-	-
Total	-	**2.05**	**2.50**	**5.97**	**1.03**	**4.00**

30 Other Comprehensive Income/(Expense) (Net of Taxes)

Amount in millions

Particulars	For 31 December, 2020	For 31 December, 2019	2019-20	2018-19	2017-18 (Profoma)
Other Comprehensive Income which will not be reclassified to Profit and Loss					
Remeasurement of Defined Benefit Plan	(14.44)	(1.47)	5.12	(0.44)	(12.33)
Other Comprehensive Income which will be reclassified to Profit and Loss					
Effective portion of gain/(loss) on hedging instruments in a cash flow hedge	4.20	(16.10)	(22.38)	0.75	-

31 Contingent Liabilities and Commitments

Contingent Liabilities

The Company has issued Cumulative Compulsory Convertible Preference Shares carrying dividend at 0.01% per annum. Cumulative amount of dividend outstanding Rs. 79,050/- as on December 31, 2020 (Rs. 57,320/- as on December 31, 2019, Rs. 64,332/- as on March 31, 2020, Rs. 37,921/- as on March 31, 2019, Rs. 13,524/ - as on March 31, 2018).

Capital Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for as on December 31, 2020 is Rs. 371.66 million (December 31, 2019 Rs. 851.22 million, March 31, 2020 Rs. 154.43 million, March 31, 2019 Rs. 845.23 million, March 31, 2018 Rs. 428.30 million).

32 A Employee Benefits

Employee Gratuity fund scheme is for the purpose of the Defined Benefits. The Company is making annual contributions for gratuities funds administered by trustees and managed by insurer (LIC) for amounts notified by the insurer. The present value of obligation under such defined benefit plan is determined based on actuarial valuation report received from LIC and actuarial valuation reports.

The Company has paid premium under Staff Gratuity EGGS Scheme with the LIC. Accordingly, all the required disclosures are provided in the financial statements to the extent details available from actuarial valuation report and LIC gratuity valuation report respectively.

These plans typically expose the Group to actuarial risks such as: Investment risk, interest rate risk, longevity risk and salary risk.

Investment risk

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.

Interest risk

A fall in the discount rate which is linked to the G. Sec. Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

Salary risk:

The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

Concentration risk:

Plan is having a concentration risk as all the assets are invested with the insurance company and a default will wipe out all the assets. Although probability of this is very less as insurance companies have to follow regulatory guidelines.

I. Charge to the Statement of Profit and Loss based on Defined Contribution Plans

Amount in millions

Particulars	For 31 December, 2020	For 31 December, 2019	2019-20	2018-19	2017-18 (Profoma)
Employer's contribution to Provident Fund	11.70	8.46	10.08	6.79	7.44
Employer's contribution to ESI	1.77	1.59	2.13	2.56	2.33
Total	**13.47**	**10.05**	**12.21**	**9.35**	**9.76**

II. Disclosures for Defined Benefit Plans based on actuarial valuation reports:

A. Changes in present value Defined Benefit Obligation

Amount in millions

Particulars	Gratuity (Funded)				
	For 31 December, 2020	For 31 December, 2019	2019-20	2018-19	2017-18 (Profoma)
Present value of obligations as at beginning of year	57.86	54.14	54.14	45.91	26.64
Interest cost	3.15	2.94	4.06	3.44	2.13
Current Service Cost	5.63	4.40	6.53	4.98	2.98
Benefits Paid	(0.70)	(0.34)	(0.67)	(0.73)	(0.57)
Actuarial (gain)/ loss on obligations	16.96	1.58	(6.20)	0.54	14.73
Present value of obligations as at end of year	**82.89**	**62.73**	**57.86**	**54.14**	**45.91**

B. Changes in the Fair Value of Plan Assets

Amount in millions

Particulars	Gratuity (Funded)				
	For 31 December, 2020	For 31 December, 2019	2019-20	2018-19	2017-18 (Profoma)
Fair value of plan assets at beginning of year	66.87	61.93	61.93	51.88	40.92
Expected return on plan assets	3.64	3.37	4.90	4.08	3.25
Contributions	-	-	0.71	6.70	8.28
Benefits Paid	(0.70)	(0.34)	(0.67)	(0.73)	(0.57)
Actuarial gain/(loss) on Plan assets	(0.54)	(0.19)	-	-	-
Present value of obligations as at end of year	**69.27**	**64.76**	**66.87**	**61.93**	**51.88**

C. Amount recognized in the Balance Sheet

Amount in millions

Particulars	Gratuity (Funded)				
	As at 31-12-2020	As at 31-12-2019	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018 (Profoma)
Present Value of Defined Benefit Obligations as at end of the year	82.89	62.73	57.86	54.14	45.91
Fair Value of Plan Assets as at end of the year	69.27	64.76	66.87	61.93	51.88
Net Liability/(Asset) recognized in the Balance Sheet	**13.63**	**(2.04)**	**(9.01)**	**(7.79)**	**(5.97)**

D. Expenses recognized in the Statement of Profit and Loss

Amount in millions

Particulars	Gratuity (Funded)				
	For 31 December, 2020	**For 31 December, 2019**	**2019-20**	**2018-19**	**2017-18 (Profoma)**
Current Service Cost	5.63	4.40	6.53	4.98	2.98
Interest Cost	3.15	2.94	4.06	3.44	2.13
Expected return on Plan assets	(3.64)	(3.37)	(4.90)	(4.08)	(3.25)
Net Actuarial (Gain)/Loss	-	1.78	(6.20)	0.54	14.73
Present value of obligations as at end of year	**5.14**	**5.76**	**(0.51)**	**4.88**	**16.60**

E. Expenses recognized in the Other Comprehensive Income (OCI)

Amount in millions

Particulars	Gratuity (Funded)				
	For 31 December, 2020	**For 31 December, 2019**	**2019-20**	**2018-19**	**2017-18 (Profoma)**
Actuarial gain/(losses) on obligations	(16.96)	1.58	(6.20)	0.54	14.73
Actuarial gain/(losses) on plan assets	(0.54)	0.19	-	-	-
Net Income/(Expense) for the period recognized in OCI	**(17.50)**	**1.78**	**(6.20)**	**0.54**	**14.73**

F. Significant Actuarial Assumption

Amount in millions

Particulars	Gratuity (Funded)				
	For 31 December, 2020	**For 31 December, 2019**	**2019-20**	**2018-19**	**2017-18 (Profoma)**
Discount Rate (p.a.)	6.32%	7.20%	7.25%	7.50%	7.50%
Rate of escalation in salary (p.a.)	8.00%	7.00%	7.00%	7.00%	7.00%

32 B Share based Payment

a) Scheme details
Company has an Employee Stock Option Scheme under which the maximum quantum of options was granted at Rs. 225 (face value Rs. 10 each) with options to be vested from time to time on the basis of performance and other eligibility criteria.

Details of Employee Stock Option granted from 1st April, 2020 to 31st December, 2020 but not vested as on 31st December, 2020:

Financial Year (Year of Grant)	Number	Financial Year of Vesting	Exercise Price	Fair value at Grant Date
2020-21	13,12,795	2021-22 to 2023-24	225.00	190.26

Exercise period will expire not later than three years from the date of vesting of options or such other period as may be decided by the Human Resources, Nomination and Remuneration Committee.

b) Compensation expenses arising on account of the share based payments;

(` in Millions)

Particulars	For 31 December, 2020
Employees Compensation Account	1.26

c) Fair Value on the grant date

The fair value at grant date is determined using Black Scholes Model which takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

The model inputs for options granted during the period ended 31st December, 2020 included;

1 Weighted average exercise price Rs. 190.26
2 Grant date: 10th December, 2020
3 Vesting year: 2021-22 to 2023-24
4 Share price at grant date: Rs 190.26 per share as per Valuation report
5 Expected price volatility (Weighted Average) - 39.06%
6 Dividend is not factored separately.
7 Risk free interest rate: 5.11%

d) Movement in share option during the year:

Particulars	As of 31st December, 2020	
	Number of share options	**Weighted average exercise price**
Balance at the beginning of the year	-	-
Granted during the year	13,12,760	225.00
Forfeited during the year	-	-
Exercised during the year	-	-
Expired / Lapsed during the year	-	-
Balance at the end of the year	13,12,760	225.00

33 Related Party Disclosure

As per Ind AS 24, the disclosures of transactions with the related parties are given below:

I. List of related parties

A. Subsidiaries

The Subsidiary companies including step down subsidiaries:

Name of the Company	Principal place of business	Proportion of Ownership interest held as at December 31, 2020	Proportion of Ownership interest held as at December 31, 2019	Proportion of Ownership interest held as at March 31, 2018 till March 31,2020
Jainam Intermediates Pvt Ltd	Surat	100%	100%	100%
Radha Murari Petrofills Pvt. Ltd (Step down subsidiary)*	Surat	0%	100%	100%

*Radha Murari Petrofills Private Limited by virtue of the Scheme of arrangement in the nature of amalgamation has been merged with Jainam Intermediates Private Limited with effect from November 19, 2020 vide order passed by Hon'ble Regional Director (North-Western Region), Ahmedabad of Ministry of Corporate Affairs dated November 10, 2020 pursuant to provisions of Section 233 of Companies Act, 2013 and Rules framed thereunder, Appointed date being April 01, 2019.

A.1 Associate Company	Principal place of business	Proportion of Ownership interest held as at December 31, 2020	Proportion of Ownership interest held as at December 31, 2019	Proportion of Ownership interest held as at March 31, 2018 till March 31,2020
Tangent Science Private Limited (Associate Company of Jainam Intermediates Pvt. Ltd.) (w.e.f 16th August, 2020)	Ahmedabad	45%	0%	0%

A.2 Enterprise over which key management personnel is able to exercise significant influence;	Principal place of business	Proportion of Ownership interest held as at December 31, 2020	Proportion of Ownership interest held as at December 31, 2019	Proportion of Ownership interest held as at March 31, 2019 and March 31,2020	Proportion of Ownership interest held as at March 31,2018
Atharva Exochem Private Limited (Upto 26th September, 2020)*	Surat	0.00%	10.67%	10.67%	33.00%

*W.e.f 26th September, 2020 Atharva Exochem Privtae Limited is not a part of group company as Anupam Rasayan India Limited ceased to hold any ownership interest in Atharva Exochem Private Limited.

B. Key Management Personnel and Relatives of Key Management Personnel

Name	Designation
Anand Sureshbhai Desai	Managing Director
Afzal Harunbhai Malkani	Chief Financial Officer
Suchi S Agarwal	Company Secretary & Compliance Officer
Mona Anandbhai Desai	Vice Chairperson and Whole Time Director
Nilesh Madhusudan Naik (w.e.f 26th September, 2020)	Key Managerial Person-Technical Head
Anuj Hemantbhai Thakar (w.e.f 26th September, 2020)	Key Managerial Person-R&D (Process Development) Head
Ravi Ashwinbhai Desai (w.e.f 26th September, 2020)	Key Managerial Person-Sales Head
Ramsarup Khurana (w.e.f 30th November, 2020)	Relative of Key Management Personnel (Administrative Head of the Company)
Gaurav Khurana (w.e.f 04th December, 2020)	Relative of Key Management Personnel (Unit in charge of Unit 3 and Unit 4)

C. Entity in which directors are substantially interested

Name	Relationship
Rehash Industrial and Resins Chemicals Pvt. Ltd.	Entity in which directors are substantially interested
Kiran Pallavi Investments LLC (w.e.f 26th September, 2020)	Entity in which director is substantially interested

D. Non-Executive/Independent Directors

Name	Designation
Kiran Chhotubhai Patel	Chairperson and Director (Non-executive)
Milan Ramesh Thakkar	Director (Non-executive)
Vijay Kumar Batra	Independent Director
Vinesh Prabhakar Sadekar	Independent Director
Hetul Krishnakant Mehta	Independent Director
Dr Namrata Dharmendra Jariwala	Independent Director

II. Details of transactions with related parties

Amount in millions

Details of transactions	For the year/ period ended on				
	For 31 December, 2020	For 31 December, 2019	2019-20	2018-19	2017-18 (Profoma)
Jainam Intermediates Private Limited					
Purchase of Assets					
-Purchase of Land	-	-	-	105.60	-
Purchase of Goods					
-Purchase of goods	111.26	78.35	93.33	-	3.41
Rent expense	-	-	-	0.90	-
Kiran Pallavi Investments LLC (w.e.f 26th September, 2020)					
Interest Expenses	55.85	-	-	-	-

Compensation of Key Management Personnel and Relatives of Key Management Personnel

The remuneration of directors, other members and relatives of key managerial personnel during the year was as follows:

Amount in millions

Particulars	For 31 December, 2020	For 31 December, 2019	2019-20	2018-19	2017-18 (Profoma)
Short-term benefits					
Anand Sureshbhai Desai	9.86	9.86	13.14	13.14	8.64
Mona Anandbhai Desai	9.86	9.86	13.14	13.14	8.64
Afzal Harunbhai Malkani	10.50	16.20	19.20	7.80	5.40
Suchi S Agarwal	0.78	0.71	0.91	0.88	0.66
Nilesh Madhusudan Naik	12.60	-	-	-	-
Anuj Hemantbhai Thakar	6.30	-	-	-	-
Ravi Ashwinbhai Desai	2.63	-	-	-	-
Ramsarup Khurana	0.13	-	-	-	-
Gaurav Khurana	0.30	-	-	-	-
Total	**52.94**	**36.62**	**46.39**	**34.96**	**23.34**

3. Balances of related parties

Amount in millions

Account balances	Key Management Personnel's				
	As at 31-12-2020	As at 31-12-2019	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
Directors remuneration payable	1.39	4.18	-	-	-

Account balances	Jainam Intermediates Private Limited				
	As at 31-12-2020	As at 31-12-2019	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
Investments	0.10	0.10	0.10	0.10	0.10

Account balances	Atharva Exochem Private Limited				
	As at 31-12-2020	As at 31-12-2019	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
Investments	-	4.00	4.00	4.00	26.10

Account balances	Tangent Science Private Limited				
	As at 31-12-2020	As at 31-12-2019	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
Investments	0.22	-	-	-	-

Account balances	Kiran Pallavi Investments LLC (w.e.f 26th September, 2020)				
	As at 31-12-2020	As at 31-12-2019	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
Unsecured Loan from share holders (carrying interest rate 3% p.a. and repayable within seven year from the date of disbursement)	2,557.45	-	-	-	-
Interest Expenses Payable	6.18	-	-	-	

34 Earnings per share (EPS)

EPS is calculated by dividing the profit/(loss) attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. The earnings and weighted average numbers of equity shares used in calculating basic and diluted earnings per equity share are as follows:

Particulars	For 31 December, 2020	For 31 December, 2019	2019-20	2018-19	2017-18 (Profoma)
Profit/(loss) after tax (Rs in millions)	480.93	428.05	529.75	492.48	413.07
Weighted average number of equity shares for calculating Basic EPS (No.)	7,97,62,460	7,54,72,169	7,63,44,306	7,46,26,866	6,26,94,450
Weighted average number of equity shares for calculating Diluted EPS (No.)	7,97,62,460	7,54,72,169	7,63,44,306	7,46,26,866	6,26,94,450
Earnings per share - Basic attributable to Equity Shareholders (Rs.)	6.03	5.67	6.94	6.60	6.59
Earnings per share - Diluted attributable to Equity Shareholders (Rs.)	6.03	5.67	6.94	6.60	6.59
Face value per share (Rs)	10.00	10.00	10.00	10.00	10.00

35 Deferred Taxes

I. Deferred tax balances

Amount in millions

Particulars	As at 31-12-2020	As at 31-12-2019	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
Deferred tax liabilities (Net)	259.10	160.74	191.70	136.89	101.76
	259.10	**160.74**	**191.70**	**136.89**	**101.76**

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying value of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.

II. Deferred tax movement during the year ended:

Amount in millions

Particulars	For 31 December, 2020	For 31 December, 2019	2019-20	2018-19	2017-18 (Profoma)
Deferred Tax Asset/(Liability), at the beginning	(191.70)	(136.89)	(136.89)	(101.76)	(89.71)
Add : Deferred Tax Asset/(Liability) on timing differences					
(a) due to difference in depreciation & amortization	(594.09)	(457.84)	(381.32)	(179.63)	(90.46)
(b) due to timing difference of other items	(0.51)	(0.51)	(1.04)	(1.52)	(1.57)
	(594.59)	(458.34)	(382.36)	(181.14)	(92.03)
Tax credits available (MAT)	336.05	298.92	327.56	146.01	79.98
Net Deferred Tax Asset/(Liability), at the end	(259.10)	(160.74)	(191.70)	(136.89)	(101.76)
Provision for Deferred Tax Liability/(Asset)	67.40	23.85	54.80	35.13	11.78

Note:

Considering intensive capital investment since last several years and based on the estimate of future forecasts of capital investments, the Company is expected to have higher deductions of depreciation as per Income Tax as compared to depreciation as per Books of Accounts. Deferred Tax is effectively considered not to be neutralized in foreseeable future and hence as per the policy of the Company, deferred tax is recognised at 75% of its effective value.

36 Fair Value Measurement

I. Financial Instruments by category (net of ECL provision) *Amount in millions*

Particulars	Carrying Amount	As at 31-12-2020		
		FVTPL	FVTOCI	Amortized Cost
Financial Assets				
Investments*	0.22	0.22	-	-
Loans	287.97	-	-	287.97
Cash & Bank balances	780.31	-	-	780.31
Trade Receivables	1,414.20	-	-	1,414.20
Other Financial Assets	266.43	-	-	266.43
	2,749.13	**0.22**	**-**	**2,748.92**
Financial Liabilities				
Borrowings	8,419.75	-	-	8,414.23
Trade payables	1,367.54	-	-	1,367.54
Other financial liabilities	403.89	-	14.21	395.20
	10,191.18	**-**	**14.21**	**10,176.97**

* Exclude investment in other company Rs. Nil measured at cost.

Particulars	Carrying Amount	As at 31-12-2019		
		FVTPL	FVTOCI	Amortized Cost
Financial Assets				
Investments*	-	-	-	-
Loans	242.26	-	-	242.26
Cash & Bank balances	143.06	-	-	143.06
Trade Receivables	1,060.72	-	-	1,060.72
Other Financial Assets	113.35	-	-	113.35
	1,559.39	**-**	**-**	**1,559.39**
Financial Liabilities				
Borrowings	7,327.65	-	-	7,322.13
Trade payables	1,405.23	-	-	1,405.23
Other financial liabilities	29.94	-	11.68	23.78
	8,762.83	**-**	**11.68**	**8,751.14**

* Exclude investment in other company Rs. 4 million measured at cost.

Particulars	Carrying Amount	As at 31-03-2020		
		FVTPL	FVTOCI	Amortized Cost
Financial Assets				
Investments*	-	-	-	-
Loans	251.67	-	-	251.67
Cash & Bank balances	268.30	-	-	268.30
Trade Receivables	1,294.94	-	-	1,294.94
Other Financial Assets	188.49	-	-	188.49
	2,003.41	**-**	**-**	**2,003.41**
Financial Liabilities				
Borrowings (including current maturities of Long term borrowings)	8,180.19	-	-	8,180.19
Trade payables	1,301.51	-	-	1,301.51
Other financial liabilities	426.21	-	19.30	406.92
	9,907.91	**-**	**19.30**	**9,888.62**

* Exclude investment in other company Rs. 4 million measured at cost.

Particulars	Carrying Amount	As at 31-03-2019		
		FVTPL	FVTOCI	Amortized Cost
Financial Assets				
Investments*	-	-	-	-
Loans	213.93	-	-	213.93
Cash & Bank balances	70.64	-	-	70.64
Trade receivables	1,205.93	-	-	1,205.93
Other financial assets	188.85	-	0.92	187.93
	1,679.34	**-**	**0.92**	**1,678.42**
Financial Liabilities				
Borrowings (including current maturities of Long term borrowings)	6,697.49	-	-	6,697.49
Trade payables	738.02	-	-	738.02
Other financial liabilities	15.50	-	-	15.50
	7,451.01	**-**	**-**	**7,451.01**

* Exclude investment in other company Rs. 4 million measured at cost.

Particulars	Carrying Amount	As at 31-03-2018 (Profoma)		
		FVTPL	FVTOCI	Amortized Cost
Financial Assets				
Investments*	-	-	-	-
Loans	163.83	-	-	163.83
Cash & Bank balances	90.81	-	-	90.81
Trade receivables	883.92	-	-	883.92
Other financial assets	86.37	-	-	86.37
	1,224.94	**-**	**-**	**1,224.94**
Financial Liabilities				
Borrowings (including current maturities of Long term borrowings)	4,348.97	-	-	4,348.97
Trade payables	620.85	-	-	620.85
Other financial liabilities	7.98	-	-	7.98
	4,977.80	**-**	**-**	**4,977.80**

* Exclude investment in other company Rs. 26.10 million measured at cost.

II. Fair value of hierarchy and method of valuation

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are a) recognized and measured at fair value, and b) measured at amortized cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the accounting standard.

Financial instrument	Carrying Amount	As at 31-12-2020		
		Level 1	Level 2	Level 3
Financial Assets				
Investments	0.22	-	-	0.22
Financial Liabilities				
Other financial liabilities	14.21	-	14.21	-

Financial instrument	Carrying Amount	As at 31-12-2019		
		Level 1	Level 2	Level 3
Financial Assets				
Investments	-	-	-	-
Financial Liabilities				
Other financial liabilities	11.68	-	11.68	-

Financial instrument	Carrying Amount	As at 31-03-2020		
		Level 1	Level 2	Level 3
Financial Assets				
Investments	-	-	-	-
Financial Liabilities				
Other financial liabilities	19.30	-	19.30	-

Financial instrument	Carrying Amount	As at 31-03-2019		
		Level 1	Level 2	Level 3
Financial Assets				
Investments	-	-	-	-
Other financial assets	0.92	-	0.92	-
Financial Liabilities				
Other financial liabilities	-	-	-	-

Financial instrument	Carrying Amount	As at 31-03-2018 (Profoma)		
		Level 1	Level 2	Level 3
Financial Assets				
Investments	-	-	-	-
Other financial assets	-	-	-	-
Financial Liabilities				
Other financial liabilities	-	-	-	-

Except for those financial instruments for which the carrying amounts are mentioned in the above table, the Company considers that the carrying amounts recognized in the financial statements approximate their fair values.

For financial assets that are recognized at fair value, the carrying amounts are equal to the fair values.

Level 1 : Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2 : The fair value of the financial instruments that are not traded in active market is determined using valuation techniques which maximize the use of observable market data and rely on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more significant inputs is not based on observable market data, the instrument is included in level 3.

Valuation techniques used to determine the fair values:
The fair value of the forward exchange contract is determined using forward exchange rate at the balance sheet date. The fair value of cross currency interest rate swap is calculated as the present value of future cash flow based on available foreign exchange rates.

Reconciliation of fair value measurement of the investment categorised at level 3:

Financial instrument	**As at 31-12-2020**		**As at 31-12-2019**		**As at 31-03-2020**	
	At FVTPL	**At FVTOCI**	**At FVTPL**	**At FVTOCI**	**At FVTPL**	**At FVTOCI**
Opening Balance	**-**	**(14.83)**	-	**2.43**	-	**2.43**
Addition during the year	-	-	-	-	-	**(24.16)**
Sale/reduction during the year	-	(10.24)	-	17.56	-	**(6.90)**
Gain/(Loss)	-	-	-	6.90	-	-
Closing Balance	**-**	**(25.07)**	**-**	**(15.13)**	**-**	**(14.83)**
		Other comprehensive		Other comprehensive		Other comprehensive
Line in which gain/(Loss) is recognised	-	Income which will be	-	Income which will be	-	Income which will be
	-	classified to Profit or	-	classified to Profit or	-	classified to Profit or
		Loss		Loss		Loss

Financial instrument	**As at 31-03-2019**		**As at 31-03-2018 (Profoma)**	
	At FVTPL	**At FVTOCI**	**At FVTPL**	**At FVTOCI**
Opening Balance	**-**	**2.12**	-	**14.45**
Addition during the year	-	**0.31**	-	**(12.33)**
Sale/reduction during the year	-	-	-	-
Gain/(Loss)	-	-	-	-
Closing Balance	**-**	**2.43**	-	**2.12**
		Other comprehensive		Other comprehensive
Line in which gain/(Loss) is recognised	-	Income which will be	-	Income which will be
	-	classified to Profit or	-	classified to Profit or
		Loss		Loss

37 Risk management
The Company's activities expose it to market risk, liquidity risk and credit risk.

A. Liquidity risk
Liquidity risk refers to insufficiency of funds to meet the financial obligations. Liquidity risk management implies maintenance of sufficient cash and the availability of funding through an adequate amount of committed credit lines to meet obligations when due.

The Company has access to undrawn borrowing facilities at the end of each reporting period.

The Company has following undrawn credit lines available as at the end of the reporting period.

Particulars	**As at 31-12-2020**	**As at 31-12-2019**	**As at 31-03-2020**	**As at 31-03-2019**	**March 31,2018 (Profoma)**
Expiring within one year	650.00	70.00	70.00	1,163.78	947.19
	650.00	70.00	70.00	1,163.78	947.19

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities.

Maturity profile of financial liabilities:

31-Dec-20

Particulars	Carrying Amount	Within 12 months	After 12 months
Borrowings	8,419.75	3,257.69	5,162.06
Trade payables	1,367.54	1,367.54	-
Other financial liabilities	403.89	71.45	332.44
Total non-derivative liabilities	**10,191.18**	**4,696.68**	**5,494.50**
Other financial liabilities	14.21	14.21	-
Total derivative liabilities	**14.21**	**14.21**	**-**

31-Dec-19

Particulars	Carrying Amount	Within 12 months	After 12 months
Borrowings	7,327.65	2,422.97	4,904.69
Trade payables	1,405.23	1,405.23	-
Other financial liabilities	29.94	29.94	-
Total non-derivative liabilities	**8,762.83**	**3,858.14**	**4,904.69**
Other financial liabilities	11.68	11.68	-
Total derivative liabilities	**11.68**	**11.68**	**-**

31-Mar-20

Particulars	Carrying Amount	Within 12 months	After 12 months
Borrowings	8,180.19	2,937.84	5,242.35
Trade payables	1,301.51	1,301.51	-
Other financial liabilities	426.21	96.60	329.61
Total non-derivative liabilities	**9,907.91**	**4,335.95**	**5,571.96**
Other financial liabilities	19.30	19.30	-
Total derivative liabilities	**19.30**	**19.30**	**-**

31-Mar-19

Particulars	Carrying Amount	Within 12 months	After 12 months
Borrowings	6,697.49	2,074.47	4,623.02
Trade payables	738.02	738.02	-
Other financial liabilities	15.50	15.50	-
Total non-derivative liabilities	**7,451.01**	**2,827.99**	**4,623.02**
Other financial liabilities	-	-	-
Total derivative liabilities	**-**	**-**	**-**

31-03-2018 (Profoma)

Particulars	Carrying Amount	Within 12 months	After 12 months
Borrowings	4,348.97	1,670.80	2,678.17
Trade payables	620.85	620.85	-
Other financial liabilities	7.98	7.98	-
Total	**4,977.80**	**2,299.63**	**2,678.17**
Other financial liabilities	-	-	-
Total derivative liabilities	**-**	**-**	**-**

The inflows/(outflows) disclosed in the above table represent the contractual undiscounted cash flows relating to derivative financial liabilities held for risk management purposes and which are not usually closed out before contractual maturity.

B. Credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Company. An analysis of financial assets shows that no asset was impaired or requiring consideration in determining impairment.

The amount of maximum exposure to credit risk without taking account of any collateral or other credit enhancements is as stated in table below.

Trade receivables	As at 31-12-2020	As at 31-12-2019	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018 (Profoma)
Outstanding up to 60 days	746.17	159.09	1,238.59	976.56	764.60
Outstanding from 61 to 180 days	234.50	263.52	4.16	158.99	73.51
Outstanding for more than 180 days	433.53	638.11	52.19	70.38	45.81

C. Market risk

With the entity having varied geographical spread of revenue, and with the price being determined, primarily by demand and supply, the entity is not exposed to any market risk that require sensitivity analysis akin to any specific market such that profit or loss or equity of the entity would get affected by changes in the relevant risk variable.

Currency risk

The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency . The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the hedges is to minimise the volatility of the cash flows of highly probable forecast transactions by hedging the foreign exchange inflows on regular basis.

Currency risks related to the principal amounts of the Company's foreign currency receivable/ payables have not been hedged using forward contracts.

In respect of other monetary assets and liabilities denominated in foreign currencies, the Company's policy is to ensure that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

Exposure to currency risk

Particulars	As at 31-12-2020	As at 31-12-2019	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018 (Profoma)
	USD	USD	USD	USD	USD
Financial Instruments					
Trade receivables	7.56	3.47	6.98	6.52	6.34
Trade payables	2.87	1.58	1.47	1.05	2.12
Borrowings	83.41	78.90	99.78	91.86	17.23
Net statement of financial position exposure	**93.84**	**83.94**	**108.23**	**99.43**	**25.68**

Sensitivity analysis

A reasonably possible strengthening (weakening) of the INR against all currencies would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

Particulars	Profit or (loss)	
	Strengthening	Weakening
31st December 2020		
USD (1% movement)	(57.51)	57.51
31st December 2019		
USD (1% movement)	(54.89)	54.89
31st March 2020		
USD (1% movement)	(71.22)	71.22
31st March 2019		
USD (1% movement)	(59.74)	59.74
31st March 2018 (Profoma)		
USD (1% movement)	(8.47)	8.47

Interest rate risk

The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk. Currently the Company's borrowings are within acceptable risk levels, as determined by the management.

Exposure to interest rate risk

The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows.

Particulars	Nominal Amount				
	As at 31-12-2020	As at 31-12-2019	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018 (Profoma)
Fixed-rate instruments					
Financial assets	-	-	-	-	-
Financial liabilities	2,797.45	2,494.65	3,360.31	2,820.25	400.00
	2,797.45	**2,494.65**	**3,360.31**	**2,820.25**	**400.00**
Variable-rate instruments					
Financial assets	-	-	-	-	
Financial liabilities	5,622.30	4,833.00	4,819.88	3,877.24	3,948.97
	5,622.30	**4,833.00**	**4,819.88**	**3,877.24**	**3,948.97**

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

Particulars	Profit or loss	
	100 bp increase	100 bp decrease
31st December 2020		
Variable-rate instruments	(56.22)	56.22
Cash flow sensitivity	**(56.22)**	**56.22**
31st December 2019		
Variable-rate instruments	(48.33)	48.33
Cash flow sensitivity	**(48.33)**	**48.33**
31st March 2020		
Variable-rate instruments	(48.20)	48.20
Cash flow sensitivity	**(48.20)**	**48.20**
31st March 2019		
Variable-rate instruments	(38.77)	38.77
Cash flow sensitivity	**(38.77)**	**38.77**
31st March 2018 (Profoma)		
Variable-rate instruments	(39.49)	39.49
Cash flow sensitivity	**(39.49)**	**39.49**

Fair value sensitivity analysis for fixed-rate instruments

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

Hedge Accounting

The company's business objective includes safe-guarding its earnings against foreign exchange fluctuations. The Company has adopted a structured risk management policy to hedge all these risks within an acceptable risk limit and an approved hedge accounting framework which allows for Fair Value hedges and Cash Flow hedges. Hedging instruments include forwards contracts to achieve this objective. The table below shows the position of hedging instruments and hedged items as on the balance sheet date.

Cash flow hedge

The objective of hedge accounting is to represent, in the Company's financial statements, the effect of the Company's use of financial instruments to mange exposures arising from particular risks that could affect profit or loss. The Company's exposure to foreign currency risk as at 31-12-2020 is stated below.

During the period ended December 31, 2020, the Company has designated specific foreign exchange cross currency forward and as cash flow hedges to mitigate the risk of foreign exchange exposure on highly probable forecast cash transactions. The related hedge transactions for balance in cash flow hedge reserve as at December 31, 2020 are expected to occur and reclassified to Statement of Profit and Loss within thirty six months.

The Company determines the existence of an economic relationship between the hedging instrument and hedged item based on the currency, amount and timing of its forecasted cash flows. Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument, including whether the hedging instrument is expected to offset changes in cash flows of hedged items.

If the hedge ratio for risk management purposes is no longer optimal but the risk management objective remains unchanged and the hedge continues to qualify for hedge accounting, the hedge relationship will be rebalanced by adjusting either the volume of the hedging instrument or the volume of the hedged item so that the hedge ratio aligns with the ratio used for risk management purposes. Any hedge ineffectiveness is calculated and accounted for in the Statement of Profit and Loss at the time of the hedge relationship rebalancing.

Cash Flow Hedge

As at 31st December, 2020

Hedging Instruments - Maturity December 2020 to February 2023

Particulars	Nominal Value	Carrying Amount	Change in Fair Value	Line Item in Balance Sheet
Foreign Currency Risk				
Cross currency contract	2.12	(5.09)	(5.09)	Other Current Financial Liabilities

Hedged Items

Particulars	Carrying Amount	Change in Fair Value	Line Item in Balance Sheet
Foreign Currency Risk			
Highly Probable Forecasted Exports	2.12	-	-

As at 31st December, 2019

Hedging Instruments - Maturity December 2020 to February 2023

Particulars	Nominal Value	Carrying Amount	Change in Fair Value	Line Item in Balance Sheet
Foreign Currency Risk				
Cross currency contract	2.44	19.50	19.50	Other Current Financial Liabilities

Hedged Items

Particulars	Carrying Amount	Change in Fair Value	Line Item in Balance Sheet
Foreign Currency Risk			
Highly Probable Forecasted Exports	2.44	-	-

As at 31st March, 2020

Hedging Instruments - Maturity April 2020 to February 2023

Particulars	Nominal Value	Carrying Amount	Change in Fair Value	Line Item in Balance Sheet
Foreign Currency Risk				
Cross currency contract	2.36	27.11	27.11	Other Current Financial Liabilities

Hedged Items

Particulars	Carrying Amount	Change in Fair Value	Line Item in Balance Sheet
Foreign Currency Risk			
Highly Probable Forecasted Exports	2.36	-	-

As at 31st March, 2019

Hedging Instruments - Maturity April 2020 to February 2023

Particulars	Nominal Value	Carrying Amount	Change in Fair Value	Line Item in Balance Sheet
Foreign Currency Risk				
Cross currency contract	2.68	(0.92)	(0.92)	Other Current Financial Liabilities

Hedged Items

Particulars	Carrying Amount	Change in Fair Value	Line Item in Balance Sheet
Foreign Currency Risk			
Highly Probable Forecasted Exports	2.68	-	-

The reconciliation of cash flow hedge reserve is as follows :

Particulars	As at 31-12-2020	As at 31-12-2019	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018 (Profoma)
Gain / (Loss)					
Balance at the beginning of the year	(19.30)	0.92	0.92	-	
Gain / (Loss) recognized in other comprehensive income during the year	5.09	(19.50)	(27.11)	0.92	-
Amount reclassified to profit and loss during the year	-	6.90	6.90	-	-
Balance at the end of the year	**(14.21)**	**(11.68)**	**(19.30)**	**0.92**	

Other derivative contracts related to swap of interest on the External Commercial Borrowings (ECBs). Position is as below:

Sanctioned Amount (USD)	Outstanding Amount as on December 31, 2020 (USD)	Floating Interest Rate
8.00	2.00	LIBOR(3M) +3.25%
4.00	3.59	LIBOR(3M) +2.00%

39 Auditor's remuneration

Particulars	Dec-20	Dec-19	2019-20	2018-19	2017-18 (Profoma)
For audit fees	1.31	1.31	1.75	1.15	0.85

40 The COVID-19 pandemic is rapidly spreading throughout the world. The operations of the Company were impacted. Plants were operating at reduced capacity with minimum labour force including measures keeping safety and well being of staff following nationwide lockdown by the Government of India. The Company has evaluated impact of this pandemic on its business operations and financial position and based on its review of current indicators of future economic conditions, there is no significant impact on its financial statements as at 31st December 2020 . However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration and accordingly the impact may be different from that estimated as at the date of approval of these financial statements. The Company will continue to monitor any material changes to future economic conditions.

41 General Information:

1 The Consolidated Financial Statements present the Consolidated Accounts of Anupam Rasayan India Limited with following companies:

Name	Country of Incorporation	Proportion of Ownership of Interest				
		As at 31-12-2020	As at 31-12-2019	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018 (Profoma)
Jainam Intermediates Private Limited	India	100%	100%	100%	100%	100%
Radha Murari Petrofills Private Limited (Refer Note No. 43)	India	0%	100%	100%	100%	100%
Atharva Exochem Private Limited (Associate Company)*	India	0.0%	11%	11%	11%	33%
Tangent Science Private Limited (Associate Company)	India	45%	0%	0%	0%	0%

* On surrender of equity shares under buy back, the company has ceased to be an Associate wef.26th March, 2019 and the accumulated proportionate share of Profit accounted till 31st March, 2018 is reversed during the year.

2 Disclosures mandated by Schedule III of the Companies Act 2013, by way of additional information:

For year ended 31st December, 2020

Name of the Entities	Net Assets i.e. Total Assets minus Total Liabilities		Share in Profit / (Loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of Consolidated Net Assets	Amount	As a % of Consolidated Profit	Amount	As a % of Consolidated Other Comprehensive Income	Amount	As a % of Consolidated Total Comprehensive Income	Amount
Parent : Anupam Rasayan India Limited	99.94%	8,239.87	99.23%	477.25	100.00%	(10.24)	99.22%	467.00
Subsidiaries:								
Jainam Intermediates Private Limited	0.21%	17.36	0.84%	4.05	0.00%	-	0.86%	4.05
Sub Total		**8,257.24**		**481.30**		**(10.24)**		**471.05**
Inter - Company Elimination & Consolidation Adjustments	0.15%	12.06	0.08%	0.36	0.00%	-	0.08%	0.36
Grand Total	100.00%	**8,245.18**	100.00%	**480.93**	100.00%	**(10.24)**	100.00%	**470.69**

For year ended 30th September, 2019

Name of the Entities	Net Assets i.e. Total Assets minus Total Liabilities		Share in Profit / (Loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of Consolidated Net Assets	Amount	As a % of Consolidated Profit	Amount	As a % of Consolidated Other Comprehensive Income	Amount	As a % of Consolidated Total Comprehensive Income	Amount
Parent : Anupam Rasayan India Limited	99.96%	5,832.74	99.38%	425.41	100.00%	(17.57)	99.36%	407.84
Subsidiaries:								
Jainam Intermediates Private Limited	0.24%	13.82	0.62%	2.63	0.00%	-	0.64%	2.63
Radha Murari Petrofills Private Limited	**0.12%**	**6.93**	**0.00%**	-	**0.00%**	**-**	**0.00%**	**-**
Sub Total		**5,853.49**		**428.05**		**(17.57)**		**410.48**
Inter - Company Elimination & Consolidation Adjustments	0.31%	18.28	0.00%	0.00	0.00%	0.00	0.00%	0.00
Grand Total	100.00%	**5,835.22**	100.00%	**428.05**	100.00%	**(17.57)**	100.00%	**410.48**

For year ended 31st March, 2020

Name of the Entities	Net Assets i.e. Total Assets minus Total Liabilities		Share in Profit / (Loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of Consolidated Net Assets	Amount	As a % of Consolidated Profit	Amount	As a % of Consolidated Other Comprehensive Income	Amount	As a % of Consolidated Total Comprehensive Income	Amount
Parent : Anupam Rasayan India Limited	99.90%	5,931.12	100.03%	529.92	100.00%	(17.26)	100.03%	512.67
Subsidiaries:								
Jainam Intermediates Private Limited	0.20%	11.62	0.45%	2.36	0.00%	-	0.46%	2.36
Radha Murari Petrofills Private Limited (Refer Note No. 43)	0.11%	6.70	-0.04%	(0.23)	0.00%	-	-0.04%	(0.23)
Sub Total		**5,949.44**		**532.06**		**(17.26)**		**514.80**
Inter - Company Elimination & Consolidation Adjustments	0.21%	12.21	0.44%	2.31	0.00%	-	0.45%	2.31
Grand Total	100.00%	**5,937.23**	100.00%	**529.75**	100.00%	**(17.26)**	100.00%	**512.49**

For year ended 31st March, 2019

Name of the Entities	Net Assets i.e. Total Assets minus Total Liabilities		Share in Profit / (Loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of Consolidated Net Assets	Amount	As a % of Consolidated Profit	Amount	As a % of Consolidated Other Comprehensive Income	Amount	As a % of Consolidated Total Comprehensive Income	Amount
Parent : Anupam Rasayan India Limited	99.88%	5,064.78	102.00%	502.33	100.00%	0.31	102.00%	502.65
Subsidiaries:								
Jainam Intermediates Private Limited	0.16%	9.26	0.01%	0.04	0.00%	-	0.01%	0.04
Radha Murari Petrofills Private Limited (Refer Note No. 43)	0.12%	6.93	-0.01%	(0.03)	0.00%	-	-0.01%	(0.03)
Atharva Exochem Private Limited (Associate Company)*	0.00%	-	-1.95%	(9.61)	0.00%	-	-1.95%	(9.61)
Sub Total		**5,080.97**		**492.73**		**0.31**		**493.05**
Inter - Company Elimination & Consolidation Adjustments	0.20%	9.90	0.05%	0.25	0.00%	-	0.05%	0.25
Grand Total	100.00%	**5,071.07**	100.00%	**492.48**	100.00%	**0.31**	100.00%	**492.79**

For year ended 31st March, 2018 (Profoma)

Name of the Entities	Net Assets i.e. Total Assets minus Total Liabilities		Share in Profit / (Loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of Consolidated Net Assets	Amount	As a % of Consolidated Profit	Amount	As a % of Consolidated Other Comprehensive Income	Amount	As a % of Consolidated Total Comprehensive Income	Amount
Parent : Anupam Rasayan India Limited	99.69%	4,562.14	96.54%	398.79	100.00%	(12.33)	98.65%	386.46
Subsidiaries:								
Jainam Intermediates Private Limited	0.00%	0.18	0.02%	0.08	0.00%	-	0.02%	0.08
Radha Murari Petrofills Private Limited (Refer Note No. 43)	0.15%	6.96	0.01%	0.05	0.00%	-	0.01%	0.05
Atharva Exochem Private Limited (Associate Company)*	0.57%	26.10	2.34%	9.66	0.00%	-	2.47%	9.66
Sub Total		**4,595.38**		**408.58**		**(12.33)**		**396.25**
Inter - Company Elimination & Consolidation Adjustments	0.42%	19.01	-1.09%	(4.49)	0.00%	-	-1.15%	(4.49)
Grand Total	100.00%	**4,576.37**	100.00%	**413.07**	100.00%	**(12.33)**	100.00%	**391.76**

42 Figures for the previous year have been regrouped/reclassified to conform to the figures of the current year.

43 Pursunt to the order of the H'ble NCLT, Ahmedabad dated 10th November, 2020, Radha Murari Petrofills Private Limited has been amalgamated with Jainam Intermediates Private Limited from 'Appointed date' being, 01st April, 2019 and 'Effective Date' being 11th November, 2020. Being the wholly owned step subsidiary company, it is already considered in this restated consolidated financial statements. Hence, there is no any impact on account of this amalgamation on this restated consolidated financial statements.

44 Approval of Financial Statement

The Financial Statements were approved for issue by the Board of Directors on 27th February, 2021.

As per our report of even date
For and on behalf of the Board,

For Rajendra & Co.
Chartered Accountants
Firm Reg. No. 108355W

Anand Desai **Director**
Mona Desai **Director**
Suchi Agarwal **Company Secretary**
Afzal Malkani **Chief Financial Officer**
Akshay R. Shah ***Partner*** ***Mem. No. 103316***

Date : 27th February, 2021
Place: Surat

Date : 27th February, 2021
Place: Mumbai

ANUPAM RASAYAN INDIA LTD.
Annexure E- Statement of Adjustments to Audited Consolidated Financial Statements

(A) Summarized below are the restatement adjustment made to the net profit of the audited financial statement of the Company
(Rupees in millions, unless otherwise stated)

Particulars	For the nine months ended		For the Financial Year ended		
	31-12-20	31-12-19	31-03-20	31-03-19	31-03-18
Net profit after tax as per audited financial statements under Ind AS	481.53	428.23	532.06	492.73	408.59
Add /(Less) - Material adjustments on account of restatement:					
Adjustments for items related to prior periods	(0.79)	(0.25)	(2.96)	(0.31)	6.06
Deferred Tax Asset on the above adjustments for items related to prior periods	0.19	0.07	0.65	0.06	(1.57)
Total adjustments on Statement of Profit and Loss	(0.60)	(0.18)	(2.31)	(0.25)	4.49
Restated profit(loss) after tax	**480.93**	**428.05**	**529.75**	**492.48**	**413.07**

Notes:
(i) Figures in the bracket indicate reduction and figures without brackets indicates increase in the respective restated numbers.
(ii) There has been no adjustment/impact in 'Other Comprehensive Income' ('OCI') to the audited OCI for the respective years / period.

(B) Summarized below are the restatement adjustments made to audited Other Equity of the Company as at

Particulars	As at		As at		
	31-12-20	31-12-19	31-03-20	31-03-19	31-03-18
Total reported other equity as per audited financial statements as per Ind AS	7,381.78	5,331.17	5,435.31	4,320.57	3,825.61
Add /(Less) - Material adjustments on account of restatement:					
Compulsory convertible preference shares capital regrouped under Other Equity	-	-	-	246.27	246.27
Ind AS 109 related	2.00	5.45	1.28	4.17	6.06
Deferred Tax Asset on the above adjustments for items related to prior periods	(0.67)	(1.40)	0.65	0.06	(1.57)
Total adjustments on Statement of Profit and Loss	1.33	4.05	1.93	250.50	250.76
Restated other equity	**7,383.11**	**5,335.22**	**5,437.23**	**4,571.07**	**4,076.37**

ANUPAM RASAYAN INDIA LTD.

Annexure F - Restated Consolidated Summary Statement of Accounting Ratios

(Rupees in millions, unless otherwisestated)

Particulars	31st Dec, 2020	31st Dec, 2019	31st March, 2020	31st March, 2019	31st March, 2018
Basic Earnings Per Share (Basic EPS)					
Profit attributable to equity shareholders for basic and diluted EPS (Rs. In Million) (A)	480.93	428.05	529.75	492.48	413.07
Weighted average number of Equity shares outstanding considered for calculation of basic EPS (B)	7,97,62,460	7,54,72,169	7,63,44,306	7,46,26,866	6,26,94,450
Weighted average number of Equity shares outstanding considered for calculation of diluted EPS ('C)	7,97,62,460	7,54,72,169	7,63,44,306	7,46,26,866	6,26,94,450
Basic Earnings per Share (Rs.) (A/B)*	6.03	5.67	6.94	6.60	6.59
Diluted Earnings per Share (Rs.) (A/C)*	6.03	5.67	6.94	6.60	6.59
Nominal value per share (Rs.)	10.00	10.00	10.00	10.00	10.00
Net Assets Value per Equity share (Rs.)					
Net Worth as restated (Rs. In Million) (D)	8,245.18	5,835.23	5,937.23	5,071.08	4,576.37
Number of equity shares outstanding at the end of the year / period (E)	8,62,06,896	7,81,25,000	7,81,25,000	7,46,26,866	7,46,26,866
Net Asset Value per Equity share of Rs. 10/- each (Rs.) (F=D/E)	**95.64**	**74.69**	**76.00**	**67.95**	**61.32**
Return on Net worth					
Net Profit/ (Loss) after tax as restated (Rs. In Million) (J)	480.93	428.05	529.75	492.48	413.07
Average Net Worth as restated (Rs. In Million) (K)	7,091.20	5,453.15	5,504.15	4,823.72	3,507.04
Return on Net Worth % (L=J/K)**	**6.78%**	**7.85%**	**9.62%**	**10.21%**	**11.78%**
Earnings before Interest, Tax, Depreciation and amortization (EBITDA) EBITDA as per consolidated restated financial statements (Rs. In Million)	1,307.60	1,020.20	1,348.96	921.74	745.07
PE ratios	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable

*The Basic EPS and Dilutive EPS for the nine month period ended December 31, 2020 and December 31, 2019 are not annualized.
** The Return on Net Worth % for the nine month period ended December 31, 2020 and December 31, 2019 is not annualized.

Notes:
1. The figures disclosed above are based on the restated consolidated summary financial information of the Company.

2. The above Annexure should be read with the basis of preparation and significant accounting policies appearing in Annexure B, Notes to the Restated Consolidated Summary of Financial Information and Statement of Adjustments to the Audited Consolidated Financial Statements appearing in Annexure E.

3. The ratio has been computed as per the following formula:

(i) Basic Earnings per share:

$$\frac{\text{Restated Consolidated Net profit after tax for the year / period attributiable to the Equity Shareholders of the Company}}{\text{Number of equity shares and potential equity shares outstanding during the year / period}}$$

(ii) Diluted Earnings per share:

$$\frac{\text{Restated Consolidated Net profit after tax for the year / period}}{\text{Number of equity shares and potential equity shares outstanding during the year / period}}$$

Earnings per share calculations are in accordance with Ind AS 33 "Earnings per Share" notified under section 133 of the Companies Act, 2013.

(iii) Net Assets Value per equity shares:

$$\frac{\text{Restated Consolidated Net worth as at the end of the year / period}}{\text{Number of equity shares and potential equity shares outstanding during the year / period}}$$

(iv) Return on net worth (%):

$$\frac{\text{Restated Consolidated Net profit after tax for the year / period attributiable to the Equity Shareholders of the Company}}{\text{Restated Consolidated Avearage Net worth for the year / period}}$$

4. Earnings before Interest, Tax, Depreciation and amortisation (EBITDA) has been arrived at by adding back Depreciation, Amortization and Impairment Expenses, Finance cost, Tax expenses and reducing Other Income from theProfit after tax and share of profit of associates appearing in Restated Consolidated Statement of Profit and Loss.

5. Weighted average number of equity shares is the number of equity shares outstanding as the beginning of the year / period adjusted by a number of equity shares issued during year / 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 year / period.

6. Return on Net Worth ratio ('RONW') mentioned in above note represents the aggregate of the paid up share capital, reserves & surplus.
RONW has not been annualised for stub periods.

ANUPAM RASAYAN INDIA LTD.

Annexure G - Capitalisation Statement (Rupees in millions, unless otherwisestated)

Particulars	Pre Issue (31st December, 2020)	Post Issue
Total Borrowings		
Non Current Borrowings (including current maturity)	6,550.34	
Current Borrowings	1,869.41	
Total Borrowings (A)	8,419.75	-
Total Equity		
Equity Share Capital	862.07	
Other Equity	7,383.11	
Total Equity (B)	8,245.18	-
Debt Equity Ratio (A/B)	1.02	

OTHER FINANCIAL INFORMATION

The audited standalone financial statements of our Company as at and for the years ended March 31, 2020, March 31, 2019, and March 31, 2018, together with all the annexures, schedules and notes thereto ("**Standalone Financial Statements**") are available at https://www.anupamrasayan.com/financial-reports/. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Standalone 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 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Standalone Financial Statements should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company, or any entity in which it or 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 any 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 Standalone Financial Statements, or the opinions expressed therein.

The details of accounting ratios derived from Restated Financial Statements required to be disclosed under the SEBI ICDR Regulations are set forth below:

Particulars	For the period April 1, 2020 to December 31, 2020	For the period April 1, 2019 to December 31, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018
Earnings per equity share					
Basic EPS	6.03[(1)]	5.67[(1)]	6.94	6.60	6.59
Diluted EPS	6.03[(1)]	5.67 [(1)]	6.94	6.60	6.59
Return on Net Worth %	6.78%[(1)]	7.85%[(1)]	9.62%	10.21%	11.78%
Net asset value per equity share	95.64	74.69	76.00	67.95	61.32
Weighted average number of equity shares for basic earnings per Equity Share	86,206,896	76,344,306	76,344,306	7,46,26,866	62,694,450
Weighted average number of equity shares for basic and diluted earnings per Equity Share	86,206,896	76,344,306	76,344,306	74,626,866	62,694,450
Earnings before finance cost, depreciation, amortisation, tax and exceptional items (Adjusted EBITDA)	1,307.61	1,020.20	1,348.96	921.74	745.07
Net profit after tax and share of associate	480.93	428.05	529.75	492.48	413.07
Share capital	862.07	500.00	500.00	500.00	500.00
Other equity	7,383.11	5,335.22	5,437.23	4,571.07	4,076.37
Non-controlling interest	-	-	-	-	-
Net worth	8,245.18	5,835.23	5,937.23	5,071.07	4,576.37

[(1)] Not annualised

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at December 31, 2020, on the basis of our Restated Financial Statements, and as adjusted for the Issue. This table should be read in conjunction with the sections titled "***Management's Discussion and Analysis of Financial Condition and Results of Operations***", "***Financial Statements***" and "***Risk Factors***" on pages 248, 189 and 27, respectively.

(₹ in million, except ratios)

Particulars	Pre-Issue as at December 31, 2020	As adjusted for the proposed Issue[(1)]
Borrowings		
Short term debt	1,869.41	[●]
Long term debt	5,162.06	[●]
Current maturities of long-term debt	1,388.28	[●]
Total Debt	**8,419.75**	[●]
Shareholders' Funds		[●]
Share Capital		
- Equity	862.07	[●]
- Reserve and surplus	7,383.11	[●]
Total Equity	8,245.18	[●]
Debt/Equity Ratio	**1.02**	[●]
Long term Debt/Equity Ratio	**0.63**	[●]

[(1)] *To be updated upon finalization of the Issue Price.*

FINANCIAL INDEBTEDNESS

Our Company avails loans in the ordinary course of business for meeting our working capital, business, capital expenditure and general corporate purposes. As of the date of this Red Herring Prospectus, our Subsidiary has not availed of any loans from any lender.

A brief summary of the indebtedness of our Company on as on January 31, 2021 is provided below.

Category of Borrowing	Outstanding amount (in ₹ million)
Fund based borrowings	
Term loans	2,927.19
External Commercial Borrowings	2,961.49
Foreign Currency Demand Loan	207.94
Pre-shipment Credit in Foreign Currency	1,552.28
Export Packing Credit	7.00
Cash Credit Facility	156.36
Emergency Credit Line Guarantee Scheme	613.38
Car Loan	9.73
Total	**8,435.37**

Principal terms of the borrowings availed by our Company

The details provided below are indicative and there may be additional terms, conditions and requirements under the various borrowing arrangements entered into by us.

1. ***Interest:*** While one external commercial borrowing, one term loan and the car loan facility availed by us have a fixed rate of interest, ranging from 3% to 15% per annum, all our other financing arrangements typically have floating rates of interest linked to a base rate, as specified by respective lenders.

2. ***Prepayment 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, or such other penalty as may be levied at the discretion of the lenders.

3. ***Validity/Tenor:*** The tenor of the term loans, external commercial borrowings, emergency credit line guarantee scheme and car loan availed by us range from 37 months to 120 months while our other financing arrangements typically have a tenor of 180 days.

4. ***Security:*** In terms of our borrowings where security needs to be created, such security typically includes:

   (a) Charge by way of hypothecation on movable fixed assets, book debts and all other current assets, both present and future;

   (b) Charge by way of mortgage on both present and future movable fixed assets and immovable assets, owned or leased; and

   (c) Personal guarantees from Mr. Anand S Desai, Ms. Mona A Desai and Mr. Milan Thakkar and corporate guarantee from RIRCPL.

   Please note that the abovementioned list is indicative and there may be additional securities created under various borrowing arrangements by us.

5. ***Repayment:*** The term loans and external commercial borrowings availed by us are typically repayable in monthly or quarterly instalments. Our other financing arrangements are repayable depending on the tenure stipulated in the loan agreements, on a case to case basis with interest payable on a monthly basis.

6. ***Restrictive Covenants:*** Several of our financing arrangements entail various restrictive covenants and conditions restricting certain corporate actions, and we are required to take the lender's prior written consent and/or intimate the respective lender before carrying out such actions, including for:

   (a) any change or modification in the ownership and control of the company;

(b) any change or modification in the capital structure;

(c) any change or alteration in the Memorandum of Association or Articles of Association

(d) any change in the management of the company;

(e) any change in the shareholding pattern of the company;

(f) any disposal of shares by Mr. Anand S Desai, Ms. Mona A Desai and Mr. Milan Thakkar; and

(g) any repayment of monies brought in by promoters or directors.

Please note that the abovementioned list is indicative and there may be additional restrictive covenants and conditions where we may be required to take prior written consent or intimate the respective lender under the various borrowing arrangements entered into by us.

7. ***Events of Default:*** In terms of borrowing arrangements for the facilities availed by us, the occurrence of any of the following, among others, constitute an event of default:

(i) change in ownership, management, and/or control or any amendment to the constitutional documents of the Company without prior written consent of the lender;

(ii) all or substantially all of the undertakings, assets or properties or the interest therein being nationalized, expropriated or compulsorily acquired by the authority of the Government;

(iii) failure to create, perfect or maintain security in the opinion of the lender as provided for the secured borrowings;

(iv) upon any distress, attachment, execution, or other process or enforcement of any of the securities;

(v) non-payment or defaults of any amounts including the principal, interest or other charges;

(vi) breach of any representation, warranty, declaration, covenant or undertaking furnished by us under the loan documentation;

(vii) upon happening of any circumstances or event which would or is likely to prejudicially or adversely affect in any manner the capacity to repay the loan; and

(viii) any person makes or threatens to make any application under the Insolvency and Bankruptcy Code, 2016 and/or any notice is received in relation to the same.

Please note that the abovementioned list is indicative and there may be additional terms that may amount to an event of default under the various borrowing arrangements entered into by us.

8. ***Consequences of occurrence of events of default:*** In terms of our borrowing arrangements for the facilities availed by us, upon the occurrence of events of default, our lenders may:

(a) suspend or cancel any of their obligation for any advance under the loan documentation;

(b) recall or accelerate the facility;

(c) charge penal interest on the outstanding amounts till the time event of default is rectified;

(d) enforce security created pursuant to the security documents; and

(e) appoint a nominee director on our Board.

Please note that the abovementioned list is indicative and there may be additional consequences on the occurrence of an event of default under the various borrowing arrangements entered into by us. For further information, see "***Risk Factors - We have incurred significant indebtedness, and an inability to comply with repayment and***

other covenants in our financing agreements could adversely affect our business, financial condition, cash flows and credit rating" on page 27.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our Restated Financial Statements on page 189.

*This Red Herring Prospectus may include forward-looking statements that involve risks and uncertainties, and our actual financial performance may materially vary from the conditions contemplated in such forward-looking statements as a result of various factors, including those described below and elsewhere in this Red Herring Prospectus. For further information, see "**Forward-Looking Statements**" on page 22. Also read "**Risk Factors**" and "**- Significant Factors Affecting our Results of Operations and Financial Conditions**" on pages 27 and 231, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations.*

*Unless otherwise indicated or the context otherwise requires, the financial information for Fiscals 2018, 2019 and 2020 and for the nine months ended December 31, 2019 and 2020 included herein is derived from the Restated Financial Statements, included in this Red Herring Prospectus. For further information, see "**Financial Statements**" on page 189.*

Our Company's Fiscal commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular Fiscal are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, in this section, references to "the Company" or "our Company" are to Anupam Rasayan India Limited on a standalone basis, and references to "the Group", "we", "us", "our", are to Anupam Rasayan India Limited on a consolidated basis.

*Unless otherwise indicated, industry and market data used in this section have been derived from the report "Independent Market Report on Crop Protection, Pharmaceuticals and Custom Synthesis" dated December 14, 2020 (the "**F&S Report**") prepared and released by Frost and Sullivan and commissioned and paid by our Company in connection with the Issue. Unless otherwise indicated, all financial, operational, industry and other related information derived from the F&S Report and included herein with respect to any particular year refers to such information for the relevant calendar year. Also see, "**Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data**" on page 18.*

OVERVIEW

We are one of the leading companies engaged in the custom synthesis and manufacturing of specialty chemicals in India (*Source: F&S Report*). We commenced business as a partnership firm in 1984 as a manufacturer of conventional products and have, over the years, evolved into custom synthesis and manufacturing of life science related specialty chemicals and other specialty chemicals, which involve multi-step synthesis and complex technologies, for a diverse base of Indian and global customers. Our key focus in our custom synthesis and manufacturing operations is developing in-house innovative processes for manufacturing products requiring complex chemistries and achieving cost optimization.

We have two distinct business verticals (i) life science related specialty chemicals comprising products related to agrochemicals, personal care and pharmaceuticals, and (ii) other specialty chemicals, comprising specialty pigment and dyes, and polymer additives. In Fiscal 2020 and in the nine months ended December 31, 2020, revenues from our life science related specialty chemicals vertical accounted for 95.37% and 93.75%, respectively, of our revenue from operations, while revenue from other specialty chemicals accounted for 4.63% and 6.25%, respectively, of our revenue from operations, in such periods.

According to the F&S Report, there exist significant entry barriers in the custom synthesis and manufacturing industry including customer validation and approvals, high quality standards, stringent specifications, and expectation from customers for process innovation and cost reduction. Further, the acquisition of a customer is a long process since the end-customer is required to register the manufacturer with the regulatory bodies as a supplier of intermediate products or active ingredients (*Source: F&S Report*). We have developed strong and long-term relationships with various multinational corporations, including, Syngenta Asia Pacific Pte. Ltd., Sumitomo Chemical Company Limited and UPL Limited that has helped us expand our product offerings and geographic reach across Europe, Japan, United States and India. In particular, we have been manufacturing products for certain customers for over 10 years. In the nine months ended December 31, 2020, we manufactured

products for over 53 domestic and international customer, including 17 multinational companies. The Government of India has also recognized our Company as a three star export house.

We believe that our ability to meet stringent quality and technical specifications and customizations, undertake large number of complex chemical reactions and automated manufacturing capabilities, develop in-house innovative processes along with strong technical competencies and R&D capabilities, and transparent cost model, have enabled us to act as a complete one-stop solution for process innovation and development of specialty chemicals for multinational companies in a cost efficient manner. We are also one of the leading companies in manufacturing products using continuous and flow chemistry technology on a commercial scale in India (*Source: F&S Report*). The continuous process technology has distinct advantages over the traditional batch process, which is typically used by specialty chemical companies, in reducing the batch cycle time of a chemical production process and making the process safer and environment friendly as well as energy and cost efficient (*Source: F&S Report*). Further, we have a dedicated in-house R&D facility and a pilot plant located at Sachin Unit – 6, which is equipped with laboratories engaged in process development, process innovation, new chemical screening and engineering, which assists us in pursuing efficiencies from the initial conceptualization up to commercialization of a product. Our R&D team has successfully carried out multi-step synthesis and scale-up for several new molecules in the area of life sciences related specialty chemicals and other specialty chemicals, and as a result, expanded our commercialized product portfolio from 25 products in Fiscal 2018 to 34 products in Fiscal 2020 and 41 products in the nine months ended December 31, 2020.

According to the F&S Report, India's specialty chemicals industry is expected to grow at a CAGR of approximately 10% to 11% over the next five years, due to rising demand from end-user industries, along with tight global supply on account of stringent environmental norms in China. Further, the India accounts for approximately 1% to 2% of the global exportable specialty chemicals, indicating a large scope of improvement and widespread opportunity. In addition, custom synthesis manufacturing is on the rise in India and contract research and manufacturing services market is expected to grow at a rate of 12% in the next five years, owing to strong growth from end-use demand. (*Source: F&S Report*) We believe we are well positioned to capitalize on these opportunities owing to our successful track record of custom synthesis and manufacturing of products, low dependence on raw material imports from China, established relationships with multinational corporations, automated manufacturing infrastructure, and established R&D capabilities along with our focus on improving cost efficiency and productivity. In addition, multinational companies are finding an alternative to China with their 'China plus one' strategy (*Source: F&S Report*), and we believe we offer customers with a genuine and reliable option to satisfy their custom synthesis and manufacturing of specialty chemicals requirements. As of December 31, 2020, we operated six multi-purpose manufacturing facilities in Gujarat, India, with four facilities located at Sachin, Surat, Gujarat and two located at Jhagadia, Bharuch, Gujarat and an aggregate installed capacity of 23,438 MT. In addition, given that our operations are primarily export oriented, the close proximity to Adani Hazira Port of our facilities located at Sachin, Surat, Gujarat helps us in reducing freight and logistics costs.

We have a target driven approach to environment, sustainability, health and safety measures. We undertake hazard and operability studies before commencing commercial production of a new product and look to mitigate these hazards through process improvement, engineering controls, developing safe operating procedures and training of our employees. Further, our integrated model has allowed us to develop insights across the entire value chain right from process innovation, process development and manufacturing to performing custom synthesis and manufacturing services for our customers. Our backward integrated Jhagadia Unit – 4 facility enables us to manufacture key raw materials for certain products, which has enabled us to reduce our reliance on imports, specifically from China, third party supplies and logistics costs.

We are led by experienced Promoters, some of whom have significant experience in the chemical industry. Mr. Anand S Desai and Ms. Mona A Desai have an experience of approximately 28 years and 18 years, respectively, in the chemicals industry. Further, Dr. Kiran C Patel, one of our Promoters and our Chairman, is a businessperson experienced in the healthcare sector, and our Key Managerial Personnel have significant experience in the chemical industry, for instance, Dr. Nileshkumar Naik has been associated with our Company since its incorporation, while Dr. Anuj Thakkar and Mr. Ravi Desai have been associated with us since 2005 and 2012 respectively.

Our total revenue have increased at a CAGR of 24.29% from ₹ 3,491.82 million in Fiscal 2018 to ₹ 5,393.87 million in Fiscal 2020, and was ₹ 3,744.92 million and ₹ 5,631.61 million in the nine months ended December 31, 2019 and 2020, respectively. Our EBITDA for Fiscals 2018, 2019, 2020 and the nine months ended December 31, 2019 and 2020 was ₹ 745.07 million, ₹ 921.74 million, ₹ 1,348.96 million, ₹ 1,020.20 million, ₹ 1,307.60 million, respectively while our EBITDA margin was 21.82%, 18.38%, 25.51%, 27.44% and 24.25%, respectively,

for similar periods. Our profit after tax and share of profit of associates (*i.e.* Tangent Science Private Limited from August 16, 2020 to December 31, 2020 and Atharva Exochem Private Limited from April 1, 2018 to March 26, 2019) was ₹ 413.07 million, ₹ 492.48 million, ₹ 529.75 million, ₹ 428.05 million and ₹ 480.93 million for Fiscals 2018, 2019, 2020 and the nine months ended December 31, 2019 and 2020, respectively, while our PAT margin was 11.83%, 9.45%, 9.82%, 11.43% and 8.54%, respectively, for similar periods. Our Return on Equity for Fiscals 2018, 2019 and 2020 and the nine months ended December 31, 2019 and 2020, was 11.78%, 10.21%, 9.62%, 7.85% and 6.78%, respectively while our total debt to equity ratio was 0.95, 1.32, 1.38, 1.26 and 1.20 as of March 31, 2018, 2019 and 2020 and as of December 31, 2019 and 2020, respectively.

On account of the COVID-19 pandemic, India had imposed a nationwide lockdown on March 24, 2020, however, since our life science related specialty chemicals operations were determined to be operating in an essential industry, we were allowed to resume operations in a phased manner and by April 15, 2020 all of our facilities restarted operations, subject to certain adjustments in working patterns and limited workforce. Despite the impact of the COVID-19 pandemic, our revenue from operations significantly increased by 45.03% from ₹ 3,718.07 million in the nine months ended December 31, 2019 to ₹ 5,392.20 million in the nine months ended December 31, 2020. For further information, see "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Factors Affecting our Results of Operations and Financial Conditions – Impact of COVID - 19***" on page 254.

PRESENTATION OF FINANCIAL INFORMATION

Our restated Ind AS consolidated summary statements of assets and liabilities as at December 31, 2020, December 31, 2019, March 31, 2020, March 31, 2019 and March 31, 2018 (proforma), and the restated Ind AS consolidated summary statements of profit and loss (including other comprehensive income), cash flows and changes in equity for the nine months ended December 31, 2020 and December 31, 2019, and for the years ended March 31, 2020, March 31, 2019 and March 31, 2018 (proforma), together with the summary of significant accounting policies and explanatory information thereon (collectively, the "**Restated Financial Statements**"), have been derived from our audited financial statements as at and for the nine months ended December 31, 2020 and December 31, 2019 each prepared in accordance with Ind AS 34, and our audited financial statements as at and for the years ended March 31, 2020 and March 31, 2019 prepared in accordance with Ind AS, and our audited financial statements as at and for the year ended March 31, 2018 each prepared in accordance with Indian GAAP and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, as amended.

The audited financial statements as at and for the year ended March 31, 2018 were prepared in accordance with Indian GAAP and the same have been converted into Ind AS by our management to align accounting policies, exemptions and disclosures as adopted by our Company for the transition to Ind AS in the context of the preparation of the 2019 Ind AS audited financial statements.

The Restated Financial Statements for the year ended March 31, 2018 have been prepared on proforma basis. For the purpose of proforma Ind AS financial statements for the year ended March 31, 2018, our Company has followed the same accounting policy and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) as initially adopted on the transition date, i.e. April 1, 2018. Accordingly, the Indian GAAP financial statements have been converted to make them Ind AS financial statement compliant for the year ended March 31, 2018 following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions) consistent with that used at the date of transition to Ind AS (i.e. April 1, 2018). For further information, see "***Financial Statements***" on page 189.

In addition, pursuant to an order dated November 10, 2020 the Regional Director, NWR, Ahmedabad sanctioned a scheme of amalgamation under the Companies Act 2013 whereby Radha Murari Petrofills Private Limited, a wholly owned subsidiary of Jainam Intermediates Private Limited, was merged into Jainam Intermediates Private Limited, a wholly owned subsidiary of our Company, from the 'appointed date' being April 1, 2019 and 'effective date' being November 11, 2020. The wholly owned step-down subsidiary company, Jainam Intermediates Private Limited, was already considered in the preparation of the Restated Financial Statements. Accordingly, there is no impact on account of this amalgamation on the Restated Financial Statements. Further, reference to our "Subsidiary" in this Red Herring Prospectus is only to Jainam Intermediates Private Limited, except in the Restated Financial Statements and the related financial information included in this Red Herring Prospectus where Radha Murari Petrofills Private Limited is accounted for as a subsidiary of our Company. For details, see "***History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years - Scheme of amalgamation of Radha***

Murari Petrofills Private Limited with Jainam Intermediates Private Limited*"* on page 159.

Transition from Indian GAAP to Ind AS Financial Statements

The financial statements for the year ended March 31, 2019, were the first financial statements of our Company that have been prepared in accordance with Ind AS. For periods up to and including the year ended March 31, 2018, our Company prepared its financial statements in accordance with Indian GAAP. Accordingly, our Company has prepared financial statements which comply with Ind AS applicable for periods ending on March 31, 2019, together with the comparative period data as at and for the year ended March 31, 2018. In preparing these financial statements, our Company's opening balance sheet was prepared as at April 1, 2018, our Company's date of transition to Ind AS. In preparing the proforma Ind AS financial statements for the year ended March 31, 2018, our Company has prepared opening balance sheet as at April 1, 2017, being proforma date of transition to Ind AS. For further information, see "***Financial Statements – Annexure C – Note for First time adoption of Ind AS***" on page 196.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Relationship with key customers

We have historically derived, and may continue to derive, a significant portion of our income from our top 10 customers. Revenue generated from sales to our top 10 customers represented 76.94%, 73.66%, 86.65% and 84.01% of our revenue from operations in Fiscals 2018, 2019 and 2020, and in the nine months ended December 31, 2020, respectively. Any reduction in orders from our top ten customers would adversely affect our income. The demand from our customers, in particular our top 10 customers, determines our revenue levels and results of operations, and our sales are directly affected by the production and inventory levels of our customers. Our customers in turn are dependent on demand from their customers, as well as general trends in the global specialty chemicals industry.

We have a history of high customer retention and have been servicing certain customers for over 10 years. Our custom synthesis and manufacturing agreements are typically long-term in nature where the validity of the contract ranges between two to five years, with certain agreements being automatically renewed for a period of one year at a time. Our sales with such customers are conducted on the basis of purchase orders that they place with us from time to time.

Our agreements typically require our customers to place purchase orders that include the quantity and price while certain agreements themselves include the purchase prices and minimum purchase quantities for the products during the tenure of the agreement. While typically the purchase price includes the cost of, amongst others, raw materials, packaging, labour, utilities and taxes as well as a margin, and is mutually agreed upon between our customers and us, the purchase price is generally pre-determined either annually or for the tenure of the agreement, which exposes us to volatility in the prices of raw materials and operational costs, which we may be unable to pass onto our customers and accordingly, reduce our profit margins. While certain agreements require customers to provide a forecast indicating the quantities of the product they intend to purchase from us, however these are not binding in nature. We may be, therefore, unable to assess with certainty how our customers will maintain their inventory levels or levels of production.

Operating expenses

Our ability to improve our cost competitiveness is largely dependent on the efficient management of our manufacturing expenses. Our manufacturing expenses primarily include cost of materials, power and fuel expenses, effluent treatment expenses, product yields, production control parameters and repair and maintenance costs. Cost of materials consumed as a percentage of our revenue from operations continues to be significant. Utility charges and costs associated with maintaining compliance with environment, health and safety standards are also major costs that contribute a significant portion of our operating expenses.

The key raw materials that we use in our manufacturing operations include phenol and benzene derivatives, such as para chloro phenol and meta dichloro benzene, bromine, pyrazole, various chloro and fluoro intermediates, solvents, chloro-alkalies and metal catalysts. In Fiscals 2018, 2019 and 2020 and in the nine months ended December 31, 2020, the cost of materials consumed amounted to ₹ 1,952.43 million, ₹ 2,551.02 million, ₹ 2,956.37 million and ₹ 3,139.43 million and represented 57.18%, 50.87%, 55.90% and 58.22% respectively, of

our revenue from operations. We have a centralised system across our manufacturing facilities for procurement of raw material. Historically, we have sourced raw materials from multiple vendors in India, China and Japan. However, our dependence on imports from China has reduced, imported raw materials from China as a percentage of total raw materials purchases decreased from 17.10% in Fiscal 2019 to 12.17% in Fiscal 2020. We typically do not have long-term supply contracts with our raw material suppliers. Pricing and production volumes are negotiated for each purchase order. There are no contractual commitments other than those set forth in the purchase orders. The purchase price of our raw materials generally follows market prices. Absence of long-term contracts at fixed prices exposes us to volatility in the prices of raw materials that we require. While our long-term agreements with certain customers typically cover price escalations on account of an increase in raw material costs, we are exposed to fluctuations in the prices of raw materials for the products that we manufacture for other customers who place purchase orders with us on a spot basis. The availability of these key raw materials at competitive prices are critical to our operations and price fluctuations may affect our profitability and, in turn, our results of operations. In the event that we are unable to compensate for or pass on our increased costs to our customers, such price increases could have an adverse impact on our result of operations, financial condition and cash flows.

Research and development

Our business depends to a large extent on our R&D capabilities. The R&D process is both time consuming and costly, and involves a high degree of business risk. Our business and financial and operating results have been and will be affected by our ability to continue to develop and commercialize new chemistries and processes. We have a dedicated in-house R&D facility and a pilot plant located at Sachin Unit – 6, which is equipped with laboratories engaged in process development, process innovation, new chemical screening and engineering, including, the evaluation of the possibility of using continuous process, which assists us in pursuing efficiencies from the initial conceptualization up to commercialization of a product and is certified by the DSIR. In addition, our research staff is critical to the success of our R&D efforts. As of December 31, 2020, we had a dedicated team of over 42 employees in our R&D department.

With the objective of maintaining a robust product pipeline, we commit substantial time, funds and other resources towards our R&D capabilities. In Fiscals 2018, 2019 and 2020, and the nine months ended December 31, 2019 and 2020, our capital expenditures, were ₹ 2,556.08 million, ₹ 2,482.65 million, ₹ 1,803.89 million, ₹ 1,658.95 million and ₹ 1,166.07 million, respectively, representing 74.86%, 49.50%, 34.11%, 44.62% and 21.63%, respectively, of our revenue from operations, in such periods. Our R&D efforts place significant emphasis on improving our production processes, augmenting the quality of our existing products, carrying out safety studies for new molecules and are often driven by specific needs communicated by our customers. Due to the time it takes to develop a new molecule, the competitive landscape for certain end-products that our customers manufacture may change or differ significantly from what was anticipated, and our products may not hold the competitive advantages in pricing or efficacy that we had anticipated during development. Consequently, new products developed may not yield an appropriate return on our related R&D costs. Our investment in R&D for future products could result in higher costs without a proportionate increase in revenues.

In addition, we must adapt to rapid changes in our industry due to technological advances and scientific discoveries. If our existing products 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, plants and machinery current with the latest international standards, the technologies, facilities and machinery we currently employ may become obsolete. The cost of implementing new technologies, upgrading our manufacturing facilities and retaining our research staff could be significant and could adversely affect our profitability.

Foreign currency fluctuation

We had established relationships with various multinational corporations, such as, Syngenta Asia Pacific Pte. Ltd., Sumitomo Chemical Company Limited and UPL Limited, across Europe, Japan, United States and India. We have historically derived a significant portion of our revenues from operations from a limited number of markets, namely, Europe, Japan, United States and India. In Fiscal 2020 and the nine months ended December 31, 2020, revenue from operations from exports accounted for 68.05% and 61.38%, respectively, of our total revenue from operations in such periods. Further, revenue from Europe, Japan and India accounted for 35.97%, 5.83% and 31.95%, respectively, in Fiscal 2020, and 31.43%, 15.32% and 38.66%, respectively, in the nine months ended December 31, 2020. As a result, our results of operations are influenced by exchange rate fluctuations between foreign currencies of the markets in which we sell our products and the Indian Rupee. Significant currency

exchange rate fluctuations and currency devaluations could have an adverse effect on our results of operations. A substantial majority of our sales are denominated in foreign currencies, principally U.S. dollars and Euro, and to an extent on other currencies applicable in the markets in which our products are sold.

Some of our expenditures, including raw materials costs and freight costs are also denominated in foreign currencies. As a consequence, we are exposed to currency rate fluctuations between the Indian Rupee and US dollars and other foreign currencies. We are exposed to exchange rate risk primarily due to payables in respect of our imported raw material and from receivables in respect of our exports, which are mainly denominated in foreign currencies. Any fluctuation in the value of the Indian Rupee against such currencies may adversely affect our results of operations. Since we export our products and import some of our raw materials it helps us to naturally hedge our foreign currency exposure, however a devaluation of any of the foreign currencies against the Indian Rupee may result in reduction of our margins. Any gains or losses arising on account of differences in foreign exchange rates on settlement and translation of monetary assets and liabilities are recognized in the statement of profit and loss. If we are unable to effectively manage our foreign exchange risk, it could materially affect our business, financial condition and results of operations.

Government regulations and policies

Government regulations and policies of India as well as the countries to which we export our products can affect the demand for, expenses related to and availability of our products. We have incurred and expect to continue incurring costs for compliance with such laws and regulations. Any changes in government policies such as the withdrawal of or changes in incentives and subsidies or anti-dumping duties levied by India or other countries, could adversely affect our business and results of operations in such jurisdictions. These regulations and policies and the tax regimes, including tax incentives, to which we are subject could change at any time, with little or no warning or time for us to prepare.

We are also 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. Further, any changes in the regulations and policies in the end-use sectors of our products can also adversely impact our results of operations. For example, any changes in government policies relating to the agriculture sector such as the reduction of government expenditure towards agriculture, the withdrawal of or changes in incentives and subsidies provided to farmers, export restrictions on crops, adverse changes in commodity prices or minimum support prices could affect the ability of farmers to spend on agrochemical products, which in turn could adversely affect our business and results of operations.

Further, all our manufacturing facilities are located in Gujarat and any significant changes in the policies of the state or local government or the Government of India, could require us to incur significant capital expenditure and change our business strategy.

Capacity utilization and operating efficiencies

As of December 31, 2020, our aggregate installed capacity was 23,438 MT. Higher capacity utilization results in greater production volumes and higher sales, and allows us to spread our fixed costs over a higher quantity of products sold, thereby increasing our profit margins. Our capacity utilisation for Fiscals 2018, 2019 and 2020 and in the nine months ended December 31, 2020 was 86.45%, 75.38%, 80.53% and 74.65%, respectively. Consistent with past practice, we will look to add capacity in a phased manner to ensure that we utilize our capacity at optimal levels. We continuously focus on improving our operational efficiencies and reducing operating costs in order to improve our results of operations. We also focus on continuously upgrading the quality and functionality of our products and manufacturing processes addressing specific customer requirements and market segments and to improve operational efficiencies. In Fiscal 2020, we commissioned two manufacturing facilities, namely, Jhagadia Unit – 5 and Sachin Unit – 6. We believe that with such additional capacity, we will be able to capitalize on growth opportunities in the specialty chemicals industry.

Competition

The Indian specialty chemicals industry is fragmented in nature. The key players in contract manufacturing include, PI Industries and Aarti Industries (*Source: F&S Report*). In addition, there are several international players, specifically from China, United States and European Union, engaged in contract manufacturing of specialty chemicals (*Source: F&S Report*). Competition in our business is based on pricing, relationships with customers, product quality, customization and innovation. We face pricing pressures from multinational companies that are able to produce chemicals at competitive costs and consequently, supply their products at cheaper prices. Certain of our competitors in the specialty chemicals segment may have greater financial resources, technology, research and development capability, greater market penetration and operations in diversified geographies and product portfolios, which may allow our competitors to better respond to market trends. Accordingly, we may not be able to compete effectively with our competitors across our product portfolio, which may have an adverse impact on our business, financial condition, results of operations and future prospects.

Impact of COVID-19 pandemic

On account of the COVID-19 pandemic, India had imposed a nationwide lockdown on March 24, 2020, however, since our life science related specialty chemicals operations were determined to be operating in an essential industry, we were allowed to resume operations in a phased manner and by April 15, 2020 all of our facilities restarted operations, subject to certain adjustments in working patterns and limited workforce.

The pandemic outbreak has caused an economic downturn on a global scale, including closures of many businesses and reduced consumer spending, as well as significant market disruption and volatility. The steps taken to counter the effects of the pandemic have resulted in a period of economic downturn and business disruption in India and globally. The demand for our products is dependent on and directly affected by factors affecting industries where our products are applied. Our customers are typically engaged in various industries, including agrochemicals, personal care, pharmaceuticals, specialty pigments and dyes, and polymer additives. Companies have faced disruptions in manufacturing and their supply chains. The disruptions in supply chain and logistics led to decreased inventory levels which in turn affected the supply of products to end consumers. Despite the impact of the COVID-19 pandemic, our revenue from operations significantly increased by 45.03% from ₹ 3,718.07 million in the nine months ended December 31, 2019 to ₹ 5,392.20 million in the nine months ended December 31, 2020.

In view of the fluidity of the situation and lack of visibility on the timeline for containment of the global pandemic, the recovery trajectory remains uncertain. We continue to closely monitor the impact that COVID-19 may have on our business and results of operations. It is difficult for us to predict the impact that COVID-19 will have on us, our customers or suppliers in the future. We continue to closely monitor the effect that COVID-19 may have on our business and results of operations. To the extent, the COVID-19 pandemic adversely affects us, it may also significantly increase the effect of the aforementioned factors affecting our results of operations.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Consolidation

The Restated Financial Statements include the consolidated financial statement of our Company including the following companies:

Name	Country of Incorporation	Proportion of Ownership of Interest				
		As at December 31, 2020	As at December 31, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018 (proforma)
Jainam Intermediates Private Limited	India	100%	100%	100%	100%	100%
Radha Murari Petrofills Private Limited*	India	0%	100%	100%	100%	100%
Atharva Exochem Private Limited (up to September 26, 2020) **	India	0%	10.67%	10.67%	10.67%	33%
Tangent Science Private Limited (Associate Company) (w.e.f. August 16, 2020)	India	45%	0%	0%	0%	0%

**Radha Murari Petrofills Private Limited by virtue of the scheme of arrangement in the nature of amalgamation has been merged with Jainam Intermediates Private Limited with effect from November 19, 2020 vide order passed by Hon'ble Regional Director (North-Western Region), Ahmedabad of Ministry of Corporate Affairs dated November 10, 2020 pursuant to provisions of Section 233 of Companies Act, 2013 and Rules framed thereunder, Appointed date being April 01, 2019.*

*** On surrender of equity shares under the buy-back, Atharva Exochem Private Limited ceased to be an associate with effect from March 26, 2019 and the accumulated proportionate share of profit accounted till March 31, 2018 was reversed during the financial year 2019. For details, see "**History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years**" on page 159.*

Also, see "***Financial Statements – Note 33: Related Party Transactions***" on page 231.

Revenue recognition

The Group has adopted Ind-AS 115 "Revenue from Contracts with Customers" effective from April 1, 2018.

Revenue from the sale of goods is recognized when the Group transfers control of the product. Control of the product transfers upon shipment of the product to the customer or when the product is made available to the customer, provided transfer of title to the customer occurs and the Group has not retained any significant risks of ownership or future obligations with respect to the product shipped. Amounts disclosed as revenue are net off returns, trade allowances, rebates and indirect taxes.

Other income

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend income is accounted in the period in which the right to receive the same is established.

Government grants, which are revenue in nature and are towards compensation for the qualifying costs, incurred by the Group, are recognized as other income in the Statement of Profit and Loss in the period in which such costs are incurred. Government grant receivable in the form duty credit script is recognized as other income in the Statement of Profit and Loss in the period in which the application is made to the government authorities and to the extent there is no uncertainty towards its receipt.

Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably.

Foreign Currency Transactions

The functional currency and presentation currency of the group is Indian Rupee.

Transactions in currencies other than the Group's functional currency are recorded on initial recognition using the exchange rate at the transaction date. At each Balance Sheet date, foreign currency monetary items are reported at the closing spot rate. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in foreign currency are not retranslated.

Exchange differences that arise on settlement of monetary items or on reporting of monetary items at each Balance Sheet date at the closing spot rate are recognized in the Statement of Profit and Loss in the period in which they arise except for:

(a) exchange gains or losses on foreign currency borrowings taken which are related to the acquisition or construction of qualifying assets are adjusted in the carrying cost of such assets.

(b) exchange differences on derivatives transactions entered into in order to hedge foreign currency risks associated with underlying assets/liabilities which are classified as cash flow hedges. The effective portion of changes in the fair value of the derivative is recognised in the cash flow hedging reserve being part of Other Comprehensive Income. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in the Statement of Profit and Loss.

Borrowing costs

Borrowing costs, general or specific, that are directly attributable to the acquisition or construction of qualifying assets is capitalized as part of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to the Statement of Profit and Loss. The Group determines the amount of borrowing costs eligible for capitalization as the actual borrowing costs incurred on that borrowing during the year less any interest income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets, to the extent that an entity borrows funds specifically for the purpose of obtaining a qualifying asset. In case if the Group borrows generally and uses the funds for obtaining a qualifying asset, borrowing costs eligible for capitalization are determined by applying a capitalizations rate to the expenditures on that asset.

Borrowing cost includes exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the finance cost.

Property, plant and equipment

Freehold land is carried at historical cost.

All other items of Property, plant and equipment are stated at cost of acquisition net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the year in which the costs are incurred. Major shutdown and overhaul expenditure is capitalized as the activities undertaken improves the economic benefits expected to arise from the asset It includes professional fees and, for qualifying assets, borrowing costs capitalized in accordance with the Group's accounting policy based on Ind AS 23 – Borrowing costs. Such properties are classified to the appropriate categories of PPE when completed and ready for intended use. Assets in the course of construction are capitalized in the assets under construction account. At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment and depreciation commences. Costs associated with the commissioning of an asset and any obligatory decommissioning costs are capitalized where the asset is available for use but incapable of operating at normal levels until a year of commissioning has been completed. Revenue generated from production during the trial period is capitalized. Property, plant and equipment except freehold land held for use in the production, supply or administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any.

The Group has elected to continue with the carrying value for all of its property, plant and equipment as recognized in the financial statements on transition to Ind AS, measured as per the Indian GAAP and use that as its deemed cost as at the date of transition.

Subsequent expenditure and componentization

Parts of an item of PPE having different useful lives and significant value and subsequent expenditure on Property, Plant and Equipment arising on account of capital improvement or other factors are accounted for as separate components only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Decommissioning costs

Decommissioning cost includes cost of restoration. Provision for decommissioning costs is recognized when the Group has a legal or constructive obligation to plug and abandon a well, dismantle and remove a facility or an item of Property, Plant and Equipment and to restore the site on which it is located. The full eventual estimated provision towards costs relating to dismantling, abandoning and restoring sites and other facilities are recognized in respective assets when the site is complete / facilities or Property, Plant and Equipment are installed. The amount recognized is the present value of the estimated future expenditure determined using existing technology at current prices and escalated using appropriate inflation rate till the expected date of decommissioning and

discounted up to the reporting date using the appropriate risk-free discount rate. An amount equivalent to the decommissioning provision is recognized along with the cost of exploratory well or Property, Plant and Equipment.

Depreciation and Useful life

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation is recognized so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using straight-line method as per the useful life prescribed in Schedule II to the Companies Act 2013 except in respect of following categories of assets, in whose case the life of the assets has been assessed as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Asset class	Useful life
Building	10-30 Years
Plant and machinery	8-30 Years
Office equipment	3-20 Years
Computer equipment	3-5 Years
Furniture and fixtures	10-20 Years
Vehicles	8-10 Years
Electric Installations	10-30 Years
Laboratory Equipment	10-20 Years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period and if the expectations differ from the previous estimates, the change is accounted for as a change in accounting estimate on a retrospective or prospective basis, whichever is nearly possible for the Group.

The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the Group will obtain ownership at the end of the lease term.

De-recognition of Asset

An item of PPE is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in Statement of Profit and Loss.

Intangible assets

Intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are recognized only on reasonable certainty and after completion of all activities related to the asset.

Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the disposal proceeds and the carrying amount of the asset and are recognized as income or expense in the Statement of Profit and loss.

Intangible assets with finite useful lives are amortized on a straight line basis over the following period:

Asset class	Useful life
Intangible assets	3-10 Years

Impairment of assets

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. At the each year end, assets are broadly evaluated for impairment. Provision for impairment of asset is made only if the recoverable amount of the asset goes below the carrying amount of the asset.

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.

Leases:

The group has applied Ind AS 116 for entering into leases in the current financial year and hence there was no need of restatement required to be done for the previous financial years.

As a lessee, the group recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, group's incremental borrowing rate. Generally, the group uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following: –

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the group is reasonably certain to exercise, lease payments in an optional renewal period if the group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the group is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the group's estimate of the amount expected to be payable under a residual value guarantee, or if group changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The group presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' and lease liabilities in 'loans and borrowings' in the statement of financial position. (Refer_)

Short-term leases and leases of low-value assets

The group has elected not to recognize right-of-use assets and lease liabilities for short term leases of real estate

properties that have a lease term of 12 months. The group recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Financial instruments

Initial Recognition and Measurement

Financial assets and/or financial liabilities are recognized when the Group becomes party to a contract embodying the related financial instruments. All financial assets, financial liabilities and financial guarantee contracts are initially measured at transaction values and where such values are different from the fair value, at fair value. Transaction costs that are attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from as the case may be, the fair value of such financial assets or liabilities, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in Profit or Loss.

Offset

A financial asset and a financial liability is offset and presented on net basis in the balance sheet when there is a current legally enforceable right to set-off the recognized amounts and it is intended to either settle on net basis or to realize the asset and settle the liability simultaneously.

Financial Assets:

Subsequent measurement:

For subsequent measurement, the group classifies financial asset in following broad categories:

- Financial asset carried at amortized cost.
- Financial asset carried at fair value through other comprehensive income (FVTOCI)
- Financial asset carried at fair value through profit or loss (FVTPL)

Financial asset carried at amortized cost (net of any write down for impairment, if any):

Financial assets are measured at amortized cost when asset is held within a business model, whose objective is to hold assets for collecting contractual cash flows and contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest. Such financial assets are subsequently measured at amortized costs using Effective Interest Rate (EIR) method less impairment, if any. The losses arising from impairment are recognized in the statement of profit or loss. Cash and bank balances, trade receivables, loans and other financial asset of the group are covered under this category.

Under the EIR method, the future cash receipts are exactly discounted to the initial recognition value using EIR. The cumulative amortization using the EIR method of the difference between the initial recognition amount and maturity amount is added to the initial recognition value (net of principal repayments, if any) of the financial asset over the relevant period of the financial asset to arrive at amortized cost at each reporting date. The corresponding effect of the amortization under EIR method is recognized as interest income over the relevant period of the financial asset. The same is included under "other income" in the statement of profit or loss. The amortized cost of the financial asset is also adjusted for loss allowance, if any.

Financial asset carried at FVTOCI:

Financial asset under this category are measured initially as well as at each reporting date at fair value, when asset is held with a business model whose objective is to hold asset for both collecting contractual cash flows and selling financial assets. Fair value movements are recognized in the other comprehensive income.

Financial asset carried at FVTPL:

Financial asset under this category are measured initially as well as at each reporting date at fair value. Changes in fair value are recognized in the statement of profit or loss.

Derecognition:

A financial asset is primarily derecognized when rights to receive cash flows from the asset have expired or the Group has transferred its contractual rights to receive cash flows of the financial asset and has substantially transferred all the risk and reward of the ownership of the financial asset.

Impairment of financial asset:

In accordance with Ind AS 109, the Group uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

ECL is the difference between all contractual cash flows that are due to the Group 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 effective interest rate.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months from the reporting date.
For trade receivables, the Group applies 'simplified approach' which requires expected lifetime losses to be recognized from initial recognition of the receivables. The Group uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analyzed.

For other assets, the Group uses 12-month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the Statement of Profit and Loss under the head 'Other expenses'.

Financial Liabilities:

Subsequent measurement:

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.

Interest-bearing loans and borrowings are subsequently measured at amortized cost using the Effective Interest Rate (EIR) method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through EIR amortization process. Amortized 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 amortization is included as finance costs in the statement of profit and loss.

Derecognition of financial liabilities:

A financial liability is derecognized 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 recognized in the Statement of Profit and Loss.

Derivative financial instrument:

Group uses derivative financial instruments such as interest rate swaps, currency swaps, forward contracts to mitigate the risk of changes in interest rate and foreign currency exchange rate. At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss, except for the effective portion of cash flow hedge which is recognised in Other Comprehensive Income and later to Statement of Profit and Loss when the hedged item affects profit or loss or is treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a Non-Financial Assets or Non-Financial liability. Hedges that meet the criteria for hedge accounting are accounted for as follows:

Cash Flow Hedge

The Group designates derivative contracts or non-derivative Financial Assets/ Liabilities as hedging instruments to mitigate the risk of movement in interest rates and foreign exchange rates for foreign exchange exposure on highly probable future cash flows attributable to a recognised asset or liability or forecast cash transactions.

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in the cash flow hedging reserve being part of Other Comprehensive Income. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognised in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the underlying transaction occurs. The cumulative gain or loss previously recognised in the cash flow hedging reserve is transferred to the Statement of Profit and Loss upon the occurrence of the underlying transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedging reserve is reclassified in the Statement of Profit and Loss.

Fair Value Hedge:

The Group designates derivative contracts or non-derivative Financial Assets/Liabilities as hedging instruments to mitigate the risk of change in fair value of hedged item due to movement in interest rates, foreign exchange rates and commodity prices. Changes in the fair value of hedging instruments and hedged items that are designated and qualify as fair value hedges are recorded in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest method is used is amortised to Statement of Profit and Loss over the period of maturity.

Trade receivables

Trade receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less provision for impairment.

Inventories

Inventories comprise of Raw and packing materials, Work-in-progress, Finished goods, and Stores and spares.

Inventories are valued at the lower of cost and the net realizable value. Cost is determined on weighted average basis. Cost includes all charges in bringing the goods to their present location and condition. The cost of Work-in-progress and Finished goods comprises of materials, direct labour, other direct costs and related production overheads.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Operating cycle for current and non-current classification

The group presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is classified as current when it satisfies any of the following criteria:

- It is expected to be realized or intended to be sold or consumed in normal operating cycle;
- It is held primarily for the purpose of trading;

- It is expected to be realized within 12 months after the date of reporting period; or
- Cash and cash equivalents unless restricted from being exchanged or used to settle a liability for at least 12 months after reporting period.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

A liability is current when it satisfies any of the following criteria:

- It is expected to be realized or intended to be sold or consumed in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is expected to be realized within 12 months after the date of reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period current liabilities include the current portion of long-term financial liabilities.

The group classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Global Health Pandemic on COVID-19

The outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. In many countries, businesses are being forced to cease or limit their operations for long or indefinite periods of time. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of non-essential services have triggered significant disruptions to businesses worldwide, resulting in an economic slowdown.

In assessing the recoverability of Group's assets such as Investments, Loans, intangible assets, Goodwill, Trade receivable etc. the Group has considered internal and external information. The Group has performed sensitivity analysis on the assumptions used basis the internal and external information/indicators of future economic conditions, the Group expects to recover the carrying amount of the assets.

Standards issued but not effective

The amendments are proposed to be effective for reporting periods beginning on or after 1 April 2020.

Issue of Ind AS 117 – Insurance Contracts

Ind AS 117 supersedes Ind AS 104 Insurance contracts. It establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts within the scope of the standard. Under the Ind AS 117 model, insurance contract liabilities will be calculated as the present value of future insurance cash flows with a provision for risk.

Application of this standard is not expected to have any significant impact on the Group's financial statements.

Amendments to existing Standards

Ministry of Corporate Affairs has carried out amendments of the following accounting standards:

- *Ind AS 103 – Business Combination 2*
- *Ind AS 1, Presentation of Financial Statements and Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors*
- *Ind AS 40 – Investment Property*

The Group is in the process of evaluating the impact of the new amendments issued but not yet effective.

For further information, see "***Financial Statements – Annexure D – Significant Accounting Policies***" on page 198.

CHANGES IN ACCOUNTING POLICIES

The financial statements for the year ended March 31, 2019, were the first financial statements of our Company that have been prepared in accordance with Ind AS. Other than as required for the preparation of our Restated Financial Statements, there have been no changes in our accounting policies during Fiscals 2018, 2019 and 2020, and in the nine months ended December 31, 2019 and December 31, 2020.

PRINCIPAL COMPONENTS OF INCOME AND EXPENDITURE

Income

Our total revenue comprises (i) revenue from operations, and (ii) other income.

Revenue from Operations

Revenue from operations comprises revenue from the sale products: (i) export sales; (ii) domestic sales; and (iii) SEZ supply.

Other Income

Other income primarily includes (i) interest income; (ii) exchange gain/ loss resultant from the transaction/ translation; (iii) excise benefit (incentive); (iv) export-duty drawback income; and (v) income from liquid fund.

Expenses

Our expenses comprises (i) costs of materials consumed, (ii) purchase of Stock in Trade; (iii) changes in inventories of finished goods, work-in-progress and stock-in-trade; (iv) employee benefits expense; (v) finance costs; (vi) depreciation and amortisation; and (vii) other expenses.

Costs of Materials Consumed

Costs of materials consumed comprises cost of raw materials and components such as custom duty and freight charges, as well as transportation costs incurred in delivering raw materials to our facilities.

Purchase of Stock in Trade

Purchase of Stock in Trade comprises purchases costs of traded goods during the year.

Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade

Changes in inventories of finished goods, work-in-progress and stock-in-trade comprises increase or decrease in inventory levels of finished goods and work in progress/ semi-finished goods.

Employee Benefit Expense

Employee benefits expense comprises (i) salaries and wages; (ii) bonus; (iii) provident and other funds; (iv) retirment benefit (including contribution to group gratuity); and (v) staff welfare expenses.

Finance Costs

Finance cost comprises (i) interest expense, (ii) other borrowing costs, and (iii) applicable loss on foreign currency transactions and translation.

Depreciation and Amortisation Expenses

Depreciation and amortisation comprises (i) depreciation of property, plant and equipment; (ii) depreciation of right-of-use assets; and (iii) amortization of intangible assets.

Other Expenses

Other expenses primarily comprises (a) manufacturing expenses, including (i) job work charges; (ii) utility charges; (iii) consumption – stores and spares; (iv) consumption – packing materials; (v) pollution expenses; (vi)

laboratory expenses; (vii) factory expenses; and (viii) other manufacturing expenses; (b) administrative expense, including (i) legal and professional charges; (ii) director remuneration; (iii) insurance expense; (iv) repair and maintence; and (v) other administrative expense; and (c) selling and distribution expense, including (i) clearing and forwarding charges; (ii) advertisement, business promotion and seminar expenses; and (iii) bad debts written off.

NON-GAAP MEASURES

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

Reconciliation of Earnings before interest, taxes, depreciation and amortization expenses ("EBITDA") and EBITDA Margin to Net Profit After Tax

The table below reconciles net profit after tax to EBITDA. EBITDA is calculated as net profit after tax, plus finance cost, depreciation, amortization and impairment expenses and tax expenses, and less other income, while EBITDA Margin is the percentage of EBITDA divided by revenue from operations.

Particulars	**Fiscal**			**Nine Months ended December 31,**	
	2018 (proforma)	**2019**	**2020**	**2019**	**2020**
			(₹ million)		
Net Profit After Tax (I)	413.07	492.48	529.75	428.05	480.93
Add: Finance cost (II)	139.58	243.54	453.20	321.26	496.25
Add: Depreciation, amortization and impairment expenses (III)	175.74	225.28	287.12	174.17	383.16
Add: Tax expenses (IV)	94.24	155.08	183.96	123.58	186.68
Less: Other income	77.56	194.64	105.07	26.85	239.42
Earnings before interest, taxes, depreciation and amortization expenses (EBITDA) V = I + II +III+IV	**745.07**	**921.74**	**1,348.96**	**1,307.60**	**1,020.20**
Revenue from operations (VI)	3,414.26	5,014.97	5,288.80	3,718.07	5,392.20
EBITDA Margin (EBITDA as a percentage of Revenue from Operations) IX = (V/VI)	**21.82%**	**18.38%**	**25.51%**	**27.44%**	**24.25%**

RESULTS OF OPERATIONS

NINE MONTHS ENDED DECEMBER 31, 2020 COMPARED TO NINE MONTHS ENDED DECEMBER 31, 2019

The following table sets forth certain information relating to our results of operations for the nine months ended December, 2019 and nine months ended December 31, 2020:

Particulars	Nine Months ended December 31,			
	2019		2020	
	(₹ million)	Percentage of total income	(₹ million)	Percentage of total income
Income				
Revenue from operations	3,718.07	99.28%	5,392.20	95.75%
Other income	26.85	0.72%	239.42	4.25%
Total Revenue	**3,744.92**	**100.00%**	**5,631.61**	**100.00%**
Expenses				
Cost of materials consumed	2,060.39	55.02%	3,139.43	55.75%
Purchase of stock in trade	6.20	0.17%	-	-
Changes in inventories of finished goods, work-in-progress and stock-in-trade	(636.62)	(17.00)%	(962.85)	(17.10)%
Employee benefits expense	152.27	4.07%	204.01	3.62%
Finance costs	321.26	8.58%	496.25	8.81%
Depreciation, amortization and impairment expense	174.17	4.65%	383.16	6.80%
Other expenses	1,115.64	29.79%	1,703.99	30.26%
Total expenses	**3,193.30**	**85.27%**	**4,963.99**	**88.15%**
Profit before tax	**551.62**	**14.73%**	**667.62**	**11.85%**
Tax expense				
Current tax	99.73	2.66%	119.21	2.12%
Deferred tax	23.85	0.64%	67.40	1.20%
Short provision of tax expenses of earlier year(s)	-	-	0.06	0.00%
Profit for the period	**428.05**	**11.43%**	**480.94**	**8.54%**
Share of net loss of associate*	-	-	(0.01)	(0.00)%
Profit after tax and share of profit of associate*	**428.05**	**11.43%**	**480.93**	**8.54%**
Other comprehensive income for the period (net of tax)	**(17.57)**	**(0.47)%**	**(10.24)**	**(0.18)%**
Total comprehensive income for the period	**410.47**	**10.96%**	**470.69**	**8.36%**

** Associate periods refer to Tangent Science Private Limited.*

Key Developments

- The Government of India announced a nation-wide lockdown on March 24, 2020 on account of the COVID-19 pandemic and imposed several restrictions, however, since our life science related specialty chemicals operations were determined to be operating in an essential industry, we were allowed to resume operations in a phased manner and by April 15, 2020 all of our facilities restarted operations, subject to certain adjustments in working patterns and limited workforce. The COVID-19 pandemic resulted in some disruptions in the supply of raw materials from our domestic and international suppliers during the months of March, April and May 2020. For further information, see ""**– *Significant Factors Affecting our Results of Operations and Financial Conditions – Impact of COVID-19***" on page 254.

Income

Total revenue increased by 50.38% from ₹ 3,744.92 million in the nine months ended December 31, 2019 to ₹ 5,631.61 million in the nine months ended December 31, 2020 primarily due to an increase in revenue from operations on account of the reasons discussed below.

Revenue from Operations

Revenue from operations significantly increased by 45.03% from ₹ 3,718.07 million in the nine months ended December 31, 2019 to ₹ 5,392.20 million in the nine months ended December 31, 2020, primarily due to an increase in (i) export sales by 27.87% from ₹ 2,588.09 million in the nine months ended December 31, 2019 to ₹ 3,309.50 million in the nine months ended December 31, 2020, as a result of addition of new products in the life

science related specialty chemicals vertical and growth in the volume of existing products; and (ii) domestic sales by 81.05% from ₹ 1,129.81 million in the nine months ended December 31, 2019 to ₹ 2,045.50 million in the nine months ended December 31, 2020, as a result of addition of new domestic customers as well as increase in the number of new products in life science related specialty chemicals. Further, our export and domestic sales also increased on account of addition of two new manufacturing facilities, namely, Jhagadia Unit -5 and Sachin Unit – 6, which were commissioned in March 2020. In addition, our revenue from SEZ supply increased from ₹ 0.18 million in the nine months ended December 31, 2019 to ₹ 37.20 million, since there was an increase in the number of products provided to a customer located in a SEZ.

The following table sets forth the revenue from operations contributed by each of our business verticals and the percentage of our total revenue from operations for the periods indicated:

Business verticals	Nine months ended December 31, 2019		Nine months ended December 31, 2020	
	Revenue from Operations	As % of Total Revenue from Operations	Revenue from Operations	As % of Total Revenue from Operations
	(₹ million)	(%)	(₹ million)	(%)
Life science related specialty chemicals	3,594.23	96.67%	5,055.44	93.75%
Other specialty chemicals	123.85	3.33%	336.75	6.25%
Total	**3,178.07**	**100.00%**	**5,392,20**	**100.00%**

Other Income

Other income significantly increased from ₹ 26.85 million in the nine months ended December 31, 2019 to ₹ 239.42 million in the nine months ended December 31, 2020, primarily due to an exchange gain resultant from the transaction of ₹ 100.00 million on account of favourable foreign exchange fluctuation in the nine months ended December 31, 2020, while in the nine months ended December 31, 2019, there was an exchange loss resultant from the transaction of ₹ 66.94 million due to unfavourable foreign exchange fluctuation. Further, we earned revenue from penalty/ damage recovered of ₹ 30.13 million in the nine months ended December 31, 2020 compared to ₹ 0.12 million in the nine months ended December 31, 2019 on account of penalties charged on late payment made by certain customers. In addition, we earned revenue from insurance claims of ₹ 8.09 million in the nine months ended December 31, 2020 compared to ₹ 1.87 million in the nine months ended December 31, 2019, primarily due to the maturity of a keyman insurance which our Company had obtained.

Expenses

Total expenses increased by 55.45% from ₹ 3,193.30 million in the nine months ended December 31, 2019 to ₹ 4,963.99 million in the nine months ended December 31, 2020, primarily due to an increase in cost of materials consumed, other expenses, finance costs and employee benefits expense.

Cost of Materials Consumed

Cost of materials consumed increased by 52.37% from ₹ 2,060.39 million in the nine months ended December 31, 2019 to ₹ 3,139.43 million in the nine months ended December 31, 2020 due to an increase in the volume of production.

However, as a percentage of total income, cost of materials consumed marginally increased from 55.02% in the nine months ended December 31, 2019 to 55.75% in the nine months ended December 31, 2020 primarily on account efficient utilization of raw materials.

Purchase of Stock in Trade

Purchase of stock in trade decreased from ₹ 6.20 million in the nine months ended December 31, 2019 to nil million in the nine months ended December 31, 2020 due to in-house manufacture of certain traded goods in the nine months ended December 31, 2020 resulting in a decrease in purchases made from third parties for certain traded goods in the nine months ended December 31, 2019.

Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade

Changes in inventories of finished goods, work-in-progress and stock-in-trade changed from ₹ (636.62) million in the nine months ended December 31, 2019 to ₹ (962.85) million in the nine months ended December 31, 2020.

Employee Benefit Expenses

Employee benefit expense increased by 33.98% from ₹ 152.27 million in the nine months ended December 31, 2019 to ₹ 204.01 million in the nine months ended December 31, 2020. This was primarily due to an increase in salaries and wages by 41.39% from ₹ 115.67 million in the nine months ended December 31, 2019 to ₹ 163.55 million in the nine months ended December 31, 2020 on account of increase in number of employees and increase in remuneration to existing employees. The number of permanent employees increased from 875 as of December 31, 2019 to 1,291 as of December 31, 2020. This increase was partially offset by a decrease in bonus by 12.52% from ₹ 22.25 million in the nine months ended December 31, 2019 to ₹ 19.46 million in the nine months ended December 31, 2020.

Finance Costs

Finance costs significantly increased by 54.47% from ₹ 321.26 million in the nine months ended December 31, 2019 to ₹ 496.25 million in the nine months ended December 31, 2020 primarily due to an increase in interest expenses by 55.64% from ₹ 262.97 million in the nine months ended December 31, 2019 to ₹ 409.30 million in the nine months ended December 31, 2020. In addition, other borrowing costs increased by 91.09% from ₹ 21.97 million in the nine months ended December 31, 2019 to ₹ 41.98 million in the nine months ended December 31, 2020 primarily on account of increase in loan processing cost and bank charges, and applicable loss on foreign currency transactions and translation increased by 23.85% from ₹ 36.32 million in the nine months ended December 31, 2019 to ₹ 44.98 million in the nine months ended December 31, 2020 primarily due to depreciation of the Indian Rupee.

Further, in accordance with Ind AS 109 "Financial Instruments" and Ind AS 113 "Fair Value Measurements", term loans taken from banks are financial instruments and accordingly, the processing fee paid on bank loans is to be valued at fair valuation and recognised as "term loan deferred processing fee" which is amortised as "deferred interest expense" over the period of term loan using effective interest rate for each bank loan taken during the reporting periods. For further information in relation to the effective rate of interest adopted, see "***Financial Statements – Note 28: Finance Costs***" on page 228.

Depreciation, Amortization and Impairment Expense

Depreciation, amortisation and impairment expense significantly increased from ₹ 174.17 million in the nine months ended December 31, 2019 to ₹ 383.16 million in the nine months ended December 31, 2020, primarily due to increase in plant, property and equipment of two newly commissioned manufacturing facilities, namely, Jhagadia Unit -5 and Sachin Unit – 6.

Other Expenses

Other expenses significantly increased by 52.74% from ₹ 1,115.64 million in the nine months ended December 31, 2019 to ₹ 1,703.99 million in the nine months ended December 31, 2020, primarily due to an increase in:

- Utility charges by 52.97% from ₹ 343.65 million in the nine months ended December 31, 2019 to ₹ 525.67 million in the nine months ended December 31, 2020 on account of commercialization of two new units, namely, Jhagadia Unit -5 and Sachin Unit – 6, which resulted in higher consumption;

- Job work and other charges by 48.60% from ₹ 264.43 million in the nine months ended December 31, 2019 to ₹ 392.94 million in the nine months ended December 31, 2020 on account of increase in price of job work related products;

- Pollution expenses by 76.80% from ₹ 83.78 million in the nine months ended December 31, 2019 to ₹ 148.13 million in the nine months ended December 31, 2020 on account of increase in the volume of production as well as increase in number of manufacturing facilities;

- Other manufacturing expenses, such as electrical charges, fire expenses and cleaning expenses, from ₹ 74.74 million in the nine months ended December 31, 2019 to ₹ 178.90 million in the nine months ended

December 31, 2020 on account of increase in the number of manufacturing facilities (Jhagadia Unit -5 and Sachin Unit – 6) as well as volume of production; and

- Rent, rates, taxes and duties from ₹ 12.81 million in the nine months ended December 31, 2019 to ₹ 35.21 million in the nine months ended December 31, 2020 on account of increase in number of warehouses on rent and increase in number of vehicles on rent which were used for transportation of workers during the COVID-19 pandemic.

This increase was partially offset by a decrease in advertisement, business promotion and seminar expenses from ₹ 25.84 million in the nine months ended December 31, 2019 to ₹ 10.28 million in the nine months ended December 31, 2020 on account of lower participation in exhibitions and seminars due to the COVID-19 pandemic; and consumption – stores and spares by 31.02% from ₹ 59.69 million in the nine months ended December 31, 2019 to ₹ 41.17 million in the nine months ended December 31, 2020.

Profit before Tax

For the reasons discussed above, profit before tax was ₹ 667.62 million in the nine months ended December 31, 2020 compared to ₹ 551.62 million in the nine months ended December 31, 2019.

Tax Expense

Current tax expenses increased by 19.54% from ₹ 99.73 million in the nine months ended December 31, 2019 to ₹ 119.21 million in the nine months ended December 31, 2020, primarily on account of an increase in profits. This increase was offset by a decrease in deferred tax from ₹ 23.85 million in the nine months ended December 31, 2019 to ₹ 67.40 million in the nine months ended December 31, 2020 due to the difference in accounting of depreciation under the Companies Act 2013 and the Income Tax Act. In addition, in the nine months ended December 31, 2020, short provision of tax expenses of earlier year(s) amounted to ₹ 0.06 million. As a result, total tax expense amounted to ₹ 186.68 million in the nine months ended December 31, 2020 compared to ₹ 123.58 million in the nine months ended December 31, 2019.

Profit after tax and share of profit of associate (*i.e.* Tangent Science Private Limited w.e.f August 16, 2020)

For the various reasons discussed above, we recorded a profit after tax and share of profit of associate (*i.e.* Tangent Science Private Limited w.e.f August 16, 2020) of ₹ 480.93 million in the nine months ended December 31, 2020 compared to ₹ 428.05 million in the nine months ended December 31, 2019. In the nine months ended December 31, 2020, we recorded a share of net loss of associate (*i.e.* Tangent Science Private Limited w.e.f August 16, 2020) of ₹ 0.01 million due to certain miscellaneous expenses, such as printing, stationery and RoC form filing related expenses in Tangent Science Private Limited, our associate company.

Total Comprehensive Income for the Period

Total comprehensive income for the period was ₹ 470.69 million in the nine months ended December 31, 2020 compared to ₹ 410.47 million in the nine months ended December 31, 2019.

Earnings before Interest, Taxes, Depreciation and Amortization (EBITDA)

EBITDA was ₹ 1,020.20 million in the nine months ended December 31, 2020 compared to ₹ 1,307.60 million in the nine months ended December 31, 2019, while EBITDA Margin was 24.25% in the nine months ended December 31, 2020 compared to 27.44% in the nine months ended December 31, 2019.

RESULTS OF OPERATIONS FOR FISCAL 2020, FISCAL 2019 AND FISCAL 2018

The following table sets forth certain information with respect to our results of operations on a consolidated basis for Fiscal 2018, 2019 and 2020:

Particulars	Fiscal					
	2018 (proforma)		2019		2020	
	(₹ million)	Percentage of total income	(₹ million)	Percentage of total income	(₹ million)	Percentage of total income
Income						
Revenue from operations	3,414.26	97.78%	5,014.97	96.26%	5,288.80	98.05%
Other income	77.56	2.22%	194.64	3.74%	105.07	1.95%
Total Revenue	**3,491.82**	**100.00%**	**5,209.61**	**100.00%**	**5,393.87**	**100.00%**
Expenses						
Cost of materials consumed	1,952.43	55.91%	2,551.02	48.97%	2,956.37	54.81%
Purchase of stock in trade	62.10	1.78%	83.81	1.61%	5.18	0.10%
Changes in inventories of finished goods, work-in-progress and stock-in-trade	(479.35)	(13.73)%	(63.99)	(1.23)%	(856.22)	(15.87)%
Employee benefits expense	159.18	4.56%	185.93	3.57%	209.54	3.88%
Finance costs	139.58	4.00%	243.54	4.67%	453.20	8.40%
Depreciation, amortization and impairment expense	175.74	5.03%	225.28	4.32%	287.12	5.32%
Other expenses	984.49	28.19%	1,326.85	25.47%	1,624.96	30.13%
Total expenses	**2,994.16**	**85.75%**	**4,552.44**	**87.39%**	**4,680.16**	**86.77%**
Profit before tax	**497.66**	**14.25%**	**657.17**	**12.61%**	**713.71**	**13.23%**
Tax expense						
Current tax	82.44	2.36%	119.95	2.30%	129.16	2.39%
Deferred tax	11.78	0.34%	35.13	0.67%	54.80	1.02%
Short provision of tax expenses of earlier years	0.01	0.00%	-	-	-	-
Profit for the year	**403.41**	**11.55%**	**502.09**	**9.64%**	**529.75**	**9.82%**
Share of net profit of associate*	9.66	0.28%	(9.61)	(0.18)%	-	-
Profit after tax and share of profit of associate*	**413.07**	**11.83%**	**492.48**	**9.45%**	**529.75**	**9.82%**
Other comprehensive income for the year (net of tax)	**(12.33)**	**(0.35)%**	**0.31**	**0.01%**	**(17.26)**	**(0.32)%**
Total comprehensive income for the year	**400.74**	**11.48%**	**492.79**	**9.46%**	**512.49**	**9.50%**

** Associate refers to Atharva Exochem Private Limited from April 1, 2018 to March 26, 2019.*

FISCAL 2020 COMPARED TO FISCAL 2019

Key Developments

- In March 2020, we commissioned two manufacturing facilities, namely, Jhagadia Unit -5 and Sachin Unit – 6.

Income

Total revenue increased by 3.54% from ₹ 5,209.61 million in Fiscal 2019 to ₹ 5,393.87 million in Fiscal 2020 primarily due to an increase in revenue from operations on account of the reasons discussed below.

Revenue from Operations

Revenue from operations increased by 5.46% from ₹ 5,014.97 million in Fiscal 2019 to ₹ 5,288.80 million in Fiscal 2020, primarily due to an increase in export sales by 19.55% from ₹ 3,010.58 million in Fiscal 2019 to ₹ 3,599.22 million in Fiscal 2020, driven by increase in the volume of sales of our key existing life science related specialty chemicals as well as on account of addition of two new manufacturing facilities, namely, Jhagadia Unit -5 and Sachin Unit – 6. In addition, we also received revenue from SEZ supply of ₹ 35.39 million in Fiscal 2020 since we started providing products for a customer located in SEZ. This increase was offset by a decrease in domestic sales by 17.47% from ₹ 2,004.39 million in Fiscal 2019 to ₹ 1,654.19 million in Fiscal 2020 primarily on account of change in product mix resulting in a decrease in the volume of products sold domestically.

The following table sets forth the revenue from operations contributed by each of our business verticals and the percentage of our total revenue from operations for the periods indicated:

Business verticals	Fiscal 2019		Fiscal 2020	
	Revenue from Operations (₹ million)	As % of Total Revenue from Operations (%)	Revenue from Operations (₹ million)	As % of Total Revenue from Operations (%)
Life science related specialty chemicals	4,677.17	93.26%	5,044.10	95.37%
Other specialty chemicals	337.80	6.74%	244.70	4.63%
Total	**5,014.97**	**100.00%**	**5,288.80**	**100.00%**

Other Income

Other income decreased by 46.02% from ₹ 194.64 million in Fiscal 2019 to ₹ 105.07 million in Fiscal 2020, primarily due to an exchange loss resultant from the transaction amounting to ₹ 56.77 million on account of depreciation of the Indian Rupee in Fiscal 2020, while in Fiscal 2019, there was an exchange gain resultant from the transaction amounting to ₹ 9.49 million due to appreciation of the Indian Rupee. Further, we also earned income from liquid fund amounting to ₹ 19.66 million in Fiscal 2019 compared to nil in Fiscal 2020 on account of surplus funds placed in debt liquid funds in Fiscal 2019 compared to no such funds being placed in debt liquid funds in Fiscal 2020. In addition, interest income decreased by 13.43% from ₹ 41.11 million in Fiscal 2019 to ₹ 35.59 million in Fiscal 2020, primarily due to a decrease in surplus funds placed in fixed deposits. This decrease was marginally offset by an increase in excise-duty drawback income by 44.75% from ₹ 28.82 million in Fiscal 2019 to ₹ 41.72 million in Fiscal 2020 due to increase in revenue from exports.

Expenses

Total expenses increased by 2.81% from ₹ 4,552.44 million in Fiscal 2019 to ₹ 4,680.16 million in Fiscal 2020, primarily due to an increase in cost of materials consumed, finance costs and other expenses.

Cost of Materials Consumed

Cost of materials consumed increased by 15.89% from ₹ 2,551.02 million in Fiscal 2019 to ₹ 2,956.37 million in Fiscal 2020 primarily due to change in the product mix and new products launched by our Company in the last quarter of Fiscal 2020.

As a percentage of total income, cost of materials consumed increased from 48.97% in Fiscal 2019 to 54.81% in Fiscal 2020.

Purchase of Stock in Trade

Purchase of stock in trade decreased significantly from ₹ 83.81 million in Fiscal 2019 to ₹ 5.18 million in Fiscal 2020 due to in-house manufacture of certain traded goods in Fiscal 2020 resulting in a decrease in purchases made from third parties for certain traded goods in Fiscal 2019.

Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade

Changes in inventories of finished goods, work-in-progress and stock-in-trade changed from ₹ (63.99) million in Fiscal 2019 to ₹ (856.22) million in Fiscal 2020 due to higher work-in-progress inventory at the end of Fiscal 2020, primarily due to increase in production of new products.

Employee Benefits Expenses

Employee benefits expense increased by 12.70% from ₹ 185.93 million in Fiscal 2019 to ₹ 209.54 million in Fiscal 2020, primarily due to an increase in (i) salaries and wages by 6.95% from ₹ 150.15 million in Fiscal 2019 to ₹ 160.59 million in Fiscal 2020 on account of increase in number of employees; and (ii) bonus by 72.76% from ₹ 17.39 million in Fiscal 2019 to ₹ 30.05 million in Fiscal 2020 on account of additional bonuses provided to the existing employees. The number of permanent employees increased from 732 as of March 31, 2019 to 996 as of March 31, 2020. This increase was marginally offset by a decrease in staff welfare expenses by 45.23% from ₹ 7.19 million in Fiscal 2019 to ₹ 3.94 million in Fiscal 2020 on account of lower expenses due to expenses incurred on staff uniform, which are not incurred every year.

Finance Costs

Finance costs increased by 86.09% from ₹ 243.54 million in Fiscal 2019 to ₹ 453.20 million in Fiscal 2020 primarily due to a significant increase in interest expenses from ₹ 149.02 million in Fiscal 2019 to ₹ 365.35 million in Fiscal 2020, as a result of increase in short term and long term borrowings. In Fiscal 2019 and Fiscal 2020, net of interest capitalized amounted to ₹ 275.89 million and ₹ 124.34 million, respectively. In addition, other borrowing costs increased by 52.90% from ₹ 22.63 million in Fiscal 2019 to ₹ 34.59 million in Fiscal 2020 primarily due to increase in processing fee charged on account of increased borrowings. This increase was offset by a decrease in applicable loss on foreign currency transactions and translation decreased by 25.93% from ₹ 71.89 million in Fiscal 2019 to ₹ 53.25 million in Fiscal 2020 primarily due to entering into forward contracts and other hedging transactions.

Depreciation, Amortization and Impairment Expense

Depreciation, amortisation and impairment expense increased by 27.45% from ₹ 225.28 million in Fiscal 2019 to ₹ 287.12 million in Fiscal 2020, primarily due to capitalization of fixed asset from capital work in progress during the year.

Other Expenses

Other expenses increased by 22.47% from ₹ 1,326.85 million in Fiscal 2019 to ₹ 1,624.96 million in Fiscal 2020, primarily due to an increase in

- Utility charges that increased by 40.23% from ₹ 358.39 million in Fiscal 2019 to ₹ 502.56 million in Fiscal 2020 on account of increase in volume of production and trial run in new manufacturing facilities, namely, Jhagadia Unit -5 and Sachin Unit – 6, which were commercialized in March 2020;

- Job work charges that increased by 29.20% from ₹ 301.22 million in Fiscal 2019 to ₹ 389.17 million in Fiscal 2020 on account of increase in price of the job work related products; and

- Insurance expenses that increased from ₹ 8.36 million in Fiscal 2019 to ₹ 34.19 million in Fiscal 2020 on account of new insurance policies and increase in premium of the existing policies.

The increase was marginally offset by a decrease in consumption – stores and spares that decreased by 19.59% from ₹ 90.69 million in Fiscal 2019 to ₹ 72.93 million in Fiscal 2020, and clearing and forwarding expenses that decreased by 29.25% from ₹ 70.58 million in Fiscal 2019 to ₹ 49.93 million in Fiscal 2020 primarily due to decrease in import shipments.

Profit before Tax

For the reasons discussed above, profit before tax was ₹ 657.17 million in Fiscal 2020 compared to ₹ 713.71 million in Fiscal 2019.

Tax Expense

Current tax expenses increased by 7.68% from ₹ 119.95 million in Fiscal 2019 to ₹ 129.16 million in Fiscal 2020, primarily on account of increased profits. Deferred tax also increased by 56.02% from ₹ 35.13 million in Fiscal 2019 to ₹ 54.80 million in Fiscal 2020 primarily due to the difference in accounting of depreciation under the Companies Act 2013 and the Income Tax Act. As a result, total tax expense amounted to ₹ 183.96 million in Fiscal 2020 compared to ₹ 155.08 million in Fiscal 2019.

Profit after tax and share of profit of associates (*i.e.* Atharva Exochem Private Limited from April 1, 2018 to March 26, 2019)

For the various reasons discussed above, we recorded a profit after tax and share of profit of associate (*i.e.* Atharva Exochem Private Limited from April 1, 2018 to March 26, 2019) of ₹ 529.75 million in Fiscal 2020 compared to ₹ 492.48 million in Fiscal 2019. In Fiscal 2019, the share of net loss of associate (*i.e.* Atharva Exochem Private Limited from April 1, 2018 to March 26, 2019) amounted to ₹ 9.61 million due to certain regulatory charges paid by Atharva Exochem Private Limited, an erstwhile associate company.

Total Comprehensive Income for the Year

Total comprehensive income for the year was ₹ 512.49 million in Fiscal 2020 compared to ₹ 492.79 million in Fiscal 2019.

Earnings before Interest, Taxes, Depreciation and Amortization (EBITDA)

EBITDA was ₹ 1,348.96 million in Fiscal 2020 compared to ₹ 921.74 million in Fiscal 2019, while EBITDA Margin was 25.51% in Fiscal 2020 compared to 18.38% in Fiscal 2019.

FISCAL 2019 COMPARED TO FISCAL 2018

Income

Total revenue significantly increased by 49.19% from ₹ 3,491.82 million in Fiscal 2018 to ₹ 5,209.61 million in Fiscal 2019 primarily due to an increase in revenue from operations on account of the reasons discussed below.

Revenue from Operations

Revenue from operations significantly increased by 46.88% from ₹ 3,414.26 million in Fiscal 2018 to ₹ 5,014.97 million in Fiscal 2019, primarily due to an increase in (i) export sales by 47.82% from ₹ 2,036.64 million in Fiscal 2018 to ₹ 3,010.58 million in Fiscal 2019, on account of increase in volume of sales of our key existing life science related specialty chemicals as well as addition of new customers; and (ii) domestic sales by 45.50% from ₹ 1,377.62 million in Fiscal 2018 to ₹ 2,004.39 million in Fiscal 2019, on account of increase in volume of domestic sales, driven by the capital expenditure incurred at Sachin Unit-3 and Jhagadia Unit-4 resulting in an increase in our installed capacity.

The following table sets forth the revenue from operations contributed by each of our business verticals and the percentage of our total revenue from operations for the periods indicated:

Business verticals	Fiscal 2018 (proforma)		Fiscal 2019	
	Revenue from Operations (₹ million)	As % of Total Revenue from Operations (%)	Revenue from Operations (₹ million)	As % of Total Revenue from Operations (%)
Life science related specialty chemicals	3,161.70	92.60	4,677.17	93.26%
Other specialty chemicals	252.56	7.40%	337.80	6.74%
Total	**3,414.26**	**100.00%**	**5,014.97**	**100.00%**

Other Income

Other income significantly increased from ₹ 77.56 million in Fiscal 2018 to ₹ 194.64 million in Fiscal 2019, primarily due to an increase in (i) interest income from ₹ 10.37 million in Fiscal 2018 to ₹ 41.11 million in Fiscal 2019 on account of interest earned from deposits placed with banks; (ii) export benefit (incentive) from ₹ 32.37 million in Fiscal 2018 to ₹ 79.97 million in Fiscal 2019; and (iii) income from liquid fund from nil in Fiscal 2018 to ₹ 19.66 million in Fiscal 2019 on account of surplus funds available which were placed in debt liquid funds.

Expenses

Total expenses significantly increased by 52.04% from ₹ 2,944.16 million in Fiscal 2018 to ₹ 4,552.14 million in Fiscal 2019, primarily due to an increase in cost of materials consumed, finance costs, employee benefits expense and other expenses.

Cost of Materials Consumed

Cost of materials consumed increased by 30.66% from ₹ 1,952.43 million in Fiscal 2018 to ₹ 2,551.02 million in Fiscal 2019 due to an increase in volume of production.

As a percentage of total income, cost of materials consumed decreased from 55.91% in Fiscal 2018 to 48.97% in Fiscal 2020 primarily on account efficient utilization of raw materials and process optimization.

Purchase of Stock in Trade

Purchase of stock in trade increased by 34.96% from ₹ 62.10 million in Fiscal 2018 to ₹ 83.81 million in Fiscal 2019 primarily due to an increase in purchases of certain traded goods from third parties.

Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade

Changes in inventories of finished goods, work-in-progress and stock-in-trade changed from ₹ (479.35) million in Fiscal 2018 to ₹ (63.99) million in Fiscal 2019. This was primarily due to an increase in purchases.

Employee Benefits Expenses

Employee benefits expense increased by 16.80% from ₹ 159.18 million in Fiscal 2018 to ₹ 185.93 million in Fiscal 2019, primarily due to an increase in salaries and wages by 28.13% from ₹ 117.19 million in Fiscal 2018 to ₹ 150.15 million in Fiscal 2019 on account of increase in number of employees. The number of employees increased from 530 as of March 31, 2018 to 732 as of March 31, 2019. This was marginally offset by a decrease in provident and other funds that decreased by 48.30% from ₹ 10.22 million in Fiscal 2018 to ₹ 5.29 million in Fiscal 2019.

Finance Costs

Finance costs significantly increased by 74.48% from ₹ 139.58 million in Fiscal 2018 to ₹ 243.54 million in Fiscal 2019 primarily due to an increase in (i) interest expenses by 31.53% from ₹ 113.30 million in Fiscal 2018 to ₹ 149.02 million in Fiscal 2019, as a result of increase in borrowings; and (ii) applicable loss on foreign currency transactions and translation from ₹ 5.91 million in Fiscal 2018 to ₹ 71.89 million in Fiscal 2019, as a result of unfavourable foreign exchange fluctuation.

Depreciation, Amortization and Impairment Expense

Depreciation, amortisation and impairment expense increased by 28.19% from ₹ 175.74 million in Fiscal 2018 to ₹ 225.28 million in Fiscal 2019, primarily due to an increase in fixed assets on account of capital expenditure incurred at Sachin Unit-3 and Jhagadia Unit-4.

Other Expenses

Other expenses increased by 34.78% from ₹ 984.49 million in Fiscal 2018 to ₹ 1,326.85 million in Fiscal 2019, primarily due to an increase in:

- Job work charges that increased by 39.62% from ₹ 215.74 million in Fiscal 2018 to ₹ 301.22 million in Fiscal 2019 on account of increase in the price of job work related products;
- Utility charges that increased by 23.14% from ₹ 291.05 million in Fiscal 2018 to ₹ 358.39 million in Fiscal 2019 on account of increase in the volume of production;
- Consumption – stores and spares that increased from ₹ 29.27 million in Fiscal 2018 to ₹ 90.69 million in Fiscal 2019;
- Consumption – packing material that increased from ₹ 10.90 million in Fiscal 2018 to ₹ 42.04 million in Fiscal 2019 on account of increase in packing materials cost due to the change in packing material used as well as an increase in production volume; and
- Pollution expenses that increased by 81.53% from ₹ 58.72 million in Fiscal 2018 to ₹ 106.60 million in Fiscal 2019 on account of increase in volume of production of certain products which generate high effluents.

The increase was marginally offset by a decrease in selling and distribution expense by 4.02% from ₹ 127.90 million in Fiscal 2018 to ₹ 122.76 million in Fiscal 2019. Packing expense decreased from ₹ 22.46 million in Fiscal 2018 to ₹ 2.94 million in Fiscal 2019, which was offset by an increase in consumption of packing material from ₹ 10.90 million in Fiscal 2018 to ₹ 42.04 million in Fiscal 2019. Further, clearing and forwarding expense

decreased by 15.50% from ₹ 83.53 million in Fiscal 2018 to ₹ 70.58 million in Fiscal 2019.

Profit before Tax

For the reasons discussed above, profit before tax was ₹ 657.17 million in Fiscal 2019 compared to ₹ 497.66 million in Fiscal 2018.

Tax Expense

Current tax expenses increased by 45.50% from ₹ 82.44 million in Fiscal 2018 to ₹ 119.95 million in Fiscal 2019, primarily on account of increase in profits. Deferred tax also increased from ₹ 11.78 million in Fiscal 2018 to ₹ 35.13 million in Fiscal 2019 as a result of the difference in accounting of depreciation under the Companies Act 2013 and the Income Tax Act. As a result, total tax expense amounted to ₹ 155.08 million in Fiscal 2019 compared to ₹ 94.24 million in Fiscal 2018.

Profit after tax and share of profit of associate (*i.e.* Atharva Exochem Private Limited from April 1, 2018 to March 26, 2019)

For the various reasons discussed above, we recorded a profit after tax and share of profit of associate (*i.e.* Atharva Exochem Private Limited from April 1, 2018 to March 26, 2019) of ₹ 492.48 million in Fiscal 2019 compared to ₹ 413.07 million in Fiscal 2018.

Total Comprehensive Income for the Year

Total comprehensive income for the year was ₹ 492.79 million in Fiscal 2019 compared to ₹ 400.74 million in Fiscal 2018.

Earnings before Interest, Taxes, Depreciation and Amortization (EBITDA)

EBITDA was ₹ 921.74 million in Fiscal 2019 compared to ₹ 745.07 million in Fiscal 2018, while EBITDA Margin was 18.38% in Fiscal 2019 compared to 21.82% in Fiscal 2018.

LIQUIDITY AND CAPITAL RESOURCES

We have historically financed the expansion of our business and operations primarily through equity infusion, debt financing and funds generated from our business operations. From time to time, we may obtain loan facilities to finance our short-term working capital requirements and term loans to finance our capital expenditures.

CASH FLOWS

The following tables set forth certain information relating to our cash flows in the years indicated:

Particulars	Fiscal		
	2018 (proforma)	2019	2020
	(₹ million)		
Net cash generated from/ (utilized in) operations	(202.61)	389.20	949.43
Net cash generated from/ (utilized in) investing activities	(2,551.27)	(2,502.14)	(1,781.97)
Net cash generated from financing activities	2,748.44	2,057.43	1,014.25
Net (decrease)/ increase in cash and cash equivalents	(5.44)	(55.52)	181.72
Cash and cash equivalents at closing of the year	73.99	18.47	200.19

Particulars	Nine months ended December 31,	
	2019	2020
	(₹ million)	
Net cash generated from/ (utilized in) operations	973.10	138.46
Net cash generated from/ (utilized in) investing activities	(1,649.16)	(1,204.73)
Net cash generated from financing activities	789.55	1,593.59
Net (decrease)/ increase in cash and cash equivalents	113.49	527.32

Particulars	Nine months ended December 31,	
	2019	2020
	(₹ million)	
Cash and cash equivalents at closing of the period	131.97	727.51

Operating Activities

Nine months Ended December 31, 2020

In the nine months ended December 31, 2020, net cash generated from operations was ₹ 138.46 million. Net profit before tax and extraordinary items was ₹ 667.62 million in the nine months ended December 31, 2020 and adjustments for primarily consisted of financial charges of ₹ 496.25 million and depreciation and amortization of ₹ 383.16 million and unrealized exchange differences of ₹ 32.17 million. Operating profit before working capital changes was ₹ 1,582.94 million in the nine months ended December 31, 2020. The main working capital adjustments in the nine months ended December 31, 2020 included an increase in trade payables and other liabilities of ₹ 74.88 million. This was significantly offset by an increase in inventories of ₹ 1,242.49 million on account of increase in the number of products commercialized and products for research and development as well as increase in raw material purchases due to the volatility in certain raw material prices, which resulted in our Company purchasing additional raw material stock to hedge the price volatility risk, and increase in trade and other receivables of ₹ 212.91 million on account of increase in domestic sales, where the credit period is relatively higher compared to international sales. Cash generated from operations before extraordinary items in the nine months ended December 31, 2020 amounted to ₹ 176.13 million. Direct taxes paid (net) amounted to ₹ 37.67 million.

Nine months Ended December 31, 2019

In the nine months ended December 31, 2019, net cash generated from operations was ₹ 973.10 million. Net profit before tax and extraordinary items was ₹ 551.62 million in the nine months ended December 31, 2019 and adjustments for primarily consisted of financial charges of ₹ 320.75 million and depreciation and amortization of ₹ 174.17 million. Operating profit before working capital changes was ₹ 1,049.31 million in the nine months ended December 31, 2019. The main working capital adjustments in the nine months ended December 31, 2019 included an increase in trade payables and other liabilities of ₹ 666.03 million and decrease in trade and other receivables of ₹ 265.60 million. This was significantly offset by an increase in inventories of ₹ 868.18 million on account of increase in the number of products commercialized and products for research and development as well as increase in raw material purchases due to the volatility in certain raw material prices, which resulted in our Company purchasing additional raw material stock to hedge the price volatility risk. Cash generated from operations before extraordinary items in the nine months ended December 31, 2019 amounted to ₹ 1,062.61 million. Direct taxes paid (net) amounted to ₹ 89.51 million.

Fiscal 2020

In Fiscal 2020, net cash generated from operations was ₹ 949.43 million. Net profit before tax and extraordinary items was ₹ 713.71 million in Fiscal 2020 and adjustments for primarily consisted of financial charges of ₹ 453.20 million, depreciation and amortization of ₹ 287.12 million and unrealized exchange differences of ₹ 62.35 million. Operating profit before working capital changes was ₹ 1,523.74 million in Fiscal 2020. The main working capital adjustments in Fiscal 2020 included an increase in trade payables and other liabilities of ₹ 580.48 million. This was significantly offset by an increase in inventories of ₹ 1,016.72 million on account of increase in the number of products commercialized and products for research and development as well as increase in raw material purchases due to the volatility in certain raw material prices, which resulted in our Company purchasing additional raw material stock to hedge the price volatility risk. Cash generated from operations before extraordinary items in Fiscal 2020 amounted to ₹ 1,041.74 million. Direct taxes paid (net) amounted to ₹ 92.30 million.

Fiscal 2019

In Fiscal 2019, net cash generated from operations was ₹ 389.20 million. Net profit before tax and extraordinary items was ₹ 657.17 million in Fiscal 2019 and adjustments for primarily consisted of financial charges of ₹ 243.54 million and depreciation and amortization of ₹ 225.28 million. Operating profit before working capital changes was ₹ 1,095.40 million in Fiscal 2019. The main working capital adjustments in Fiscal 2019 included an increase in trade payables and other liabilities of ₹ 342.41 million on account of increase in creditors for capital goods as

our Company incurred expenditure of ₹ 2,482.65 million in Fiscal 2019.This was significantly offset by an increase in trade and other receivables of ₹ 531.98 million on account of increase in domestic sales where credit period is relatively higher than export sales, increase in inventories of ₹ 228.51 million and increase in other non-current assets of ₹ 113.00 million. Cash generated from operations before extraordinary items in Fiscal 2019 amounted to ₹ 514.21 million. Direct taxes paid (net) amounted to ₹ 125.02 million.

Fiscal 2018

In Fiscal 2018, net cash utilized in operations was ₹ 202.61 million. Net profit before tax and extraordinary items was ₹ 497.66 million in Fiscal 2018 and adjustments for primarily consisted of financial charges of ₹ 139.58 million and depreciation and amortization of ₹ 175.74 million. Operating profit before working capital changes was ₹ 819.74 million in Fiscal 2018. The main working capital adjustments in Fiscal 2018 included an increase in inventories of ₹ 693.89 million on account of increase in raw material purchases due to the volatility in certain raw material prices, which resulted in our Company purchasing additional raw material stock to hedge the price volatility risk, increase in trade and other receivables of ₹ 430.48 million on account of increase in domestic sales where credit period is higher than export sales, and increase in loans and advances of ₹ 126.12 million. This was offset by an increase in trade payables and other liabilities of ₹ 293.11 million on account of higher purchases in comparison to the previous year. Cash generated from operations before extraordinary items in Fiscal 2018 amounted to ₹ (117.84) million. Direct taxes paid (net) amounted to ₹ 84.77 million.

Investing Activities

Nine months Ended December 31, 2020

Net cash utilized in investing activities was ₹ 1,204.73 million in the nine months ended December 31, 2020, primarily on account of acquisition of fixed assets of ₹ 1,166.07 million on account of maintenance, capital expenditure and plant modification in Jhagadia Unit – 4 and Jhagadia Unit – 5.

Nine months Ended December 31, 2019

Net cash utilized in investing activities was ₹ 1,649.16 million in the nine months ended December 31, 2019, primarily on account of acquisition of fixed assets of ₹ 1,658.95 million on account of addition of new manufacturing facilities, namely, Jhagadia Unit -5 and Sachin Unit – 6.

Fiscal 2020

Net cash utilized in investing activities was ₹ 1,781.97 million in Fiscal 2020, primarily on account of acquisition of fixed assets of ₹ 1,803.89 million on account of setting up of new manufacturing facilities, namely, Jhagadia Unit -5 and Sachin Unit – 6.

Fiscal 2019

Net cash utilized in investing activities was ₹ 2,502.14 million in Fiscal 2019, primarily on account of acquisition of fixed assets of ₹ 2,482.65 million on account of setting up of new manufacturing facilities, namely, Jhagadia Unit -5 and Sachin Unit – 6.

Fiscal 2018

Net cash utilized in investing activities was ₹ 2,551.27 million in Fiscal 2018, primarily on account of acquisition of fixed assets of ₹ 2,556.08 million on account of capital expenditure incurred at Sachin Unit-3 and Jhagadia Unit-4.

Financing Activities

Nine months Ended December 31, 2020

Net cash generated from financing activities was ₹ 1,593.59 million in the nine months ended December 31, 2020, primarily on account of proceeds from non-current borrowings of ₹ 736.23 million on account of increase in long term borrowings of our Company to fund the maintenance, capital expenditure and plant modification in Jhagadia Unit – 4 and Jhagadia Unit – 5, and security premium received of ₹ 1,755.18 million. This was offset by financial

charges (interest paid) of ₹ 482.75 million and repayment of other borrowings (net) of ₹ 497.18 million.

Nine months Ended December 31, 2019

Net cash generated from financing activities was ₹ 789.55 million in the nine months ended December 31, 2019, primarily on account of proceeds from other borrowings (net) of ₹ 424.17 million on account of increase in short term borrowings of our Company to fund the working capital requirement and security premium received of ₹ 318.69 million. This was offset by financial charges (interest paid) of ₹ 311.08 million.

Fiscal 2020

Net cash generated from financing activities was ₹ 1,014.25 million in Fiscal 2020, primarily on account of proceeds from other borrowings (net) of ₹ 742.65 million on account of increase in short term borrowings of our Company to fund the working capital requirement, proceeds from non-current borrowings of ₹ 427.66 million and security premium received of ₹ 318.69 million. This was offset by financial charges (interest paid) of ₹ 438.45 million.

Fiscal 2019

Net cash generated from financing activities was ₹ 2,057.43 million in Fiscal 2019, primarily on account of proceeds from non-current borrowings of ₹ 1,868.30 million on account of increase in long term borrowing of our Company to fund the capital expenditure requirement, and proceeds from other borrowings (net) of ₹ 432.67 million. This was offset by financial charges (interest paid) of ₹ 243.54 million.

Fiscal 2018

Net cash generated from financing activities was ₹ 2,748.44 million in Fiscal 2018, primarily on account of security premium received of ₹ 1,491.66 million on account of issuance of equity shares to KPI LLC to fund the capital expenditure requirement, proceeds from other borrowings (net) of ₹ 648.49 million and proceeds from non-current borrowings of ₹ 560.43 million, and proceeds from fresh issue of preference share capital of ₹ 187.45 million on account of issuance of preference shares to KPI LLC to fund the capital expenditure requirement. This was offset by financial charges (interest paid) of ₹ 139.58 million.

LIABILITIES

Our total current and non-current liabilities as of March 31, 2018, 2019 and 2020 and as of December 31, 2019 and 2020 were ₹ 5,435.72 million, ₹ 8,135.96 million, ₹ 10,703.45 million, ₹ 9,574.68 million and ₹ 10,946.98 million, respectively.

INDEBTEDNESS

As of December 31, 2020, we had total borrowings (consisting of long term and short term borrowings) of ₹ 8,419.75 million. Our gross debt to equity ratio was 1.02 as of December 31, 2020. For further information on our indebtedness, see "***Financial Indebtedness***" on page 245.

The following table sets forth certain information relating to our outstanding indebtedness as of December 31, 2020, and our repayment obligations in the periods indicated:

Particulars	**As of December 31, 2020**			
	Payment due by period (₹ million)			
	Total	**Not later than 1 year**	**1- 5 Years**	**More than 5 Years**
Long Term Borrowings				
Term loans (secured)	3,992.89	876.88	3,116.01	-
Term loans (unsecured)	2,557.45	511.40	2,046.05	-
Total long term borrowings (including current maturities)	**6,550.34**	**1,388.28**	**5,162.06**	**-**
Short Term Borrowings				
Secured	1,863.89	1,863.89	-	-
Unsecured	5.52	5.52	-	-

Particulars	As of December 31, 2020			
	Payment due by period (₹ million)			
	Total	Not later than 1 year	1- 5 Years	More than 5 Years
Total Short Term Borrowings	**1,869.41**	**1,869.41**	**-**	**-**
Total Borrowings	**8,419.75**	**3,257.69**	**5,162.06**	**-**

There have been no defaults by our Company or our Subsidiary in relation to any of the loans or borrowings availed by our Company and / or our Subsidiary.

CONTINGENT LIABILITIES AND OFF-BALANCE SHEET ARRANGEMENTS

Our Company has issued cumulative compulsory convertible preference shares carrying dividend at 0.01% per annum. The cumulative amount of dividend outstanding was ₹ 79,050, ₹ 57,320, ₹ 64,332, ₹ 37,921 and ₹ 13,524, as of December 31, 2020, December 31, 2019, March 31, 2020, March 31, 2019 and March 31, 2018, respectively. For further information on our contingent liabilities, see "***Financial Statements – Note 31: Contingent Liabilities and Commitments***" on page 229. Subsequently, our Board in its meeting dated February 27, 2021, approved the payment of dividend amounting to ₹ 79,050 on the CCPS of our Company held by KPI LLC before conversion of the same into Equity Shares.

Except as disclosed in the Restated Financial Statements or elsewhere in this Red Herring Prospectus, there are no 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

The following table sets forth certain information relating to future payments due under known contractual commitments as of December 31, 2020, aggregated by type of contractual obligation:

Particulars	As of December 31, 2020			
	Payment due by period (₹ million)			
	Total	Less than 1 year	1-5 years	More than 5 Years
Contractual obligations				
Long-term debt obligations	6,550.34	1,388.28	5,162.06	-
Capital (finance) lease obligations	365.92	71.70*	342.83*	144.39*
Total	**6,916.26**	**1,459.98**	**5,504.89**	**144.39**

* *Lease liabilities – payments due are undiscounted and the total amount is discounted*

For further information on our capital and other commitments, see "***Financial Statements***" on page 189.

CAPITAL COMMITMENTS

The estimated amount of contracts remaining to be executed on capital account and not provided for as of December 31, 2020, December 31, 2019, March 31, 2020, March 31, 2019 and March 31, 2018 was ₹ 317.66 million, ₹ 851.22 million, ₹ 154.43 million, ₹ 845.23 million and ₹ 428.30 million, respectively. For further information, see "***Financial Statements – Note 31: Contingent Liabilities and Commitments***" on page 229.

CAPITAL EXPENDITURES

In Fiscals 2018, 2019 and 2020, and the nine months ended December 31, 2019 and 2020, our capital expenditures, were ₹ 2,556.08 million, ₹ 2,482.65 million, ₹ 1,803.89 million, ₹ 1,658.95 million and ₹ 1,166.07 million, respectively, representing 74.86%, 49.50%, 34.11%, 44.62% and 21.63%, respectively, of our revenue from operations, in such periods. The following table sets forth our fixed assets for the periods indicated:

Particulars	Fiscal 2018 (proforma)	Fiscal 2019	Fiscal 2020	Nine months ended December 31, 2020
	(₹ million)			
Property, plant and equipment	3,672.76	6,676.64	9,252.68	9,726.43
Intangible Assets	149.45	132.29	127.93	117.66
Capital Work in Progress	2,560.99	1,906.16	1,009.47	1,152.48
Total	**6,383.19**	**8,715.09**	**10,390.08**	**10,996.57**

For further information, see "***Financial Statements***" on page 189.

RELATED PARTY TRANSACTIONS

We enter into various transactions with related parties in the ordinary course of business. These transactions principally include remuneration to executive Directors and Key Managerial Personnel.

A summary of related party transactions as per the requirements under Ind AS 24 entered into by us with related parties as at and for the years ended March 31, 2020, March 31, 2019 and March 31, 2018 (proforma) and as at and for the six months ended December 31, 2020 and December 31, 2019 are as follows:

(₹ in million)

Particulars	As at and for the nine months ended December 31,		As at and for the Financial Year ended March 31		
	2020	2019	2020	2019	2018 (Proforma)
Transactions during the period / year	-	-	-	-	-
Jainam Intermediates Private Limited - Purchase of land (A)	-	-	-	105.60	-
Jainam Intermediates Private Limited - Purchase of goods (B)	111.26	78.35	93.33	-	3.41
Rent Expenses (C)	-	-		0.90	
Kiran Pallavi Investments LLC (w.e.f. September 26, 2020) - Interest Expense (D)	55.82	0	-	-	-
Compensation of key managerial personnel (E)	52.94	36.62	46.39	34.96	23.34
Total - related party transaction (F = A+B+C+D+E)	220.05	114.97	**139.72**	**141.47**	**26.76**
Total Revenues (G)	**5,631.61**	**3,744.92**	**5,393.87**	**5,209.61**	**3,491.82**
Total - related party transaction as a % of Total Revenues (F/G)	3.91%	3.07%	**2.59%**	**2.72%**	**0.77%**

In addition, set forth below are the details of related party transactions with respect to the balance sheet:

(₹ in million)

Particulars	As at and for the nine months ended December 31,		As at and for the Financial Year ended March 31		
	2020	2019	2020	2019	2018 (Proforma)
Closing balance	2,053.61	4.18	-	-	-
(i) Trade payable and other liabilities	2,052.22	-	-	-	-
(ii) Remuneration payable	1.39	4.18	-	-	-
Directors sitting fees & commission payable	-	-	-	-	-

For further information relating to our related party transactions, see "***Financial Statements – Related Party Disclosures***" on page 231.

AUDITOR's OBSERVATIONS

There have been no reservations/ qualifications/ adverse remarks/ matters of emphasis highlighted by our statutory auditors in their auditor's reports on the examination report to the Restated Financial Statements and audited financial statements as of and for the years ended March 31, 2018, 2019 and 2020, and as of and for the nine months ended December 31, 2019 and December 31, 2020.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

In the course of our business, we are exposed to certain financial risks such as credit risk, liquidity risk, market risk and price risk.

Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices, could affect our income or the value of our holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters while optimizing the return. We are exposed to market risk primarily related to foreign exchange rate risk (currency risk), interest rate risk and market value of our investments. Accordingly, our exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currencies.

Foreign Currency Risk

The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to US$ as well as Euro. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not our functional currency. The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the hedges is to minimise the volatility of the cash flows of highly probable forecast transactions by hedging the foreign exchange inflows on regular basis. Currency risks related to the principal amounts of our Company's foreign currency receivable/ payables have not been hedged using forward contracts. In respect of other monetary assets and liabilities denominated in foreign currencies, our Company's policy is to ensure that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

The following table sets forth our exposure to currency risk as of December 31, 2020:

Trade receivables	US$ currency risk (US$ million)
Financial Instruments	
Trade receivables	7.56
Trade payables	2.87
Borrowings	83.41
Net statement of financial position exposure	**93.84**

For details of a sensitivity analysis for a change in foreign currency rates, see "***Financial Statements – Note 37: Risk Management***" on page 235.

Interest Rate Risk

Our main interest rate risk arises from long-term borrowings with variable rates, which exposes our Company to cash flow interest rate risk. We manage our interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. Our policy is to borrow funds at floating rate of interest. For details of our exposure to interest rate risk, see "***Financial Statements – Note 37: Risk Management***" on page 235.

Credit Risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to our Company. We are exposed to credit risk from our operating activities (primarily trade receivables) and from

our financing activities, including investments, deposits with banks and financial institutions and other financial instruments.

The following table provides the amount of maximum exposure to credit risk as of December 31, 2020 without taking account of any collateral or other credit enhancements:

Trade receivables	As of December 31, 2020 (₹ million)
Outstanding up to 60 days	746.17
Outstanding from 61 to 180 days	234.50
Outstanding for more than 180 days	433.53

Liquidity Risk

Liquidity risk is the risk that we may not be able to meet our present and future obligations associated with financial liabilities that are required to be settled by delivering cash or another financial asset. Liquidity risk management implies maintenance of sufficient cash and the availability of funding through an adequate amount of committed credit lines to meet obligations when due.

Our objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans and finance leases. We closely monitor our liquidity position and deploy a robust cash management system. We aim to minimise these risks by generating sufficient cash flows from current operations, which in addition to the available cash and cash equivalents and sufficient committed fund facilities, will provide liquidity. The liquidity risk is managed on the basis of expected maturity dates of the financial liabilities. The carrying amounts are assumed to be reasonable approximation of fair value.

As of December 31, 2020, our Company had ₹ 650.00 million in undrawn credit lines expiring within one year available to it. Further, the following tables detail our Company's remaining contractual maturity for its non-derivative financial liabilities as of December 31, 2020:

Particulars	Carrying Amount	Within 12 months (₹ million)	After 12 months
Borrowings	8,419.75	3,257.69	5,162.06
Trade payables	1,367.54	1,367.54	-
Other financial liabilities	403.89	71.45	332.44
Total non-derivative liabilities	**10,191.18**	**4,696.68**	**5,494.50**
Other financial liabilities	14.21	14.21	-
Total derivative liabilities	**14.21**	**14.21**	**-**

For further information, see "***Financial Statements – Note 37: Risk Management***" on page 235.

Commodity price risk

Commodity prices, especially prices for our raw materials including phenol and benzene derivatives, have a significant impact on our results of operations. Commodity prices are influenced by changes in global economic conditions, related industry cycles, demand-supply dynamics and attempts by individual producers to capture market share. In addition to market fluctuations, our average selling prices can be affected by contractual arrangements.

Inflation

In recent years, India has experienced moderate rates of inflation. While we believe inflation has not had any material impact on our business and results of operations, inflation generally impacts the overall economy and business environment and hence could affect us.

UNUSUAL OR INFREQUENT EVENTS OR TRANSACTIONS

Except as described in this Red Herring Prospectus, to our knowledge, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

SIGNIFICANT ECONOMIC CHANGES THAT MATERIALLY AFFECT OR ARE LIKELY TO AFFECT INCOME FROM CONTINUING OPERATIONS

Our business has been subject, and we expect it to continue to be subject, to significant economic changes that materially affect or are likely to affect income from continuing operations identified above in "***– Significant Factors Affecting our Results of Operations and Financial Conditions***" and the uncertainties described in "***Risk Factors***" on pages 251 and 27, respectively.

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 subject, and we expect it to continue to be subject, to significant economic changes arising from 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 Financial Conditions***" and the uncertainties described in "***Risk Factors***" on pages 251 and 27, respectively. To our knowledge, except as discussed in this Red Herring Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on sales, revenue or income of our Company from continuing operations.

EXPECTED FUTURE CHANGES IN RELATIONSHIP BETWEEN COSTS AND INCOME

Other than as described in this section and the sections "***Risk Factors***" and "***Our Business***" on pages 27 and 132 respectively, to our knowledge there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

NEW PRODUCTS OR 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 operate in a competitive environment. See "***Our Business***", "***Industry Overview***" and "***Risk Factors***" on pages 132, 107 and 27, respectively, for further details on competitive conditions that we face across our various business segments.

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 and the nine months ended December 31, 2020 and 2019, are as described in "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Nine months ended December 31, 2020 compared to Nine months ended December 31, 2019***", "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Fiscal 2020 compared to Fiscal 2019***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Fiscal 2019 compared to Fiscal 2018***" above on pages 264, 269 and 272, respectively

SEGMENT REPORTING

Revenue and geographical segments are identified based on the stratification of the risk and returns. We operate only in one revenue segment, *i.e.* 'manufacturing of industrial chemicals'. For further information, see "***Financial Statements***" on page 189.

SIGNIFICANT DEPENDENCE ON SINGLE OR FEW CUSTOMERS

Revenues from any particular client may vary between financial reporting periods depending on the nature and term of ongoing contracts with such client. Revenue generated from sales to our top 10 customers represented 86.65% and 84.01% of our revenue from operations in Fiscal 2020 and in the nine months ended December 31,

2020, respectively. For further information, see "***Risk Factors - We derive a significant portion of our revenue from certain 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, financial condition and cash flows.***" on page 38.

SEASONALITY/ CYCLICALITY OF BUSINESS

Our agrochemicals related business is affected by seasonal variations and adverse weather conditions. For further information, see "***Risk Factors - Our agrochemicals related business is subject to climatic conditions and is cyclical in nature. Seasonal variations and unfavourable local and global weather patterns may have an adverse effect on our business, results of operations and financial condition. Further, any change in Government policies towards the agriculture sector or a reduction in subsidies and incentives provided to farmers could adversely affect our agrochemicals business and result of operations***" on page 47.

SIGNIFICANT DEVELOPMENTS AFTER DECEMBER 31, 2020 THAT MAY AFFECT OUR FUTURE RESULTS OF OPERATIONS

Except as disclosed in this Red Herring Prospectus, to our knowledge no circumstances have arisen since December 31, 2020, that could materially and adversely affect or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

As of the date of this Red Herring Prospectus, there are no (i) outstanding criminal proceedings involving our Company, our Promoters, our Directors or our Subsidiary; (ii) outstanding actions taken by statutory or regulatory authorities involving our Company, our Promoters, our Directors or our Subsidiary; (iii) outstanding claims involving our Company, our Promoters, our Directors or our Subsidiary related to direct and indirect taxes; (iv) other outstanding litigations as determined to be material by our Board of Directors as per the Materiality Policy (defined below) in accordance with the SEBI ICDR Regulations; (v) outstanding dues to creditors of our Company as determined to be material by our Board of Directors as per the Materiality Policy in accordance with the SEBI ICDR Regulations; (vi) outstanding dues to micro, small and medium enterprises and other creditors; and (vii) outstanding litigation involving our Group Companies which has a material impact on our Company. Further, except as stated in this section, there are no disciplinary actions including penalty imposed by the SEBI or stock exchanges against our Promoters in the last five Financial Years including outstanding action.

For the purpose of (iv) and (v) above, our Board in its meeting held on December 20, 2020 has considered and adopted a policy of materiality for identification of material litigation involving our Company, our Promoters, our Directors and our Subsidiary ("**Relevant Parties**" and such policy, the "**Materiality Policy**").

In terms of the Materiality Policy, all pending litigation involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, disciplinary action including penalty imposed by SEBI or stock exchanges against our Promoters in the last five Financial Years including outstanding action, and tax matters, would be considered 'material' if:

a) the monetary amount of claim by or against the Relevant Parties in any such pending proceeding is in excess of ₹ 53.94 million i.e., 1% of the total revenue of the Company, as per the Restated Financial Statements for the Financial Year ended March 31, 2020; or

b) an outcome in any such litigation would materially and adversely affect our Company's business, prospects, operations, financial position or reputation, irrespective of the amount involved in such litigation.

In terms of the Materiality Policy, outstanding dues to any creditor of our Company having monetary value which exceeds ₹ 68.38 million, which is 5% of the total consolidated trade payables of our Company as per the latest Restated Financial Statements as at December 31, 2020, shall be considered as 'material'.

*Accordingly, as at December 31, 2020, any outstanding dues exceeding ₹ 68.38 million have been considered as material outstanding dues for the purposes of disclosure in this section. Further, for outstanding dues to any party which is a micro, small or a medium enterprise ("**MSME**"), the disclosure will be based on information available with our Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the Statutory Auditors.*

Outstanding dues to creditors

In terms of the Materiality Policy, creditors of our Company to whom an amount exceeding 5% of the total consolidated trade payables as at December 31, 2020 was outstanding, were considered 'material' creditors. As per the Restated Financial Statements, our trade payables as at December 31, 2020, was ₹ 1,367.54 million and accordingly, creditors to whom outstanding dues exceed ₹ 68.38 million have been considered as material creditors for the purposes of disclosure in this Red Herring Prospectus.

Based on this criteria, details of outstanding dues owed as at December 31, 2020 by our Company are set out below:

Type of Creditors	Number of Creditors	Amount involved (in ₹ million)
Micro, Small and Medium Enterprises	-	-
Material creditors	4	379.43
Other creditors	578	988.11
Total	**582**	**1,367.54**

The details pertaining to outstanding overdues to the material creditors along with names and amounts involved for each such material creditor are available on the website of our Company at https://www.anupamrasayan.com/material-creditors/.

Material Developments

Other than as stated in the section entitled "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on page 248, there have not arisen, since the date of the last financial statements 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

*Our Company can undertake the Issue and its business and operations, including on the basis of the list of material approvals provided below, and other than as stated below, no further material approvals from any regulatory authority are required to undertake the Issue or continue such business and operations. Unless otherwise stated, these material approvals are valid as of the date of this Red Herring Prospectus. For further details in connection with the regulatory and legal framework within which we operate, see the section titled "**Key Regulations and Policies in India**" on page* 152.

*For details of corporate and other approvals in relation to the Issue, see "**Other Regulatory and Statutory Disclosures – Authority for the Issue – Corporate Approvals**" on page 289 and for incorporation details of our Company, see "**History and Certain Corporate Matters**" on page 157.*

I. Approvals in relation to business and operations of our Company

We require various approvals issued by central and state authorities under various rules and regulations to carry on our business and operations in India. Some of these may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with applicable procedures and requirements. We have received the following approvals pertaining to our business:

A. Tax related approvals

(i) The permanent account number of our Company is AAECA4575D**.**

(ii) The tax deduction and collection account number of our Company is SRTA01985E.

(iii) The goods and services tax registration number of our Company is 24AAECA4575D1ZY.

B. Labour related approvals

(i) Under the provisions of the EPF Act, our Company has been allotted EPF establishment code number SRSRT0018611000.

(ii) Under the ESI Act, our Company has been allotted the ESIC code 39000211070000304.

C. Key approvals in relation to our business and operations

As of the date of this Red Herring Prospectus, we operate six manufacturing facilities in Gujarat, India, with four facilities located at Sachin, Surat, Gujarat and two located at Jhagadia, Bharuch, Gujarat. We require various approvals, licenses and registrations under several central or state-level acts, rules and regulations to carry on our business and operations. While some licenses are granted to our Company, certain licenses obtained are specific to certain products we manufacture or specific to each facility, on the basis of location as well as the nature of operations carried out at such facilities. Some of the approvals, licenses and registrations that we are required to obtain and maintain may expire in the ordinary course of business and applications for renewal of such approvals are submitted by us in accordance with applicable procedures and requirements.

An indicative list of the key approvals required by us for the business and operation of various manufacturing facilities is provided below ("**Key Approvals**"):

1. ***Environment related approvals:*** We are required to obtain environment related consents and authorisations to operate under the Environment Protection Act, Air Act, Water Act and the Hazardous Waste Rules (**"Consolidated Consent and Authorisation**") from the Gujarat Pollution Control Board and environmental clearance under the EIA notification from Ministry of Environment, Forest and Climate Change, in respect of our facilities, wherever applicable.

2. ***Labour law related approvals:*** Under the scheme of labour laws, we are required to obtain licenses to start the facility and use premise as factory under the Factories Act, 1948, and certificate of registration under Contract Labour (Abolition and Regulation) Act, 1970. Such licenses and registrations may be subject to renewals.

3. ***Importer exporter code:*** With our products being supplied to a global customer base, we are mandatorily required to obtain importer exporter code from the Director General of Foreign Trade, Ministry of Commerce and Industry to import or export in India. The IEC code allotted to our Company is valid for all our facilities. The IEC code for our Company 0890002266. It does not have an expiry and there is no requirement for renewal.

4. ***Certificate to use boilers:*** We are required to obtain certificates under the Boilers Act, 1923 for possession of steam boilers at our facilities by providing specifications such as capacity, design etc. The certificates are subject to inspections, reporting requirements and periodic renewals.

5. ***No objection certificates from fire department:*** We are required to obtain no objection certificates ("**NOC**") from the relevant fire department, as applicable in the concerned jurisdictions of our manufacturing facilities, to continue operations of our facilities. The no objection certificates may be subject to renewal, as may be applicable.

6. ***Legal metrology license:*** We are required to obtain verification certificates for weighing equipment at our facilities under the Legal Metrology Act, 2009 and rules made thereunder by respective states, to ensure compliance with uniform standards of measurement and weight. The licenses are subject to periodic renewals after yearly inspection.

In addition to the Key Approvals mentioned above, we are also required to obtain certain other approvals such as explosives license under the Petroleum Act, 1934 and Explosives Act, 1884 to store certain classes of petroleum, license under the Insecticides Act, 1968 – to manufacture insecticides at certain facilities and poison license under the Poison Act, 1919 to possess or sell poison in certain facilities. Further, such licenses may also be subject to periodic renewals under the respective legislations. In addition, we have obtained advance authorisation license from Office of Joint Director General of Foreign Trade to make our Company eligible for duty exemption on import of certain products. We are also required to obtain UN certifications issued by the Indian Institute of Packaging under the International Maritime Dangerous Goods Code, for the transportation of certain chemicals. Further, water for all our facilities are provided by GIDC for which approval is granted in the respective GIDC allotment letters or lease deeds, as applicable.

In respect of our manufacturing facilities, we currently hold all such aforementioned Key Approvals as we are required to obtain, except the following, in respect of which we have made renewal applications before relevant authorities to obtain the renewal of such Key Approvals that have expired:

Key Approvals that have expired and for which renewal applications have been made:

Sl. No.	Description	Registration / Renewal	Authority	Date of Application
1.	Fire NOC for Jhagadia Unit - 4	Renewal	Chief Officer, Notified Area, Jhagadia, GIDC	June 26, 2020
2.	Fire NOC for Jhagadia Unit – 5	Renewal	Chief Officer, Notified Area, Jhagadia, GIDC	June 26, 2020
3.	Consolidated consent and authorisation for Sachin Unit -1 and Sachin Unit-3	Renewal	Member Secretary, Gujarat Pollution Control Board	February 5, 2021

II. Intellectual Property Approvals

As on the date of this Red Herring Prospectus, our Company has two registered trademarks under class 5 with the Registrar of Trademarks under the Trade Marks Act, for the following:

Further, we have also made applications seeking registration of trademarks under class 1 and class 3 for the above, which are currently pending registration.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

Corporate Approvals

Our Board has authorized the Issue pursuant to its resolution dated November 30, 2020 and our Shareholders have authorized the Issue pursuant to a special resolution passed on December 4, 2020 under Section 62(1)(c) of the Companies Act 2013. Further, our Board has approved (i) the Draft Red Herring Prospectus, pursuant to its resolution dated December 22, 2020; and (ii) this Red Herring Prospectus, pursuant to its resolution dated March 5, 2021.

In-principle Listing Approvals

Our Company has received in-principle approvals from the BSE and NSE for the listing of our Equity Shares pursuant to letters dated January 20, 2021 and January 29, 2021, respectively.

Prohibition by SEBI, RBI or Governmental Authorities

Our Company, our Promoters and Promoter Group, our Directors and the persons in control of our Company and corporate Promoters, are not prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any authority or court.

Our individual Promoters, Mr. Anand S Desai, Dr. Kiran C Patel and Ms. Mona A Desai, or Directors have not been declared as Fugitive Economic Offenders.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoters and Promoter Group are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable to them, as on the date of this Red Herring Prospectus.

Directors associated with the Securities Market

None of our Directors are associated with the securities market in any manner and no action has been initiated by SEBI against our Directors in the five years preceding the date of this Red Herring Prospectus.

Eligibility for the Issue

Our Company is eligible for the Issue in accordance with Regulation 6(1) of the SEBI ICDR Regulations as described below:

- Our Company has had net tangible assets of at least ₹ 30 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each), of which not more than 50% are held in monetary assets;

- Our Company has an average operating profit of at least ₹ 150 million, calculated on a restated and consolidated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years;

- Our Company has a net worth of at least ₹10 million in each of the preceding three full years (of 12 months each), calculated on a restated and consolidated basis; and

- Our Company has not changed its name in the last one year.

Our Company's net tangible assets, monetary assets, monetary assets as a percentage of the net tangible assets, operating profits and net worth, derived from the Restated Financial Statements included in this Red Herring Prospectus as at, and for the last three Fiscals ended March 31, 2020, March 31, 2019 and March 31, 2018 are set forth below:

(*₹ in million, unless otherwise stated*)

Particulars	Consolidated		
	Fiscal 2020	Fiscal 2019	Fiscal 2018
Net tangible assets, as restated [(1)]	5,809.30	4,938.77	4,426.92
Monetary assets, as restated [(2)]	268.30	70.64	90.81
Monetary assets, as a percentage of net tangible assets, as restated	4.62%	1.43%	2.05%
Operating profit, as restated [(3)]	1,061.84	706.07	559.68
Net worth, as restated [(4)]	5,937.23	5,071.08	4,576.37

Notes:

(1) 'Net tangible assets' means the sum of all financial and non-financial assets less intangible assets (including intangible assets under development) less sum of all financial and non-financial liabilities.

(2) 'Monetary assets' is the aggregate of cash on hand (including balances in foreign currency) and balance with banks (including other bank balances and interest accrued thereon).

(3) 'Net worth' means the aggregate value of the paid-up share capital and all reserves created out of the profits ,securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

(4) 'Operating Profit' has been calculated as net profit before tax plus finance cost excluding other income.

Our Company has operating profits in each of Fiscals 2020, 2019 and 2018 in terms of our Restated Financial Statements.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Issue shall be not less than 1,000, failing which, the entire application money will be refunded forthwith.

If our Company does not Allot Equity Shares pursuant to the Issue within six Working Days from the Bid/ Issue Closing Date or within such timeline as prescribed by the SEBI, it shall repay without interest all monies received from bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delay period.

Further, our Company confirms that it is not ineligible to make the Issue in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. Our Company is in compliance with the conditions specified in Regulation 5 of the SEBI ICDR Regulations, as follows:

(a) Neither our Company, nor our Promoters, nor members of our Promoter Group, nor our Directors are debarred from accessing the capital markets by SEBI.

(b) None of our Promoters nor our Directors are promoters or directors of companies which are debarred from accessing the capital markets by SEBI.

(c) Neither our Company nor the Promoters or any of our Directors is a Wilful Defaulter.

(d) None of our Promoters or Directors is a Fugitive Economic Offender.

(e) Except for employee stock options granted pursuant to the ESOP Scheme, 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.

DISCLAIMER CLAUSE OF THE 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 ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS

OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BRLMs, AXIS CAPITAL LIMITED, AMBIT PRIVATE LIMITED, IIFL SECURITIES LIMITED AND JM FINANCIAL 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 DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLMs, AXIS CAPITAL LIMITED, AMBIT PRIVATE LIMITED, IIFL SECURITIES LIMITED AND JM FINANCIAL LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED DECEMBER 22, 2020 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 BRLMs, ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.

Disclaimer from our Company, our Directors and the BRLMs

Our Company, our Directors 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.anupamrasayan.com, or any website of our Subsidiary, any affiliate of our Company or any of the Group Companies, would be doing so at his or her own risk.

The BRLMs accept no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement.

All information shall be made available by our Company 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.

None among our Company or any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software/ hardware system or otherwise; the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Investors who Bid in the Issue will be required to confirm and will be deemed to have represented to our Company, the Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Subsidiary, our Group Companies and their respective 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 and its respective affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of Jurisdiction

This Issue is being made in India to persons resident in India (including Indian nationals resident in India, Hindu Undivided Families ("**HUFs**"), companies, other corporate bodies and societies registered under the applicable laws in India and authorized to invest in equity shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from the RBI), systemically important non-banking financial companies or trusts under the applicable trust laws, and who are authorized under their respective constitutions to hold and invest in equity shares, public financial institutions as specified under Section 2(72) of the Companies Act 2013, venture capital funds, permitted insurance companies and pension funds and, to permitted non-residents including Eligible NRIs, Alternative Investment Funds ("**AIFs**"), Foreign Portfolio Investors registered with SEBI ("**FPIs**") and QIBs. This Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) at Gujarat, India only.

No action has been, or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Red Herring Prospectus has been filed with SEBI and the RoC. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Red Herring Prospectus, nor any offer or sale hereunder, shall, under any circumstances, create any implication that there has been no change in our affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Eligibility and Transfer Restrictions

The Equity Shares offered in the Issue 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 being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Red Herring Prospectus as "U.S. QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) 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 are made. For the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Red Herring Prospectus as "QIBs".

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.

Until the expiry of 40 days after the commencement of this Issue, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in this Issue) may violate the registration requirements of the U.S. Securities Act if such an offer for sale is made otherwise than in compliance with the available exemptions from registration under the U.S. Securities Act.

Equity Shares Offered and Sold within the United States

Each purchaser that is acquiring the Equity Shares offered pursuant to this Issue within the United States, by its acceptance of this Red Herring Prospectus and of the Equity Shares, will be deemed to have acknowledged, represented to and agreed with our Company and the BRLMs that it has received a copy of this Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser is authorized to consummate the purchase of the Equity Shares offered pursuant to this Issue in compliance with all applicable laws and regulations;

2. the purchaser acknowledges that the Equity Shares offered pursuant to this Issue have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of

the United States and accordingly 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;

3. the purchaser (i) is a U.S. QIB, (ii) is aware that the sale to it is being made in a transaction exempt from or not subject to the registration requirements of the U.S. Securities Act, and (iii) is acquiring such Equity Shares for its own account or for the account of a U.S. QIB with respect to which it exercises sole investment discretion;

4. the purchaser is not an affiliate of our Company or a person acting on behalf of an affiliate;

5. if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only (A) (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a U.S. QIB in a transaction meeting the requirements of Rule 144A under the U.S. Securities Act or (ii) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S under the U.S. Securities Act and (B) in accordance with all applicable laws, including the securities laws of the states of the United States. The purchaser understands that the transfer restrictions will remain in effect until our Company determines, in its sole discretion, to remove them;

6. the Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act and no representation is made as to the availability of the exemption provided by Rule 144 for resales of any such Equity Shares;

7. the purchaser will not deposit or cause to be deposited such Equity Shares into any depositary receipt facility established or maintained by a depositary bank other than a Rule 144A restricted depositary receipt facility, so long as such Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act;

8. the purchaser agrees that neither the purchaser, nor any of its affiliates, nor any person acting on behalf of the purchaser or any of its affiliates, will make any "directed selling efforts" as defined in Regulation S under the U.S. Securities Act in the United States with respect to the Equity Shares;

9. the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless our Company determines otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

   THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "**U.S. SECURITIES ACT**") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) TO A PERSON WHOM THE SELLER OR ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE U.S. SECURITIES ACT IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A UNDER THE U.S. SECURITIES ACT, OR (2) IN AN OFFSHORE TRANSACTION COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE U.S. SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES.

10. Our Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

11. the purchaser acknowledges that our Company, the BRLMs, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify our Company, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

All Other Equity Shares Offered and Sold in this Issue

Each purchaser that is acquiring the Equity Shares offered pursuant to this Issue outside the United States, by its acceptance of this Red Herring Prospectus and of the Equity Shares offered pursuant to this Issue, will be deemed to have acknowledged, represented to and agreed with our Company and the BRLMs that it has received a copy of this Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser is authorized to consummate the purchase of the Equity Shares offered pursuant to this Issue in compliance with all applicable laws and regulations;

2. the purchaser acknowledges that the Equity Shares offered pursuant to this Issue have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of the United States and accordingly 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;

3. the purchaser is purchasing the Equity Shares offered pursuant to this Issue in an offshore transaction meeting the requirements of Rule 903 of Regulation S under the U.S. Securities Act;

4. the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Equity Shares offered pursuant to this Issue, was located outside the United States at the time (i) the offer for such Equity Shares was made to it and (ii) when the buy order for such Equity Shares was originated and continues to be located outside the United States and has not purchased such Equity Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of such Equity Shares or any economic interest therein to any person in the United States;

5. the purchaser is not an affiliate of our Company or a person acting on behalf of an affiliate;

6. if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only (A) (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a U.S. QIB in a transaction meeting the requirements of Rule 144A or (ii) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S under the U.S. Securities Act and (B) in accordance with all applicable laws, including the securities laws of the States of the United States. The purchaser understands that the transfer restrictions will remain in effect until our Company determines, in its sole discretion, to remove them;

7. the purchaser agrees that neither the purchaser, nor any of its affiliates, nor any person acting on behalf of the purchaser or any of its affiliates, will make any "directed selling efforts" as defined in Regulation S under the U.S. Securities Act in the United States with respect to the Equity Shares;

8. the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless our Company determine otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

   THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) TO A PERSON WHOM THE SELLER OR ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE U.S. SECURITIES ACT IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A UNDER THE SECURITIES ACT, OR (2) IN AN OFFSHORE TRANSACTION COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE U.S. SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES.

9. our Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

10. the purchaser acknowledges that our Company, the BRLMs, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify our Company, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

In relation to each European Economic Area State that has implemented the Prospectus Directive (Directive 2003/71/EC) and amendments thereto, including Directive 2010/73/EU and to the extent applicable, Prospectus Regulation (EU) 2017/1129 (each, a "**Relevant Member State**"), an offer to the public of any Equity Shares may be made at any time under the following exemptions under the Prospectus Directive, if they have been implemented in that Relevant Member State:

a. to any legal entity which is a qualified investor as defined under the Prospectus Directive;

b. to fewer than 100 or, if the Relevant Member State has implemented the relevant provisions of the 2010 PD Amending Directive, 150 natural or legal persons (other than qualified investors), subject to obtaining the prior consent of the BRLMs; or

c. in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of Equity Shares shall result in a requirement for our Company or any BRLM to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive and each person who receives any communication in respect of, or who acquires any Equity Shares under, the offers contemplated in this Red Herring Prospectus will be deemed to have represented, warranted and agreed to with the BRLMs and our Company that it is a qualified investor within the meaning of the law in that Relevant Member State implementing Article 2(1)(e) of the Prospectus Directive.

For the purposes of this provision, the expression an "offer to the public" in relation to any of the Equity Shares in any Relevant Member States means the communication in any form and by any means of sufficient information on the terms of the offer and the Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Equity Shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State.

In the case of any Equity Shares acquired by it as a financial intermediary, as that term is used in Article 3(2) of the Prospectus Directive, each such financial intermediary will be deemed to have represented, acknowledged and agreed that the Equity Shares acquired by it in the offering have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to, persons in circumstances which may give rise to an offer of any Equity Shares to the public in a Relevant Member State prior to the publication of a prospectus in relation to the Equity Shares which has been approved by the competent authority in that relevant member state or, where appropriate, approved in another Relevant Member State and notified to the competent authority in the Relevant Member State, all in accordance with the Prospectus Directive, other than their offer or resale to qualified investors or in circumstances in which the prior consent of the BRLMs has been obtained to each such proposed offer or resale.

Our Company, the BRLMs and their affiliates, and others will rely upon the truth and accuracy of the foregoing representation, acknowledgement and agreement.

This Red Herring Prospectus is an advertisement and is not a prospectus for the purposes of EU Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU and to the extent applicable, Prospectus Regulation (EU) 2017/1129).

Bidders are advised to ensure that any Bid from them does not exceed the investment limits or the maximum number of Equity Shares that can be held by them under applicable law.

Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law.

Disclaimer Clause of the BSE

As required, a copy of the Draft Red Herring Prospectus was submitted to the BSE. The disclaimer clause as intimated by the BSE to us is set forth below:

"BSE Limited ("**the Exchange**") has given vide its letter dated January 20, 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 NSE

As required, a copy of the Draft Red Herring Prospectus was submitted to NSE. The disclaimer clause as intimated by NSE to us 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/886 dated January 29, 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

Applications will be made to the Stock Exchanges for obtaining permission to deal in and for an official quotation of the Equity Shares being issued and sold in the Issue and BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of this Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within six Working Days of the Bid/Issue Closing Date or such other period as may be prescribed by SEBI. If our Company does not allot Equity Shares pursuant to the Issue within six Working Days

from the Bid/Issue Closing Date or within such timeline as prescribed by the SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act 2013, 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 2013 involving an amount of at least ₹ 1 million or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. In case the fraud involves (i) an amount which is less than ₹ 1 million or 1% of the turnover of the Company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to ₹ 5 million or with both.

Consents

Consents in writing of our Directors, the Company Secretary and Compliance Officer, the legal counsels, the bankers to our Company, lenders to our Company (where such consent is required), industry sources, previous auditors, the BRLMs, Registrar to the Issue, Syndicate Members, Bankers to the Issue/Escrow Bank, Public Issue Account Bank, Sponsor Bank and Refund Bank to act in their respective capacities have been obtained. Further, such consents have not been withdrawn until the date of this Red Herring Prospectus and shall not be withdrawn up to the time of delivery of this Red Herring Prospectus and the Prospectus with the RoC.

Our Company has received written consent of our Statutory Auditors, who hold a valid peer review certificate, to include their name as required under Section 26(5) of the Companies Act 2013 in this Red Herring Prospectus, and as an "expert", as defined under Section 2(38) of the Companies Act 2013 in respect of the examination report of the Statutory Auditors on the Restated Financial Statements dated February 27, 2021 and the statement of special tax benefits dated March 3, 2021 included in this Red Herring Prospectus. Further, such consent has not been withdrawn until the date of this Red Herring Prospectus.

Additionally, our Company has also received a written consent dated February 25, 2021 from Dr. P.J. Gandhi, Independent Chartered Engineer, to include their name in this Red Herring Prospectus as required under the Companies Act 2013 and as an "expert" as defined under Section 2(38) read with Section 26(5) of the Companies Act 2013, in respect of his certificate dated February 25, 2021. Further, such consent has not been withdrawn until the date of this Red Herring Prospectus.

Particulars regarding Public or Rights Issues during the Last Five Years

There have been no public issues or rights issues undertaken by our Company during the five years preceding the date of this Red Herring Prospectus.

Commission or Brokerage on Previous Issues in the Last Five Years

Since this is the initial public offering of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure public subscription for any of our Equity Shares in the five years preceding the date of this Red Herring Prospectus.

Capital Issues in the Preceding Three Years

Except as disclosed in *"**Capital Structure - Notes to the Capital Structure***" on page 77, our Company has not made any capital issues during the three years preceding the date of this Red Herring Prospectus. Further, our Subsidiary has not made any capital issues during the three years preceding the date of this Red Herring Prospectus.

Performance *vis-à-vis* Objects – Public/ rights issue of our Company

Our Company has not undertaken any public issues or rights issues in the five years preceding the date of this Red Herring Prospectus.

Performance *vis-à-vis* Objects – Public/ rights issue of the listed subsidiary of our Company

Our Subsidiary is not listed on any stock exchange.

Price information of past issues handled by the BRLMs

Axis Capital Limited

1. *Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Axis*

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.	Home First Finance Company India Limited	11,537.19	518.00	February 3, 2021	618.80	+4.98%, [+1.97%]	-	-
2.	UTI Asset Management Company Limited	21,598.84	554.00	October 12, 2020	500.00	-10.43%, [+5.87%]	-0.60%, [+20.25%]	-
3.	Mazagon Dock Shipbuilders Limited	4,436.86	145.00	October 12, 2020	214.90	+18.90%, [+5.87%]	+52.90%, [+20.25%]	-
4.	Route Mobile Limited	6,000.00	350.00	September 21, 2020	717.00	+105.81%, [+5.74%]	+231.04%, [+22.31%]	-
5.	Rossari Biotech Limited	4,962.50	425.00	July 23, 2020	669.25	+87.25%, [+1.39%]	+86.59%, [+6.08%]	+100.79%, [+27.34%]
6.	SBI Cards and Payment Services Limited	103,407.88	755.00@	March 16, 2020	661.00	-33.05%, [-2.21%]	-21.79%, [+8.43%]	+12.50%, [+24.65%]
7.	CSB Bank Limited	4,096.77	195.00	December 4, 2019	275.00	+8.36%, [+1.98%]	-12.18%, [-7.56%]	-36.95%, [-20.45%]
8.	Sterling And Wilson Solar Limited	28,809.42	780.00	August 20, 2019	706.00	-21.88%, [-1.60%]	-48.63%, [+7.97%]	-64.78%, [+9.95%]
9.	Spandana Sphoorty Financial Limited	12,009.36	856.00	August 19, 2019	825.00	-0.56%, [-2.14%]	+52.76%, [+7.61%]	+17.32%, [+9.59%]
10.	Polycab India Limited	13,452.60	538.00^	April 16, 2019	633.00	+15.36%, [-5.35%]	+14.70%, [-1.99%]	+23.76%, [-4.09%]

Source: www.nseindia.com
@ Offer price was ₹ 680.00 per equity share to eligible employees
^Offer price was ₹ 485.00 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 price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Axis

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ million)	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%
2020-2021*	5	48,535.39	-	-	1	2	-	2	-	-	-	1	-	-
2019-2020	5	161,776.03	-	1	2	-	-	2	1	1	-	-	-	3
2018-2019	4	54,206.94	-	1	-	1	-	2	-	-	2	-	-	2

**The information is as on 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.

Ambit Private Limited

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Ambit

Nil

2. Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Ambit

Nil

IIFL Securities Limited

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by IIFL

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.	HDFC Asset Management Company Limited	28,003.31	1,100.00	August 6, 2018	1,726.25	+58.04%,[+1.17%]	+30.61%,[-7.32%]	+23.78%,[-4.33%]
2.	Credit Access Grameen Limited	11,311.88	422.00	August 23, 2018	390.00	-21.16%,[-3.80%]	-14.91%,[-8.00%]	-5.71%,[-8.13%]
3.	Polycab India Limited	13,452.60	538.00	April 16, 2019	633.00	+15.36% [-5.35%]	+14.70% [-1.99%]	+23.76% [-4.09%]
4.	Spandana Sphoorty Financial Limited	12,009.36	856.00	August 19, 2019	825.00	-0.56% [-2.14%]	+52.76% [+7.61%]	+17.32%[+9.59%]
5.	Sterling and Wilson Solar Limited	28,809.42	780.00	August 20, 2019	706.00	-21.88%,[-1.60%]	-48.63%,[+7.97%]	-64.78%,[+9.95%]
6.	CSB Bank Limited	4,096.77	195.00	December 4, 2019	275.00	+8.36%, [+1.98%]	-12.18%, [-7.56%]	-36.95%, [-20.45%]
7.	Ujjivan Small Finance Bank Limited	7,459.46	37.00	December 12, 2019	58.75	+41.08%, [+2.38%]	+10.27%,[-12.70%]	-16.62%, [-15.07%]
8.	Equitas Small Finance Bank Limited	5,176.00	33.00	November 2, 2020	31.10	+5.45%, [+12.34%]	+19.55%,[16.84%]	N.A.
9.	Mrs. Bectors Food	5,405.40	288.00	December 24, 2020	500.00	+37.69%, [+4.53%]	N.A.	N.A.

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
	Specialities Limited							
10.	Antony Waste Handling Cell Limited	2,999.85	315.00	January 1, 2021	436.10	-10.27%, [-2.74%]	N.A.	N.A.

Source: www.nseindia.com

Notes:
Benchmark Index taken as CNX NIFTY. Price on NSE is considered for all of the above calculations. The 30th, 90th and 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 from listing day is a holiday, the closing data of the previous trading day has been considered. % change taken against the Issue Price in case of the Issuer. The Nifty 50 index is considered as the benchmark index. NA means Not Applicable.

2. Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by IIFL

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ million)	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%
2020-2021	3	13,581.25	-	-	1	-	1	1	-	-	-	-	-	-
2019-2020	5	65,827.61	-	-	2	-	1	2	1	1	1	-	-	2
2018-2019	4	94,013.29	-	1	1	1	-	1	-	1	2	-	-	1

Source: www.nseindia.com

Note: Data for number of IPOs trading at premium/discount taken at closing price on NSE on the respective date. In case any of the days falls on a non-trading day, the closing price on the previous trading day has been considered. NA means Not Applicable.

JM Financial Limited

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by JM Financial

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.	Stove Kraft Limited	4,126.25	385.00	February 5, 2021	498.00	Not Applicable	Not Applicable	Not Applicable
2.	Burger King India Limited	8,100.00	60.00	December 14, 2020	112.50	146.50% [7.41%]	Not Applicable	Not Applicable
3.	Equitas Small Finance Bank Limited	5,176.00	33.00	November 2, 2020	31.10	+5.45% [+12.34%]	19.55% [16.84%]	Not Applicable
4.	UTI Asset Management Company Limited	21,598.84	554.00	October 12, 2020	500.00	-10.43% [+5.87%]	-0.60% [20.25%]	Not Applicable
5.	Mazgaon Dock Shipbuilders Limited	4,436.86	145.00	October 12, 2020	214.90	+18.90% [+5.87%]	52.90% [20.25%]	Not Applicable
6.	Prince Pipes and Fittings Limited	5,000.00	178.00	December 30, 2019	160.00	+0.14% [-1.63%]	-44.33% [-29.34%]	-35.00% [-15.28%]
7.	Ujjivan Small Finance Bank Limited[g]	7,459.46	37.00	December 12, 2019	58.75	+41.08% [+2.38%]	+10.27% [-12.70%]	-16.62% [-15.07%]
8.	Spandana Sphoorty Financial Limited	12,009.36	856.00	August 19, 2019	825.00	-0.56% [-2.14%]	+52.76% [+7.61%]	+17.32%[+9.59%]

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
9.	Metropolis Healthcare Limited	12,042.88	880.00	April 15, 2019	958.00	+3.75% [-4.01%]	+21.39% [-1.18%]	+45.93% [-3.30%]
10.	Chalet Hotels Limited	16,411.80	280.00	February 7, 2019	294.00	+1.14% [-0.31%]	+24.41% [+3.87%]	+10.77% [-1.87%]

Source: www.nseindia.com for price information and prospectus/basis of allotment for issue details

Notes:

a. Opening price information as disclosed on the website of NSE.
b. Change in closing price over the issue/offer price as disclosed on NSE.
c. Change in closing price over the closing price as on the listing date for benchmark index viz. NIFTY 50.
d. In case of reporting dates falling on a trading holiday, values for the trading day immediately preceding the trading holiday have been considered.
e. 30th calendar day has been taken as listing date plus 29 calendar days; 90th calendar day has been taken as listing date plus 89 calendar days; 180th calendar day has been taken as listing date plus 179 calendar days.
f. Restricted to last 10 issues.
g. A discount of Rs. 2 per Equity Share was offered to Eligible Ujjivan Financial Services Limited Shareholders bidding in Ujjivan Financial Services Limited Shareholders Reservation Portion
h. Not Applicable – Period not completed.

2. Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by JM Financial

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ million)	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%
2020-2021	5	43,437.95	-	-	1	1	-	2	-	-	-	-	-	-
2019-2020	4	36,400.83*	-	-	1	-	1	2	-	1	1	-	1	1
2018-2019	4	68,856.80	-	-	1	1	-	2	-	1	-	1	-	2

** Spandana Sphoorty Financial Limited raised ₹ 11,898.49 million as against the issue size of ₹ 12,009.36 million*

Stock Market Data of the Equity Shares

This being the initial public offering of the Equity Shares, the Equity Shares are not listed on any stock exchange as on the date of this Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The Registrar Agreement provides for retention of records with the Registrar to the Issue for a minimum period of eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, in order to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

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

All grievances, other than of Anchor Investors may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving full details such as name of the sole or First Bidder, ASBA Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for Retail Individual Investors who make the payment of Bid Amount through the UPI Mechanism), date of ASBA Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue.

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

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.

Our Company, the BRLMs and the Registrar to the Issue accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulations.

Disposal of Investor Grievances by our Company

We estimate that the average time required by our Company and/or the Registrar to the Issue for the redressal of routine investor grievances shall be seven Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Ms. Suchi Agarwal, Company Secretary as the Compliance Officer and she may be contacted in case of any pre-Issue or post-Issue related problems, at the address set forth hereunder.

Ms. Suchi Agarwal
8110, GIDC Industrial Estate
Sachin, Surat 394 230
Gujarat, India
Tel: (+91 261) 239 8991
E-mail: investors@anupamrasayan.com

Our Company has obtained authentication on the SCORES and shall comply with the SEBI circulars in relation to redressal of investor grievances through SCORES.

Further, our Board has constituted a Stakeholders' Relationship Committee, which is responsible for redressal of grievances of the security holders of our Company. For more information, see "***Our Management***" on page 162. Our Company has not received any investor grievances during the three years preceding the date of this Red Herring Prospectus. As on the date of the Draft Red Herring Prospectus and this Red Herring Prospectus, there are no investor complaints pending.

SECTION VII – ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares offered and Allotted in the Issue will be subject to the provisions of the Companies Act 2013, the SEBI ICDR Regulations, the SCRA, the SCRR, the Memorandum of Association, the Articles of Association, the SEBI Listing Regulations, the terms of this Red Herring Prospectus and the Prospectus, the Bid cum Application Form, the Revision Form, the CAN, the abridged prospectus and other terms and conditions as may be incorporated in the Allotment Advice and other documents and certificates that may be executed in respect of the Issue. The Equity Shares will also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to issue and offer for sale and listing and trading of securities, issued from time to time, by SEBI, GoI, Stock Exchanges, the RoC, the RBI and/or other authorities to the extent applicable or such other conditions as maybe prescribed by such governmental and/or regulatory authority while granting approval for the Issue.

Ranking of Equity Shares

The Equity Shares being offered and Allotted in the Issue will be subject to the provisions of the Companies Act 2013, the Memorandum of Association and the Articles of Association and will rank *pari passu* in all respects with the existing Equity Shares, including in respect of dividends and other corporate benefits, if any, declared by our Company. For more information, see "***Main Provisions of the Articles of Association***" on page 327.

Mode of Payment of Dividend

Our Company will pay dividend, if declared, to the Shareholders, as per the provisions of the Companies Act 2013, the SEBI Listing Regulations, the Memorandum of Association and the Articles of Association, and any guidelines or directives that may be issued by the GoI in this respect. Any dividends declared after the date of Allotment in this Issue will be received by the Allottees in accordance with applicable law. For more information, see "***Dividend Policy***" and "***Main Provisions of the Articles of Association***" on pages 188 and 327, respectively.

Face Value, Issue Price and Price Band

The face value of each Equity Share is ₹ 10. At any given point of time there will be only one denomination for the Equity Shares. The Floor Price of the Equity Shares is ₹ [●] and the Cap Price of the Equity Shares is ₹ [●]. The Issue Price is ₹ [●] per Equity Share. The Anchor Investor Issue Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot will be decided by our Company, in consultation with the BRLMs, and shall be published at least two Working Days prior to the Bid/Issue Opening Date, 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 Surat edition of Gujaratmitra Gujaratdarpan (a widely circulated Gujarati daily newspaper, Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located), 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 website of the Stock Exchanges.

Rights of the Equity Shareholders

Subject to applicable law and our Articles of Association, the equity Shareholders will have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive any surplus on liquidation subject to any statutory and preferential claims being satisfied;
- Right of free transferability of their Equity Shares, subject to applicable foreign exchange regulations and other applicable law; and
- Such other rights as may be available to a shareholder of a listed public company under the Companies Act 2013, the SEBI Listing Regulations and our Memorandum of Association and Articles of Association and other applicable laws.

For a detailed description of the main provisions of Articles of Association relating to voting rights, dividend, forfeiture, lien, transfer, transmission, consolidation and splitting, see "***Main Provisions of the Articles of Association***" on page 327.

Allotment only in dematerialized form

In terms of Section 29 of the Companies Act 2013, and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialized form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form.

Market Lot and Trading Lot

Since trading of our Equity Shares is in dematerialized form, the tradable lot is one Equity Share. Allotment in the Issue will be only in electronic form in multiples of [●] Equity Shares, subject to a minimum Allotment of [●] Equity Shares. For the method of Basis of Allotment, see "***Issue Procedure***" on page 311.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-tenants with benefits of survivorship.

Nomination Facility

In accordance with Section 72 of the Companies Act 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole or first Bidder, with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, will vest. A nominee entitled to the Equity Shares by reason of the death of the original holder(s), will, in accordance with Section 72 of the Companies Act 2013, be entitled to the same benefits to which he or she will be entitled if he or she were the registered holder of the Equity Shares. Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of the holder's death during minority. 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 or variation to our Company in the prescribed form.

Further, any person who becomes a nominee by virtue of Section 72 of the Companies Act 2013, will, on the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as holder of 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, the Board may thereafter withhold payment of all dividend, interests, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Bidder will prevail. If Bidders want to change their nomination, they are advised to inform their respective Depository Participant.

Bid/ Issue Period

EVENT	INDICATIVE DAY AND DATE
BID/ ISSUE OPENS ON[(1)]	Friday, March 12, 2021
BID/ ISSUE CLOSES ON[(2)]	Tuesday, March 16, 2021
FINALIZATION OF BASIS OF ALLOTMENT WITH THE DESIGNATED STOCK EXCHANGE	On or about Friday, March 19, 2021

INITIATION OF REFUNDS (IF ANY, FOR ANCHOR INVESTORS)/ UNBLOCKING OF FUNDS FROM ASBA ACCOUNT	On or about Monday, March 22, 2021
CREDIT OF EQUITY SHARES TO DEPOSITORY ACCOUNTS OF ALLOTTEES	On or about Tuesday, March 23, 2021
COMMENCEMENT OF TRADING OF THE EQUITY SHARES ON THE STOCK EXCHANGES	On or about Wednesday, March 24, 2021

(1) Our Company in consultation with the BRLMs may consider participation by Anchor Investors. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/ Issue Opening Date in accordance with the SEBI ICDR Regulations.

(2) Our Company in consultation with the BRLMs, may decide to close the Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations.

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/Issue 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/Issue 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.

The aforesaid timetable, is indicative in nature and does not constitute any obligation or liability on our Company or the members of the Syndicate. While our Company will use best efforts to ensure that listing and trading of our Equity Shares on the Stock Exchanges commences within six Working Days of the Bid/ Issue Closing Date or such other period as may be prescribed by SEBI, the timetable may be subject to change for various reasons, including extension of Bid/ Issue Period by our Company, due to revision of the Price Band, any delays in receipt of final listing and trading approvals from the Stock Exchanges, delay in receipt of final certificates from SCSBs, etc. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges in accordance with applicable law.

Except in relation to Anchor Investors, Bids and any revision in Bids will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Bid/ Issue Period at the Bidding Centers, except that on the Bid/Issue Closing Date (which for QIBs may be a day prior to the Bid/Issue Closing Date for non-QIBs), Bids will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time) and uploaded until (i) 4.00 p.m. (Indian Standard Time) for Bids by QIBs and Non-Institutional Investors; and (ii) 5.00 p.m. or such extended time as permitted by the Stock Exchanges (Indian Standard Time) in case of Bids by Retail Individual Investors and Eligible Employees Bidding under the Employee Reservation Portion. On the Bid/Issue Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received from Retail Individual Investors and Eligible Employees Bidding under the Employee Reservation Portion after taking into account the total number of Bids received up to closure of timings for acceptance of Bid cum Application Forms as stated herein and reported by the BRLMs to the Stock Exchanges.

Due to limitation of time available for uploading Bids on the Bid/Issue Closing Date, Bidders are advised to submit Bids one day prior to the Bid/Issue Closing Date and, in any case, no later than 1.00 p.m. (Indian Standard Time) on the Bid/Issue Closing Date. Bidders are cautioned that if a large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public issues, which 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 in the Issue. It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by the SCSBs would be rejected. Our Company and the members of Syndicate will not be responsible for any failure in (i) uploading Bids due to faults in any hardware/software system or otherwise; (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism. Bids will be accepted only on Working Days. Investors may please note that as per letters dated July 3, 2006 and July 6, 2006, issued by the BSE and NSE respectively, Bids and any revisions in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges.

Our Company in consultation with the BRLMs, reserves the right to revise the Price Band during the Bid/Issue Period, in accordance with the SEBI ICDR Regulations, provided that the Cap Price will be less than or equal to 120% of the Floor Price and the Floor Price will not be less than the face value of the Equity Shares. Subject to compliance with the foregoing, the Floor Price may move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

In case of revision in the Price Band, the Bid/Issue Period will be extended for at least three additional Working Days after such revision subject to the Bid/Issue 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/Issue Period for a minimum of three Working Days, subject to the Bid/Issue Period not exceeding 10 Working Days.

Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchanges by issuing a public notice and by indicating the change on the websites of the BRLMs and terminals of the Syndicate Members and will also intimated to SCSBs, the Registered Brokers, RTAs, CDPs and the Sponsor Bank. However, in case of revision in the Price Band, the Bid Lot shall remain the same.

In case of discrepancy in data entered in the electronic book *vis-à-vis* data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Minimum Subscription

On the date of closure of the Issue, if our Company does not receive the minimum subscription of 90% of the Issue, or minimum subscription in the Issue as specified under Rule 19(2)(b) of the SCRR, including through devolvement of Underwriters, if any, in accordance with applicable laws, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond fifteen days after our Company becomes liable to pay the amount, our Company and every Director of our Company who are officers in default, shall pay interest at the rate of 15% per annum.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000.

Arrangement 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 of Shares and Transmission of Equity Shares

Except for lock-in of the pre-Issue capital of our Company, the minimum Promoter's Contribution and the Anchor Investor lock-in in the Issue as detailed in "***Capital Structure***" on page 77, and except as provided in the Articles of Association as detailed in "***Main Provisions of the Articles of Association***" on page 327, there are no restrictions on transfers and transmission of Equity Shares and on their consolidation/ splitting.

ISSUE STRUCTURE

Issue of up to [●] Equity Shares for cash at price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share) aggregating to ₹ 7,600.00 million.

The Issue includes a reservation of up to 220,000 Equity Shares aggregating to ₹ [●] million for subscription by Eligible Employees. The Issue and the Net Issue shall constitute [●]% and [●]% respectively, of the post-Issue paid-up Equity Share capital of our Company.

The Issue is being made through Book Building Process.

Particulars	Eligible Employees[#]	QIBs[*]	Non-Institutional Investors	Retail Individual Investors
Number of Equity Shares available for Allotment/ allocation[**^]	Not more than 220,000 Equity Shares	Not more than [●] Equity Shares	Not less than [●] Equity Shares or Net Issue less allocation to QIBs and Retail Individual Investors	Not less than [●] Equity Shares or Net Issue less allocation to QIBs and Non-Institutional Investors
Percentage of Issue size available for Allotment/ allocation	The Employee Reservation Portion shall constitute up to [●]% of the post-Issue paid-up Equity Share capital of our Company	Not more than 50% of the Net Issue size shall be available for allocation to QIBs. 5% of the QIB Category (excluding the Anchor Investor Portion) will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance QIB Category. The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs	Not less than 15% of the Net Issue or the Net Issue less allocation to QIBs and Retail Individual Investors	Not less than 35% of the Net Issue or the Net Issue less allocation to QIBs and Non-Institutional Investors
Basis of Allotment if respective category is oversubscribed	Proportionate; unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹ 200,000. In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion may be Allotted, on a proportionate basis, to Eligible Employees for value exceeding ₹200,000, subject to total	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving	Proportionate	Proportionate, subject to minimum bid lot. Allotment to each Retail Individual Investor 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 shall be allocated on a proportionate basis.

Particulars	Eligible Employees[#]	QIBs[*]	Non-Institutional Investors	Retail Individual Investors
	Allotment to an Eligible Employee not exceeding ₹ 500,000 (net of Employee Discount)	allocation as per (a) above		
Mode of Bidding	Through ASBA process only (other than Anchor Investors)			
Minimum Bid	[●] Equity Shares and in multiples of [●] Equity Shares thereafter	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹ 200,000	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹ 200,000	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount by each Eligible Employee in this portion does not does not exceed ₹ 500,000	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the Net Issue size, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the Net Issue size (excluding the QIB Category), subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 200,000
Mode of Allotment	Compulsorily in dematerialized form			
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter			
Allotment Lot	[●] Equity Shares and in multiples of one Equity Share thereafter			
Trading Lot	One Equity Share			
Who can Apply[***]	Eligible Employees (such that the Bid Amount does not exceed ₹ 500,000)	Public financial institutions specified in Section 2(72) of the Companies Act 2013, FPIs registered with SEBI (other than individuals, corporate bodies and family offices), scheduled commercial banks, mutual funds registered with the SEBI, venture capital funds registered with SEBI, FVCIs, Alternative Investment Funds, multilateral and bilateral development financial institutions, state industrial	Resident Indian individuals, HUFs (in the name of Karta), companies, corporate bodies, Eligible NRIs, scientific institutions, societies and trusts and any individuals, corporate bodies and family offices which are re-categorised as category II FPI (as defined in the SEBI FPI Regulations) and registered with SEBI	Resident Indian individuals, HUFs (in the name of the Karta) and Eligible NRIs

Particulars	Eligible Employees[#]	QIBs[*]	Non-Institutional Investors	Retail Individual Investors
		development corporations, NBFC-SI, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds with a minimum corpus of ₹ 250 million, pension funds with a minimum corpus of ₹ 250 million, the National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI, published in the Gazette of India, insurance funds set up and managed by the army, navy, or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India		
Terms of Payment	***In case of Anchor Investors:*** Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[****] ***In case of all other Bidders:*** Full Bid Amount shall be blocked by the SCSBs in the bank account of the Bidders, or by the Sponsor Bank through the UPI Mechanism (other than Anchor Investors) that is specified in the Bid cum Application Form at the time of the submission of the Bid cum Application Form			

[^]*Assuming full subscription in the Issue.*

[#] *Eligible Employees Bidding in the Employee Reservation portion can Bid up to a Bid Amount of ₹ 500,000. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹ 200,000. In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹* 200,000. *Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Issue and such Bids will not be treated as multiple Bids subject to applicable limits. The unsubscribed portion if any, in the Employee Reservation Portion shall be added back to the Net Issue. In case of under-subscription in the Net Issue, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.*

** Our Company may, in consultation with the BRLMs, allocate up to 60% of the QIB Category to Anchor Investors at the price at which allocation is made to Anchor Investors, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹ 100 million, (ii) 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 under the Anchor Investor Portion, subject to a minimum Allotment of ₹ 50 million per Anchor Investor, and (iii) 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 or part thereof will be permitted, subject to minimum allotment of ₹ 50 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹ 100 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors, which price shall be determined by the Company in consultation with the BRLMs.*

***This Issue is being made in accordance with Rule 19(2)(b) of the SCRR, through the Book Building Process wherein not more than 50% of the Net Issue will be available for allocation to QIBs on a proportionate basis, provided that the Anchor Investor Portion may be allocated on a discretionary basis. Further, not less than 15% of the Net Issue will be available for allocation on a proportionate basis to Non-Institutional Investors subject to valid Bids being received at or above the Issue Price. Further, not less than 35% of the Net Issue will available for allocation to Retail Individual Investors in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. Under-subscription, if any, in any category, except the QIB Category, would be met with spill-over from any other category or categories, as applicable, at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws.*

****If the Bid is submitted in joint names, 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 depository account held in joint names. The signature of only the 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.*

*****Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Bid cum Application Form, provided that any difference between the price at which Equity Shares are allocated to the Anchor Investors and the Anchor Investor Issue Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN.*

Bidders will be required to confirm and will be deemed to have represented to our Company, 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.

Employee Discount

Employee Discount, if any, will be offered to Eligible Employees bidding in the Employee Reservation Portion. Eligible Employees bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount net of Employee Discount, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, less Employee Discount, if any, at the time of making a Bid.

Withdrawal of the Issue

The Issue shall be withdrawn in the event that 90% of the Issue is not subscribed. Our Company in consultation with the BRLMs reserve the right to not proceed with the Issue at any time after the Bid/Issue Opening Date but before Allotment. If our Company withdraws the Issue, our Company will issue a public notice within two days from the Bid/Issue Closing Date or such time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The BRLMs, through the Registrar to the Issue, will instruct the SCSBs or the Sponsor Bank, as the case may be, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchanges will also be informed promptly.

If the Company in consultation with the BRLMs withdraws the Issue after the Bid/Issue Closing Date and thereafter determine that they will proceed with a public offering of Equity Shares, a fresh draft red herring prospectus will be filed and/or submitted with SEBI and the Stock Exchanges.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company will apply for only after Allotment and within six Working Days of the Bid/Issue Closing Date or such other time period as prescribed under Applicable Law.

ISSUE PROCEDURE

*All Bidders should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the Circulars on Streamlining of Public Issues (the "**General Information Document**"), which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act 2013, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. 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 Issue.*

*Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (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 Issue; (vi) price discovery and allocation; (vii) general instructions (limited to instructions for completing the Bid cum Application Form); (viii) designated date; (ix) disposal of applications; (x) submission of Bid cum Application Form; (xi) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xii) applicable provisions of Companies Act 2013 relating to punishment for fictitious applications; (xiii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.*

*SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 as amended from time to time, including pursuant to circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019 ("**UPI Circular**") has proposed to introduce an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism with the ASBA for applications by Retail Individual Investors through intermediaries from January 1, 2019. The UPI Mechanism for Retail Individual Investors applying through Designated Intermediaries, in phase I, was effective along with the prior process and existing timeline of T+6 days ("**UPI Phase I**"), until June 30, 2019. Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicable for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**") with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-2019 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Retail Individual Investors ("**UPI Phase III**"), as may be prescribed by SEBI. Accordingly, the Issue will be made under UPI Phase II, unless UPI Phase III becomes effective and applicable on or prior to the Bid / Issue Opening Date. If the Issue is made under UPI Phase III, the same will be advertised in all editions of the English national daily newspaper, Financial Express, all editions of the Hindi national daily newspaper, Jansatta, and Surat edition of the Gujarati daily newspaper, Gujaratmitra Gujaratdarpan (Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located) on or prior to the Bid / Issue Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites.*

Our Company and the Syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section 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 and the members of the Syndicate do not accept any responsibility for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Issue.

Book Building Procedure

The Issue is being made through the Book Building Process in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Issue shall be available for allocation to QIBs on a proportionate basis, provided that our Company 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). Further, 5% of the QIB Category (excluding the Anchor Investor Portion) 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, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. Furthermore, up to 220,000 Equity Shares shall be made available for allocation on a proportionate basis only to Eligible Employees Bidding in the Employee Reservation Portion (which shall not exceed 5% of the post-Issue Equity Share capital of our Company), subject to valid Bids being received at or above the Issue Price, net of Employee Discount, if any.

Under-subscription, if any, in any category including Employee Reservation Portion, 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 in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws.

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 dematerialized 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 Retail Individual Investors Bidding through 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.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at relevant Bidding Centers and at our Registered and Corporate Office. The Bid cum Application Forms will also be available for download on the websites of NSE (www.nseindia.com) and the BSE (www.bseindia.com) at least one day prior to the Bid/Issue Opening Date.

For Anchor Investors, the Bid cum Application Forms will be available at the offices of the BRLMs.

Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Issue. Anchor Investors are not permitted to participate in this Issue through the ASBA process.

Bidders (other than Anchor Investors and Retail Individual Investors Bidding using the UPI Mechanism) must provide bank account details and authorisation by the ASBA account holder to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Form that does not contain such detail are liable to be rejected.

Retail Individual Investors Bidding using the UPI Mechanism must provide the UPI ID in the relevant space provided in the ASBA Form. ASBA Forms that do not contain the UPI ID are liable to be rejected. Retail Individual Investors Bidding using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

Further, Bidders shall ensure that the Bids are submitted at the Bidding Centres only on ASBA Forms bearing the stamp of a Designated Intermediary (except in case of electronic Bid cum Application Forms) and ASBA Forms not bearing such specified stamp maybe liable for rejection. Bidders, using the ASBA process to participate in the Issue, must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked therein.

The prescribed colours of the Bid cum Application Forms for various categories is as follows:

Category	Colour of Bid cum Application Form[(1)]
Resident Indians including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis[(2)]	White
Non-Residents including FPIs, Eligible NRIs applying on a repatriation basis, FVCIs and registered bilateral and multilateral institutions[(2)]	Blue
Anchor Investors[(3)]	White
Eligible Employees bidding in the Employee Reservation Portion[(4)]	Pink

[(1)] Excluding electronic Bid cum Application Forms

[(2)]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).

[(3)]Bid cum Application Forms for Anchor Investors will be made available at the office of the BRLMs.

[(4] Bid cum Application Forms for Eligible Employees shall be available at the Registered Office of the Company

The Equity Shares offered in the Issue 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 (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the Securities Act and referred to in this Red Herring Prospectus as "U.S. QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) 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. For the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Red Herring Prospectus as "QIBs".

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.

Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Forms (except ASBA Forms submitted by Retail Individual Investors Bidding using the UPI Mechanism) to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank. For Retail Individual Investors using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate a UPI Mandate Request to such Retail Individual Investors for blocking of funds. Designated Intermediaries (other than SCSBs) shall not accept any ASBA Form from an RII who is not Bidding using the UPI Mechanism.

Electronic registration of Bids

a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Issue.

b) On the Bid/Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in this Red Herring Prospectus.

c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the next Working Day following the Bid/Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Issue Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

Participation by Promoters, Promoter Group, BRLMs, associates and affiliates of the BRLMs and the Syndicate Members and the persons related to Promoters, Promoter Group, BRLMs and the Syndicate Members

The BRLMs and the Syndicate Members shall not be allowed to purchase the Equity Shares in any manner, except towards fulfilling their respective underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Members may purchase Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate

basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including 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 for Mutual Funds, AIFs or FPIs (other than individuals, corporate bodies and family offices) sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associates of the BRLMs, no BRLM or its respective associates can apply in the Issue under the Anchor Investor Portion. For details, see "***- Bids by Anchor Investors***" on page 318.

Further, the Promoters and members of the Promoter Group shall not participate by applying for Equity Shares in the Issue, except in accordance with applicable law. Furthermore, persons related to the Promoters and the Promoter Group shall not apply in the Issue under the Anchor Investor Portion. It is clarified that a qualified institutional buyer who has rights under a shareholders' agreement or voting agreement entered into with any of the Promoters or members of the Promoter Group of our Company, veto rights or a right to appoint any nominee director on our Board, shall be deemed to be a person related to the Promoters or Promoter Group of our Company.

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, the Company reserves the right to reject any Bid without assigning any reason thereof. 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 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. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of ASBA Form from the offices of the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs applying on a repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of Retail Individual Investors Bidding through the UPI Mechanism) to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") accounts, and Eligible NRIs bidding on a non-repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of Retail Individual Investors Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid amount, at the time of submission of the ASBA Form.

Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

Participation of Eligible NRI(s) in the Issue shall be subjected to the FEMA Rules.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

For details of restrictions on investment by NRIs, see "***Restrictions on Foreign Ownership of Indian Securities"*** on page 326.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs, should be made in the individual name of the Karta. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family

applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

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 reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non-Residents (blue in colour).

In terms of the FEMA Rules and Securities and Exchange Board of India (Foreign Portfolio Investor) Regulations 2019 ("**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-Issue 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. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, is up to the sectoral cap applicable to the sector in which our Company operates (i.e. 100% under the automatic route in our case). The aggregate limit may be decreased below the sectoral cap to a threshold limit of 24% or 49% or 74% as deemed fit by way of a resolution passed by our Board followed by a special resolution passed by the Shareholders of our Company. In terms of the FEMA 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 Issue to ensure there is no breach of the investment limit, within the timelines for issue 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 Issue shall be subject to the FEMA 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 Alternative Investment Funds, Venture Capital Funds and Foreign Venture Capital Investors

The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended (the "**SEBI AIF Regulations**") prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, the venture capital funds which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI (Venture Capital Funds) Regulations, 1996 until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended prescribe the investment restrictions on FVCIs.

The category I and II AIFs cannot invest more than 25% of their investible funds in one investee company. A category III AIF cannot invest more than 10% of its investible funds in one investee company. A VCF registered as a category I AIF, cannot invest more than one-third of its investible funds, in the aggregate, in certain specified instruments, including by way of subscription to an initial public offering of a venture capital undertaking. An FVCI can invest only up to 33.33% of its investible funds, in the aggregate, in certain specified instruments, which includes subscription to an initial public offering of a venture capital undertaking or an investee company (as defined under the SEBI AIF Regulations).

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company and the Book running Lead Managers will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by Eligible Employees

Bids under Employee Reservation Portion by Eligible Employees shall be:

(i) Made only in the prescribed Bid cum Application Form or Revision Form (i.e. pink colour form);

(ii) The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹ 500,000. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid amounting up to ₹ 200,000 (which will be less Employee Discount, if any). In the event of any under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees, who have bid in excess of ₹ 200,000, provided however that the maximum Bid in this category by an Eligible Employee cannot exceed ₹ 500,000 (which will be less Employee Discount, if any);

(iii) The Bidder should be an Eligible Employee as defined above in the RHP in order to be eligible to apply in this Issue under the Employee Reservation Portion. In case of joint bids, the first Bidder shall be an Eligible Employee;

(iv) Only those Bids, which are received at or above the Issue Price, net of Employee Discount, if any, would be considered for Allotment under this category;

(v) Eligible Employees can apply at Cut-off Price;

(vi) Eligible Employees shall not Bid through the UPI mechanism;

(vii) Bid by Eligible Employees can be made also in the Net Issue and such Bids shall not be treated as multiple Bids;

(viii) If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full allocation shall be made to the Eligible Employees to the extent of their demand;

(ix) Under-subscription, if any, in the Employee Reservation Portion will be added back to the Net Issue;

In case of under-subscription in the Net Issue, spill over to the extent of under-subscription shall be permitted from the Employee Reservation Portion. If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the allocation shall be made on a proportionate basis.

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 reserves 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 reserves the right to reject any Bid without assigning any reason therefor.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate equity investments in subsidiaries and other entities engaged in financial and non-financial services, including overseas investments, cannot exceed 20% of the bank's paid-up share capital and reserves. However, 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, or to protect the bank's interest on loans/investments made to a company.

Bids by SCSBs

SCSBs participating in the Issue are required to comply with the terms of the circulars bearing numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013 issued by the SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such Bids.

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, the Company reserves the right to reject any Bid without assigning any reason thereof. The exposure norms for insurers are prescribed under Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 ("**IRDA Investment Regulations**"), and are 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 and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by NBFC-SI, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), 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. NBFC-SI participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI 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, NBFC-SI, insurance funds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹ 250 million, 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 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 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.

Bids by Anchor Investors

Except for Mutual Funds, AIFs or FPIs (other than individuals, corporate bodies and family offices) sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associates of the BRLMs, no BRLM or its respective associates can apply in the Issue under the Anchor Investor Portion.

Further, an Anchor Investor shall be deemed to be an "associate of the BRLM" if: (i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLMs.

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 reserve the right to reject any Bid, without assigning any reason therefor.

The above information is given for the benefit of the Bidders. Our Company 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 any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulations and as specified in this Red Herring Prospectus.

In accordance with RBI regulations, OCBs cannot participate in the Issue.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act 2013, our Company will, after filing this Red Herring Prospectus with the RoC, publish a pre-Issue 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 Jansatta (a widely circulated Hindi national daily newspaper), and Surat edition of Gujaratmitra Gujaratdarpan (a widely circulated Gujarati daily newspaper, Gujarati being the regional language in Gujarat where our Registered and Corporate Office is located). Our Company shall, in the pre-Issue advertisement state the Bid/Issue Opening Date, the Bid/Issue Closing Date and the QIB Bid/Issue Closing Date, if any. This advertisement, subject to the provisions

of Section 30 of the Companies Act 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Allotment Advertisement

Our Company, the BRLMs and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of English national daily newspaper, Financial Express, all editions of Hindi national daily newspaper, Jansatta, and Surat edition of the Gujarati daily newspaper, Gujaratmitra Gujaratdarpan (Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located).

Signing of Underwriting Agreement and filing of Prospectus with the RoC

Our Company intends to enter into an underwriting agreement with the Underwriters on or immediately after the determination of the Issue Price. After signing the Underwriting Agreement, the Company will file the Prospectus with the RoC. The Prospectus would have details of the Issue Price, Anchor Investor Issue Price, Issue size and underwriting arrangements and would be complete in all material respects.

General Instructions

Please note that QIBs and Non-Institutional Investors 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 Investors and Eligible Employees can revise their Bid(s) during the Bid/ Issue Period and withdraw their Bid(s) until Bid/ Issue Closing Date. Anchor Investors are not allowed to withdraw or lower the size of 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. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than Retail Individual Investors Bidding using the UPI Mechanism) in the Bid cum Application Form and such ASBA account belongs to you and no one else. Further, Retail Individual Investors using the UPI Mechanism must also mention their UPI ID and shall use only his/her own bank account which is linked to his/her UPI ID;

4. Retail Individual Investors Bidding using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;

5. Retail Individual Investors Bidding using the 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. Retail Individual Investors shall ensure that the name of the app and the UPI handle which is used for making the application appears on the list displayed on the SEBI website. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;

6. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

7. Ensure that the details about the PAN, DP ID, Client ID and UPI ID (where applicable) are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in dematerialized form only;

8. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time. Retail Individual Investors using UPI Mechanism, may submit their ASBA Forms with Syndicate Members, Registered

Brokers, RTAs or CDPs and should ensure that the ASBA Form contains the stamp of such Designated Intermediary;

9. 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;

10. If the first Bidder is not the ASBA Account holder (or the UPI-linked bank account holder, as the case may be), ensure that the Bid cum Application Form is signed by the ASBA Account holder (or the UPI-linked bank account holder, as the case may be). Bidders (except Retail Individual Investors Bidding using the UPI Mechanism) should ensure that they have an account with an SCSB and have mentioned the correct bank account number of that SCSB in the Bid cum Application Form. Retail Individual Investors Bidding using the UPI Mechanism should ensure that they have mentioned the correct UPI-linked bank account number and their correct UPI ID in the Bid cum Application Form;

11. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

12. 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;

13. Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil or by specifying the application number for all your Bid options as proof of registration of the Bid cum Application Form from the concerned Designated Intermediary;

14. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;

15. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

16. 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, (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, and (iii) any other category of Bidders, including without limitation, multilateral/ bilateral institutions, which may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the 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;

17. Ensure that the Demographic Details are updated, true and correct in all respects;

18. 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;

19. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

20. 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;

21. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;

22. Bidders (except Retail Individual Investors Bidding using the UPI Mechanism) should instruct their respective banks to release the funds blocked in the ASBA Account under the ASBA process. Retail Individual Investors Bidding using the UPI Mechanism, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment, in a timely manner;

23. Note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. However, Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilize the MIM Structure and such Bids such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs;

24. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and Retail Individual Investors) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in);

25. Ensure that you have correctly signed the authorization /undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB 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;

26. Retail Individual Investors Bidding using the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, the Retail Individual Investor may be deemed to have verified the attachment containing the application details of the Retail Individual Investor Bidding using the UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to issue a request to block the Bid Amount mentioned in the ASBA Form in his/her ASBA Account;

27. Retail Individual Investors Bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the ASBA Form;

28. Retail Individual Investors Bidding using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in his/her account and subsequent debit of funds in case of allotment in a timely manner;

29. Bids by Eligible NRIs, HUFs and FPIs other than individuals, corporate bodies and family offices, for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Category for allocation in the Net Issue;

30. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLMs; and

31. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and this Red Herring Prospectus. 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, as the case may be after you have submitted a Bid to a Designated Intermediary;

4. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;

5. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

6. Anchor Investors should not Bid through the ASBA process;

7. If you are an RII and are using the UPI Mechanism, do not submit more than one Form from each UPI ID.

8. Do not submit the Bid cum Application Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centers;

9. Do not Bid on a physical Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

10. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

11. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Issue 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;

12. Do not submit your Bid after 3.00 pm on the Bid/Issue Closing Date;

13. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid/Issue Closing Date;

14. Do not Bid for Equity Shares in excess in excess of what is specified for each category;

15. Do not Bid for a Bid Amount exceeding ₹ 200,000 for Bids by Retail Individual Investors and ₹ 500,000 for Bids by Eligible Employees;

16. Do not submit the General Index Register (GIR) number instead of the PAN;

17. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID (where applicable) or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;

18. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account or in the case of Retail Individual Investors Bidding using the UPI Mechanism, in the UPI-linked bank account where funds for making the Bid are available;

19. 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 Investor;

20. 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;

21. 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 Retail Individual Investors using the UPI Mechanism;

22. 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;

23. 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);

24. Do not submit more than one Bid cum Application Form per ASBA Account;

25. Do not submit a Bid using UPI ID, if you are not a Retail Individual Investor;

26. Do not submit an ASBA Form with third party linked UPI ID or using a third party bank account (in case of Bids submitted by Retail Individual Investors using the UPI Mechanism); and

27. Do not submit ASBA Forms to a Designated Intermediary at a Bidding Centre unless the SCSB where the ASBA Account is maintained, as specified in the ASBA Form, has named at least one branch in the relevant Bidding Centre, for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in).

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-Issue or post Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see "***General Information***" on page 68.

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 BRLMs 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 offered through the Issue through the Issue 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 1% of the net Issue to public 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 Investors 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 Investor shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Payment into Escrow Account

Our Company 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 through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS or NEFT). The payment instruments for payment into the Escrow Accounts should be drawn in favour of:

(i) In case of resident Anchor Investors: "***Anupam Rasayan India Limited – Anchor R***"

(ii) In case of non-resident Anchor Investors: "***Anupam Rasayan India Limited – Anchor NR*** "

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Bankers to the Issue 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 Issue 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 the Company, the respective Depositories and the Registrar to the Issue:

- Agreement dated June 21, 2016 among NSDL, the Company and Registrar to the Issue.
- Agreement dated November 23, 2020 among CDSL, the Company and Registrar to the Issue.

Undertakings by our Company

Our Company undertakes the following:

(i) That the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;

(ii) If Allotment is not made within the prescribed time under applicable law, application monies will be refunded/unblocked in the ASBA Accounts within 15 days from the Bid/Issue Closing Date or such other time as may be specified by SEBI, failing which our Company shall pay interest prescribed under the Companies Act 2013 and the SEBI ICDR Regulations for the delayed period;

(iii) 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/Issue Closing Date or such other timeline as may be prescribed by SEBI;

(iv) That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by the Company;

(v) Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 days from the Bid/ Issue Closing Date, or such time period as specified by SEBI, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

(vi) That, except for any allotment of Equity Shares to employees of our Company pursuant to exercise of stock options granted under the ESOP Scheme, 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.;

(vii) That if our Company does not proceed with the Issue after the Bid/Issue Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue 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 withdraws the Issue after the Bid/Issue 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 Issue;

(ix) That the Allotment Advice/refund confirmation to Eligible NRIs shall be dispatched within specified time;

(x) That adequate arrangements shall be made to collect all Bid cum Application Forms; and

(xi) That our Company shall not have recourse to the Net Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received.

Utilisation of Issue Proceeds

Our Board certifies that:

(i) all monies received out of the Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-Section (3) of Section 40 of the Companies Act 2013;

(ii) details of all monies utilised out of the Issue shall be disclosed, and continue to be disclosed till the time any part of the Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and

(iii) details of all unutilised monies out of the Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested. The Company, severally and not jointly, specifically confirm and declare that all monies received out of the Issue shall be transferred to a separate bank account other than the bank account referred to in sub-Section 3 of Section 40 of the Companies Act 2013.

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. The responsibility of granting approval for foreign investment under the Consolidated FDI Policy (defined herein below) and FEMA has been entrusted to the concerned ministries / departments.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (formerly Department of Industrial Policy and Promotion), Government of India ("**DPIIT**") issued the Consolidated FDI Policy Circular dated October 15, 2020, with effect from October 15, 2020 (the "**Consolidated FDI Policy**"), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. 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 foreign direct investment policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

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 Government of India. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see "***Issue Procedure – Bids by Eligible NRIs***" and "***Issue Procedure – Bids by FPIs***" on pages 314 and 315 respectively.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

For further details, see "***Issue Procedure***" on page 311.

The above information is given for the benefit of the Bidders. Our Company 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.

The Equity Shares offered in the Issue 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 (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the Securities Act and referred to in this Red Herring Prospectus as "U.S. QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) 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. For the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Red Herring Prospectus as "QIBs".

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.

SECTION VIII – 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 the Companies Act and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below.

Applicability of Table F

Subject as hereinafter provided and in so far as these presents do not modify or exclude them, the regulations contained in Table 'F' of Schedule I of the Companies Act 2013, as amended, shall apply to the Company only to the extent that the same are not specifically provided for in these Articles and so far as they are not inconsistent with any of the provisions contained in these Articles or modification thereof, subject to the requirements of the Companies Act 2013, or are not expressly or by implication excluded from these Articles.

Share Capital and Variation of Rights

Article 3 provides that "The authorized Share Capital of the Company shall be as set out in Clause V of the Memorandum of Association with the power to increase or reduce or re-classify such capital from time to time in accordance with the Articles and the legislative provisions for the time being in force in this regard and with the power also to divide the Shares in the Share Capital for the time being into Equity Share Capital and Preference Share Capital, and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions, in accordance with the provisions of the Act and these Articles."

Article 4 provides that "Subject to the provisions of the Act, these Articles and other applicable Law, the Shares for the time being shall be under the control of the Board, which may issue, allot or otherwise dispose of the Shares or any of them to such persons, in such proportion, on such terms and conditions, either at a premium or at par or at a discount (subject to compliance with Section 52 and 53 and other provisions of the Act), at such time as it may from time to time deem fit, and with the sanction of the Company in a General Meeting, to give to any person or persons the option or right to call for any Shares, either at par or premium during such time and for such consideration as the Board deems fit, and may issue and allot Shares 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. Any Shares so allotted may be issued as fully paid-up Shares and if so issued, shall be deemed to be fully paid-up Shares. Provided that, the option or right to call for Shares shall not be given to any person or persons without the sanction of the Company in a General Meeting. As regards all allotments, from time to time made, the Board shall duly comply with Sections 23 and 39 of the Act, as the case may be."

Article 5 provides that "Subject to these Articles and the provisions of the Act, the Company may, from time to time, by Ordinary Resolution, increase the Share Capital by such sum, to be divided into Shares of such amount, as may be specified in the resolution."

Article 6 provides that "Subject to the provisions of the Act, the Company may from time to time by Ordinary Resolution, undertake any of the following:

(i) consolidate and divide all or any of its Share Capital into Shares of larger amount than its existing Shares;

(ii) convert all or any of its fully paid-up Shares into stock, and reconvert that stock into fully paid-up Shares of any denomination;

(iii) sub-divide its Shares, or any of them, into Shares of smaller amount, such that the proportion between the amount paid and the amount, if any, unpaid on each reduced Share shall be the same as it was in case of the Share from which the reduced Share is derived; or

(iv) cancel any Shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any Person, and diminish the amount of its Share Capital by the amount of Shares so cancelled. A cancellation of Shares pursuant to this Article shall not be deemed to be a reduction of the Share Capital within the meaning of the Act."

Article 7 provides that "Subject to the provisions of these Articles, the Act, other applicable Law and subject to such other approvals, permissions or sanctions as may be necessary, the Company may issue any Shares with or without differential rights upon such terms and conditions and with such rights and privileges (including with

regard to voting rights and dividend) as may be permitted by the Act or the applicable Law or guidelines issued by the statutory authorities and/or listing requirements and that the provisions of these Articles"

Article 8 provides that "Subject to the provisions of the Act, any preference Shares may be issued on the terms that they are, or at the option of the Company are, liable to be redeemed on such terms and in such manner as the Company before the issue of the Shares may, by Special Resolution determine."

Article 9 provides that "The period of redemption of such preference Shares shall not exceed the maximum period for redemption provided under the Act."

Article 10 provides that "Where at any time, it is proposed to increase its subscribed Share Capital by the issuance/allotment of further Shares either out of the unissued Share Capital or increased Share Capital then, such further Shares may be offered to:

(i) Persons who, on the date specified under Law , are holders of equity Shares of the Company, in proportion, as nearly as circumstances admit, to the capital paid up on those Shares by sending a letter of offer subject to the following conditions: (a) the offer shall be made by notice specifying the number of Shares offered and limiting a time not being less than 15 (fifteen) days and not exceeding 30 (thirty) days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined; (b) 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 (a) shall contain a statement of this right, *provided that* the Board may decline, without assigning any reason therefore, to allot any Shares to any Person in whose favour any Member may renounce the Shares offered to him; and (c) after 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 may dispose of them in such manner which is not disadvantageous to the Members and the Company;

   Nothing in sub-Article (i)(b) above shall be deemed to extend the time within which the offer should be accepted; or 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.

(ii) employees under a scheme of employees' stock option, subject to Special Resolution passed by the Company and subject to such conditions as may be prescribed under the Act and other applicable Laws; or

(iii) any Persons, whether or not those Persons include the Persons referred to in (i) or (ii) above, either for cash or for a consideration other than cash, if the price of such Shares is determined by the valuation report of a registered valuer, subject to compliance with the applicable provisions of Chapter III of the Act and any other conditions as may be prescribed, if a Special Resolution to this effect is passed by the Company in a General Meeting.

(iv) The notice referred to in Article 10(i)(a) above shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing shareholders at least three days before the opening of the issue."

Article 11 provides that "Nothing in Article 10 above shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the Debentures issued or loan raised by the Company to convert such Debentures or loans into Shares in the Company or to subscribe for Shares in the Company; *provided that* the terms of issue of such Debentures or loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution adopted by the Company in a General Meeting."

Article 12 provides that "Save as otherwise provided in the Articles, the Company shall be entitled to treat the registered holder of the Shares in records of the depository as the absolute owner thereof as regards receipt of dividend or bonus or service of notices and all or any other matters connected with the Company, and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction, or as by Law required, be bound to recognize any equitable or other claim to or interest in such Shares on the part of any other Person."

Article 13 provides that "Any Debentures, debenture-stock or other Securities may be issued at a discount, premium or otherwise, if permissible under the Act, and may be issued on the condition that they shall be convertible into Shares of any denomination and with any privileges and conditions as to redemption, surrender, drawings, allotment of Shares, attending (but not voting) at General Meetings, appointment of Directors and otherwise. Debentures with the rights to conversion into or allotment of Shares shall not be issued except with the sanction of the Company in General Meeting by a Special Resolution and subject to the provisions of the Act."

Article 14 provides that "The Company shall, subject to the applicable provisions of the Act, compliance with all the Laws, consent of the Board, and consent of its Shareholders' by way of Special Resolution, have the power to issue American Depository Receipts or Global Depository Receipts on such terms and in such manner as the Board deems fit including their conversion and repayment. Such terms may include at the discretion of the Board, limitations on voting by holders of American Depository Receipts or Global Depository Receipts, including without limitation, exercise of voting rights in accordance with the directions of the Board."

Article 15 provides that "If at any time the Share Capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of 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. To every such separate General Meeting of the holders of the Shares of that class, the provisions of these Articles relating to General Meetings shall *mutatis mutandis* apply."

Article 16 provides that "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."

Article 17 provides that "Subject to the provisions of the Act, the Company may issue bonus Shares to its Members out of (i) its free reserves; (ii) the securities premium account; or (iii) the capital redemption reserve account, in any manner as the Board may deem fit."

Article 18 provides that "Subject to the provisions of Sections 68 to 70 and other applicable provisions of the Act or any other Law for the time being in force, the Company shall have the power to buy-back its own Shares or other Securities, as it may consider necessary."

Article 19 provides that "The Board of the Company may recommend an employee shares or security option scheme or plan from time to time."

Article 20 provides that "Subject to the provisions of the Act, the Company shall have the power to make compromise or make arrangements with creditors and Members, consolidate, demerge, amalgamate or merge with other company or companies in accordance with the provisions of the Act and any other applicable Laws."

Article 21 provides that "Subject to the provisions of the Act, the Company may, from time to time, by Special Resolution reduce in any manner and with, and subject to, any incident authorised and consent required under applicable Law:

(i) the Share Capital;

(ii) any capital redemption reserve account; or

(iii) any securities premium account."

Capitalisation of Profits

Article 22 provides that "The Company in General Meeting may, upon the recommendation of the Board, resolve –

(i) 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

(ii) that such sum be accordingly set free for distribution in the manner specified in Article 23 below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions."

Article 23 provides that "The sum aforesaid shall not be paid in cash, but shall be applied, subject to the provision contained in Article 24 below, either in or towards:

(i) paying of any amounts for the time being unpaid on any Shares held by such Members respectively; or

(ii) paying up in full, un-issued Shares of the company to be allotted and distributed, credited as fully paid, to and amongst such Members in the proportions aforesaid; or

(iii) partly in the way specified in Article 23(i) and partly in that specified in Article 23(ii);

(iv) A securities premium account and a capital redemption reserve account may, for the purposes of this Article, only be applied in the paying up of un-issued Shares to be issued to Members of the Company as fully paid bonus Shares.

(v) The Board shall give effect to the resolution passed by the Company in pursuance of this Article."

Article 24 provides that "Whenever such a resolution as aforesaid shall have been passed, the Board shall:

(i) 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

(ii) generally do all acts and things required to give effect thereto."

Commission and Brokerage

Article 27 provides that "The Company may exercise the powers of paying commissions conferred by sub-section (6) of Section 40 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 or any other provision of the Act or other applicable Law, *provided that* the rate per cent or amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder."

Article 28 provides that "The rate or amount of the commission shall not exceed the rate or amount prescribed under the applicable rules."

Article 29 provides that "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."

Article 30 provides that "The Company may also, on any issue of Shares or Debentures, pay such brokerage as may be lawful."

Lien

Article 31 provides that "The Company shall have a first and paramount lien upon all the Shares/ Debentures (other than fully paid up Shares/ Debentures) registered in the name of each Member (whether solely or jointly with others) to the extent of monies called or payable in respect thereof, and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such Shares/ Debentures and no equitable interest in any Share shall be created except upon the footing and condition that this Article will have full effect. Such lien shall extend to all dividends and bonuses from time to time declared in respect of such Shares/ Debentures. Fully paid up Shares shall be free from all liens. Unless otherwise agreed, the registration of a transfer of Shares/ Debentures shall operate as a waiver of the Company's lien if any, on such Shares/ Debentures. In case of partly-paid Shares, Company's lien shall be restricted to the monies called or payable at a fixed time in respect of such Shares. Provided that the Board may at any time declare any Shares/ Debentures wholly or in part to be exempt from the provisions of this Article."

Article 32 provides that "Subject to the provisions of the Act, 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 -

(i) unless a sum in respect of which the lien exists is presently payable; or

(ii) until the expiration of 14 (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."

Article 33 provides that "A Member shall not exercise any voting rights in respect of the Shares in regard to which the Company has exercised the right of lien."

Calls on Shares

Article 36 provides that "Subject to the provisions of the Act, the Board may, from time to time, make calls upon the Members in respect of any money 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."

Article 37 provides that "Each Member shall, subject to receiving at least 14 (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."

Article 38 provides that "A call may be revoked or postponed at the discretion of the Board."

Article 39 provides that "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."

Article 40 provides that "The joint-holders of a Share shall be jointly and severally liable to pay all calls in respect thereof."

Article 41 provides that "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 thereof from the day appointed for payment thereof to the time of actual payment at 10% (ten per cent) per annum or at such lower rate, if any, as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part."

Article 42 provides that "Any sum which by the terms of the 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 Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue, such sum becomes payable. In case of non-payment of such sum, all the relevant provisions of these Articles 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."

Article 43 provides that "The Board may, if it thinks fit, subject to the provisions of the Section 50 of the Act, agree to and receive from any Member willing to advance the same, whole or any part of the moneys due upon the Shares held by him beyond the sums actually called for and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the Shares in respect of which such advance has been made, the Company may pay interest at twelve per cent per annum. *Provided that* money paid in advance of calls shall not confer a right to participate in profits or dividend. The Board may at any time repay the amount so advanced.

The Member shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable.

The provisions of these Articles shall *mutatis mutandis* apply to any calls on Debentures of the Company."

Transfer of Securities

Article 52 provides that "The Securities or other interest of any Member shall be freely transferable, *provided that* any contract or arrangement between 2 (two) or more Persons in respect of transfer of Securities shall be

enforceable as a contract. The instrument of transfer of any Share in the Company shall be duly executed by or on behalf of both the transferor and transferee. 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. A common form of transfer shall be used in case of transfer of Shares. The instrument of transfer shall be in writing and shall be executed by or on behalf of both the transferor and transferee and shall be in conformity with all the provisions of Section 56 of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of Shares and the registration thereof."

Article 53 provides that "Where Shares are converted into stock:

(i) 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.

(ii) 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."

Article 54 provides that "Save as otherwise provided in the Act or any applicable Law, no transfer of a Share shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee has been delivered to the Company together with the certificate or certificates of Shares, and is no such certificate is in existence, then the letter of allotment of the Shares. Application for the registration of the transfer of a Share may be made either by the transferor or by the transferee *provided that* where such application is made by the transferor, no registration shall, in the case of a partly paid Share be affected unless the Company gives notice of the application to the transferee in the manner prescribed under the Act, and subject to the provisions of these Articles, the Company shall, unless objection is made by the transferee, within 2 (two) weeks from the date of receipt of the notice, enter in the register the name of the transferee in the same manner and subject to the same conditions as if the application for registration of the transfer was made by the transferee. On giving not less than 7 (seven) days previous notice in accordance with the Act or any other time period as may be specified by Law, 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 30 (thirty) days at any one time or for more than 45 (forty five) days in the aggregate in any year."

Article 55 provides that "Subject to the provisions of the Act, these Articles, the Securities Contracts (Regulation) Act, 1956, as amended, any listing agreement entered into with any recognized stock exchange and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the Company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any Shares or interest of a Member in or Debentures of the Company. 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 or other securities."

Article 56 provides that "Only fully paid Shares or Debentures shall be transferred to a minor acting through his/her legal or natural guardian. Under no circumstances, Shares or Debentures be transferred to any insolvent or a person of unsound mind."

Article 57 provides that "The instrument of transfer shall after registration be retained by the Company and shall remain in their custody. All instruments of transfer which the Directors may decline to register, shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all transfer deeds lying with the Company after such period as they may determine."

Article 58 provides that "The Board may, subject to the right of appeal conferred by Section 58 of the Act 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."

Article 59 provides that "The Board may decline to recognize 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"

Article 60 provides that "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 documents."

Article 61 provides that "The Company may close the register of Members or the register of debenture-holders or the register of other security holders for any period or periods not exceeding in the aggregate forty-five days in each year, but not exceeding thirty days at any one time, subject to giving of previous notice of at least 7 (seven days) or such lesser period as may be specified by SEBI."

Transmission of Shares

Article 62 provides that "On the death of a Member, the survivor or survivors where the Member was a joint holder of the Shares, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only Person(s) recognised by the Company as having any title to his interest in the Shares. Nothing in this Article shall release the estate of the deceased joint holder from any liability in respect of any Share which had been jointly held by him with other Persons."

Article 63 provides that "Any Person becoming entitled to a Share in consequence of the death or insolvency of a Member may, upon such evidence being produced as the Board may from time to time require, and subject as hereinafter provided, elect, either:

(i) to be registered as holder of the Share; or

(ii) to make such transfer of the Share as the deceased or insolvent Member could have made.

All the limitations, restrictions and provisions of these Articles 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."

Article 64 provides that "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."

Article 65 provides that "If the Person so becoming entitled shall elect to be registered as holder of the Shares, such person shall deliver or send to the Company a notice in writing signed by him stating that he so elects."

Article 66 provides that "If the Person aforesaid shall elect to transfer the Share, he shall testify his election by executing an instrument of transfer in accordance with the provisions of these Articles relating to transfer of Shares."

Article 67 provides that "All the limitations, restrictions and provisions contained in these Articles 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."

Article 68 provides that "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 the General 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 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Share, until the requirements of the notice have been complied with."

Forfeiture of Shares

Article 69 provides that "If a Member fails to pay any call, or instalment of a call or any part thereof, 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."

Article 70 provides that "The notice issued under Article 69 shall:

(i) name a further day (not being earlier than the expiry of 14 (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

(ii) 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 will be liable to be forfeited."

Article 71 provides that "If the requirements of any such notice as aforesaid is 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."

Article 72 provides that "A forfeited Share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit."

Article 73 provides that "At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit."

Article 74 provides that "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 the Person to the Company in respect of the Shares."

Article 75 provides that "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."

Article 76 provides "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 Person claiming to be entitled to the Share."

Article 77 provides that "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 otherwise disposed of."

Article 78 provides that "The transferee shall there upon be registered as the holder of the Share."

Article 79 provides that "The transferee shall not be bound to ascertain or confirm the application of the purchase money, if any, nor shall his title to the Share be affected by any irregularity to invalidity in the proceedings in reference to the forfeiture, sale or disposal of the Share."

Article 80 provides that "The provision 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, become payable at a fixed time, whether on account of the nominal value of the Share or by way of premium, as the same had been payable by virtue of a call duly made and notified."

Shareholders' Meetings

Article 90 provides that "An Annual General Meeting shall be held each year within the period specified by the Law. Not more than 15 (fifteen) months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96 of the Act to extend the time within which any Annual General Meeting may be held. Every Annual General Meeting shall be called during business hours on a day that is not a national holiday (declared as such by the Central Government), and shall be held either at the registered office or at some other place within the city in which the registered office of the Company is situate, as the Board may determine. Every Member of the Company shall be entitled to attend every General Meeting either in person or by proxy."

Article 91 provides that "All notices of, and other communications relating to, any General Meeting shall be forwarded to the auditor of the Company, and the auditor shall, unless otherwise exempted by the Company, attend either by himself or through his authorised representative, who shall also be qualified to be an auditor, any General meeting and shall have right to be heard at such meeting on any part of the business which concerns him as the auditor."

Article 92 provides that "All General Meetings other than the Annual General Meeting shall be called extraordinary General Meetings."

Article 93 provides that "Subject to the provisions of the Act, the business of an Annual General Meeting shall be the consideration of financial statements and the reports of the Board of Directors and auditors; the declaration of any dividend; the appointment of Directors in place of those retiring; the appointment of, and the fixing of the remuneration of, the auditors; in the case of any other meeting, all business shall be deemed to be special."

Article 94 provides that "No business shall be discussed at any General Meeting except election of a Chairperson while the chair is vacant."

Article 95 provides that

(i) "The Board may, whenever it thinks fit, call an extraordinary General Meeting.

(ii) The Board shall on the requisition of such number of Member or Members of the Company as is specified in Section 100 of the Act, forthwith proceed to call an extra-ordinary General Meeting of the Company and in respect of any such requisition and of any meeting to be called pursuant thereto, all other provisions of Section 100 of the Act shall for the time being apply.

(iii) A General Meeting of the Company may be convened by giving not less than clear 21 (twenty-one) days' notice either in writing or through electronic mode in such manner as prescribed under the Act, *provided that* a General Meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by majority in number of members entitled to vote and who represent not less than 95% (ninety-five percent) of such part of the paid-up Share Capital of the Company as gives a right to vote at such General Meeting.

(iv) Notice of every General Meeting shall be given to the Members and to such other Person or Persons as required by and in accordance with Section 101 and 102 of the Act and it shall be served in the manner authorized by Section 20 of the Act.

(v) A General Meeting may be called after giving shorter notice if consent, in writing or by electronic mode, is accorded thereto in accordance with the provisions of Section 101 of the Act. Provided that where any Member of the Company is entitled to vote only on some resolution or resolutions to be moved at a meeting and not on the others, those Members shall be taken into account for the purposes of this Article in respect of the former resolution or resolutions and not in respect of the latter.

(vi) Any accidental omission to give notice to, or the non-receipt of such notice by, any Member or other Person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.

(vii) Subject to the provisions contained under Section 115 of the Act, where, by any provision contained in the Act or in these Articles, special notice is required of any resolution, notice of the intention to move

such resolution shall be given to the Company by such number of Members holding not less than one per cent of total voting power or holding Shares on which such aggregate sum not exceeding five lakh rupees, has been paid-up and the Company shall immediately after receipt of the notice, give its members notice of the resolution at least 7 (seven) days before the meeting, exclusive of the day of dispatch of notice and day of the meeting, in the same manner as it gives notice of any General Meetings."

Proceedings at Shareholders' Meeting

Article 96 provides that "No business shall be transacted at any General Meeting, unless a quorum of Members is present at the time when the meeting proceeds to transact business."

Article 97 provides that "Save as otherwise provided herein, the quorum for the General Meetings shall be as provided in Section 103 of the Act."

Article 98 provides that "In the event a quorum as required herein is not present within 30 (thirty) minutes of the appointed time, then subject to the provisions of Section 103 of the Act, the General Meeting shall stand adjourned to the same place and time 7 (seven) days later or to such other date and such other time and place as the Board may determine, *provided that* the agenda for such adjourned General Meeting shall remain the same. The said General Meeting if called by requisitionists under Section 100 of the Act shall stand cancelled."

Article 99 provides that "In case of an adjourned meeting or of a change of day, time or place of meeting, the Company shall give not less than 3 (three) days' notice to the Members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the Company is situated."

Article 100 provides that "The required quorum at any adjourned General Meeting shall be the same as that required at the original General Meeting."

Article 101 provides that "If at the adjourned meeting also a quorum is not present within 30 (thirty) minutes from the time appointed for holding such meeting, the Members present shall be the quorum and may transact the business for which the meeting was called."

Article 102 provides that "The Chairperson may, with the consent of Members at any meeting at which a quorum is present, and shall, if so directed at the meeting, adjourn the meeting, from time to time and from place to place."

Article 103 provides that "No business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place."

Article 104 provides that "When a meeting is adjourned for 30 (thirty) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting."

Article 105 provides that "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."

Article 106 provides that "Before or on the declaration of the results of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the Chairperson of the meeting on his/her own motion and shall be ordered to be taken by him/her on a demand made in accordance with Section 109 of the Act."

Article 107 provides that "The demand for a poll may be withdrawn at any time by the person or persons who made the demand."

Article 108 provides that "Notwithstanding anything contained elsewhere in these Articles, the Company:

(i) shall, in respect of such items of business as the Central Government may, by notification, declare or which are under any other applicable Law required to be transacted only by means of postal ballot; and

(ii) may, in respect of any item of business, other than ordinary business and any business in respect of which Directors or auditors have a right to be heard at any meeting, transact by means of postal ballot,

in such manner as may be prescribed, instead of transacting such business at a General Meeting and any resolution

approved by the requisite majority of the Members by means of such postal ballot, shall be deemed to have been duly passed at a General Meeting convened in that behalf and shall have effect accordingly."
Article 109 provides that "Directors may attend and speak at General Meetings, whether or not they are Shareholders."

Article 110 provides that "A body corporate being a Member shall be deemed to be personally present if it is represented in accordance with Section 113 of the Act and the Articles."

Article 111 provides that "The Chairperson of the Board of Directors or in his absence the vice-Chairperson of the Board shall, preside as chairperson at every General Meeting, annual or extraordinary."

Article 112 provides that "If there is no such Chairperson or if he is not present within 15 (fifteen minutes) after the time appointed for holding the General Meeting or is unwilling to act as the Chairperson of the General Meeting, the Directors present shall elect one of their members to be the Chairperson of the General Meeting."

Article 113 provides that "If at any General Meeting no Director is willing to act as the Chairperson or if no Director is present within 15 (fifteen) minutes after the time appointed for holding the General Meeting, the Members present shall choose one of their Members to be the Chairperson of the General Meeting. If a poll is demanded on the election of the Chairperson, it shall be taken forthwith in accordance with the provisions of the Act and the Chairperson elected on show of hands, shall exercise all the powers of the Chairperson under the said provisions. If some other person is elected Chairperson as a result of the poll, he shall be the Chairperson for the rest of the meeting."

Votes of Members

Article 114 provides that "Subject to any rights or restrictions for the time being attached to any class or classes of Shares:

(i) on a show of hands, every Member present in Person shall have 1 (one) vote; and

(ii) on a poll, the voting rights of Members shall be in proportion to their Share in the paid-up Share Capital."

Article 115 provides that "The Chairperson shall not have a second or casting vote in the event of an equality of votes at General Meetings of the Company."

Article 116 provides that "At any General Meeting, a resolution put to vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the voting on any resolution on show of hands) demanded by any Member or Members present in Person or by proxy, and having not less than one-tenth of the total voting power or holding Shares on which an aggregate sum of not less than Rs. 5,00,000 (Rupees five lakh) or such higher amount as may be prescribed has been paid up."

Article 117 provides that "Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll."

Article 118 provides that "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."

Article 119 provides that "In case of joint holders, the vote of the senior who tenders a vote, whether in Person or proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names are stated in the register of Members of the Company."

Article 120 provides that "A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction, 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."

Article 121 provides that "No Member shall be entitled to exercise any voting rights either personally or by proxy at any General Meeting or meeting of a class of Shareholders either upon a show of hands or upon a poll in respect of any Shares registered in his/her name on which any calls or other sums presently payable by him in respect of Shares in the Company have not been paid."

Article 122 provides that "No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected to is given or tendered, and every vote not disallowed at such General Meeting and whether given personally or by proxy or otherwise shall be deemed valid for all purpose. Any such objection made in due time shall be referred to the Chairperson of the General Meeting whose decision shall be final and conclusive."

Article 123 provides that "A declaration by the Chairperson of the meeting of the passing of a resolution or otherwise by show of hands and an entry to that effect in the books containing the minutes of the meeting of the Company shall be conclusive evidence of the fact of passing of such resolution or otherwise."

Article 124 provides that "Any poll duly demanded on the question of adjournment shall be taken forthwith. A poll demanded on any other question (not being a question relating to the election of a Chairperson or adjournment of the meeting) shall be taken at such time not exceeding 48 hours from the time when the demand was made, as the Chairperson may direct."

Article 125 provides that "The Chairperson of a General Meeting, may with the consent of the meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place."

Article 126 provides that "The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question of which a poll has been demanded."

Article 127 provides that "Where a poll is to be taken, the Chairperson of the meeting shall appoint two scrutinisers to scrutinise the votes given on the poll and to report thereon to him/her in accordance with Section 109 of the Act."

Article 128 provides that "The Chairperson shall have power, at any time before the result of the poll is declared to remove a scrutiniser from office and to fill vacancies in the office of scrutiniser arising from such removal or from any other cause."

Article 129 provides that "Of the two scrutinisers, one shall always be a Member (not being an officer or employee of the Company) present at the meeting, provided such a Member is available and willing to be appointed."

Article 130 provides that "The Chairperson of the meeting shall have power to regulate the manner in which a poll shall be taken."

Article 131 provides that "The result of the poll shall be deemed to be decision of the meeting on the resolution on which the poll was taken."

Article 132 provides that "The Chairperson of any meeting shall be the sole judge of the validity of every vote tendered at such meeting."

Article 133 provides that "On a poll taken at meeting of the Company, a member entitled to more than one vote, or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses."

Article 134 provides that "Where a resolution is passed at an adjourned meeting of the Company, the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date."

Article 135 provides that "At every Annual General Meeting of the Company, there shall be laid on the table the Directors' report, audited statements of accounts, auditor's report (if not already, incorporated in the audited statements of accounts), the proxy register with proxies and the register of Directors' holdings."

Proxy

Article 136 provides that "Subject to the provisions of the Act and these Articles, any Member of the Company entitled to attend and vote at a General Meeting of the Company shall be entitled to appoint a proxy to attend and vote instead of himself and the proxy so appointed shall have no right to speak at the meeting."

Article 137 provides that "The proxy shall not be entitled to vote except on a poll."

Article 138 provides that "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 not less than 48 (forty eight) 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 (twenty four) hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid."

Article 139 provides that "An instrument appointing a proxy shall be in the form as prescribed under the Act and the rules framed thereunder."

Article 140 provides that "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 the adjourned meeting at which the proxy is used."

Directors

Article 141 provides that "The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not restricted by the Act or by these Articles."

Article 142 provides that "Subject to the provisions of the Act, the number of Directors shall not be less than 3 (three) and more than 15 (fifteen), *provided that* the Company may appoint more than 15 (fifteen) directors after passing a Special Resolution. At least one Director shall reside in India for a total period of not less than 182 (one hundred and eighty-two) days in each financial year."

Article 143 provides that "The following shall be the first Directors of the Company:

1. Ms. Hansaben Sureshchandra Desai
2. Ms. Soniya Sureshchandra Desai
3. Mr. Anand Sureshchandra Desai
4. Ms. Mona Anandbhai Desai
5. Ms. Purnima Ashwin Desai
6. Mr. Ashwin Jayantilal Desai
7. Mr. Rohan Ashwin Desai
8. Mr. Aman Ashwin Desai"

Article 144 provides that "The Directors need not hold any qualification Shares in the Company."

Article 145 provides that "Subject to the provisions of the Act, each Director shall be paid sitting fees for each meeting of the Board or a Committee thereof attended by him, subject to the ceiling prescribed under the Act and other applicable Law."

Article 146 provides that "The Directors shall also be paid travelling and other expenses for attending and returning from meeting of the Board of Directors (including hotel expenses) and any other expenses properly incurred by them in connection with the business of the Company, in accordance with the provisions of the Act."

Article 147 provides that "Subject to the applicable provisions of the Act and Law, if any Director, being willing shall be called upon to perform extra services for the purposes of the Company, the Company shall remunerate such Director by such fixed sum or percentage of profits or otherwise as may be determined by the Directors and such remuneration may be either in addition to or in substitution for his remuneration provided above."

Article 148 provides that "Subject to the provisions of Section 197 and the other applicable provisions of the Act, the remuneration of Directors may be fixed at a particular sum or a percentage of the net profits or partly by one way and partly by the other."

Article 149 provides that "In the event that a Director is absent for a continuous period of not less than 3 (three)

months from India (an "**Original Director**"), subject to these Articles, the Board may appoint another Director (an "**Alternate Director**"), not being a person holding any alternate directorship for any other Director or holding directorship in the Company, for and in place of the Original Director. The Alternate Director shall be entitled to receive notice of all meetings and to attend and vote at such meetings in place of the Original Director and generally to perform all functions of the Original Director in the Original Director's absence. No Person shall be appointed as an Alternate Director to an Independent Director unless such Person is qualified to be appointed as an Independent Director of the Company. Any Person so appointed as Alternate Director shall not hold office for a period longer than that permissible to the Original Director and shall vacate the office if and when the Original Director returns to India. If the term of the office of the Original Director is determined before he so returns to India, any provisions in the Act or in these Articles for automatic re-appointment shall apply to the Original Director and not to the Alternate Director."

Article 150 provides that "The office of a Director shall automatically become vacant, if he is disqualified under any of the provisions of the Act. Further, subject to the provisions of the Act, a Director may resign from his office at any time by giving a notice in writing to the Company and the Board shall on receipt of such notice take note of the same and the Company shall intimate the Registrar and also place the fact of such resignation in the report of Directors laid in the immediately following General Meeting. Such Director may also forward a copy of his resignation along with detailed reasons for the resignation to the Registrar within 30 (thirty) days of resignation. The resignation of a Director shall take effect from the date on which the notice is received by the Company or the date, if any, specified by the Director in the notice, whichever is later."

Article 151 provides that "At any Annual General Meeting at which a Director retires, the Company may fill up the vacancy by appointing the retiring Director who is eligible for re-election or some other Person if a notice for the said purpose has been left at the office of the Company in accordance with the provisions of the Act."

Article 152 provides that "No Person shall be appointed as a Director unless he furnishes to the Company his Director Identification Number under Section 154 of the Act or any other number as may be prescribed under Section 153 of the Act and a declaration that he is not disqualified to become a Director under the Act."

Article 153 provides that "No Person appointed as a Director shall act as a Director unless he gives his consent to hold the office as a Director and such consent has been filed with the Registrar within 30 (thirty) days of his appointment in the manner prescribed in the Act."

Article 154 provides that "Subject to the provisions of the Act, the Directors shall have the power, at any time and from time to time to appoint any Persons as Additional Director in addition to the existing Directors so that the total number of Directors shall not at any time exceed the number fixed for Directors in these Articles. Any Director so appointed shall hold office only until the next following Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier, but shall be eligible for re-appointment as Director."

Article 155 provides that "The Company, may by Ordinary Resolution, of which special notice has been given in accordance with the Section 169 of the Act, remove any Director including the managing director, if any, before the expiration of the period of his office. Notwithstanding anything contained in these Articles or in any agreement between the Company and such Director, such removal shall be without prejudice to any contract of service between him and the Company."

Article 156 provides that "If the office of any Director appointed by the Company in General Meeting, is vacated before his term of office expires in the normal course, the resulting casual vacancy may be filled up by the Board at a meeting of the Board but any Person so appointed shall retain his office so long only as the vacating Director would have retained the same if such vacancy had not occurred."

Article 157 provides that "In the event of the Company borrowing any money from any financial corporation or institution or government or any government body or a collaborator, bank, Person or Persons or from any other source, while any money remains due to them or any of them the lender concerned may have and may exercise the right and power to appoint, from time to time, any Person or Persons to be a Director or Directors of the Company and the Directors so appointed, shall not be liable to retire by rotation, subject however, to the limits prescribed by the Act and as permitted under applicable Law. Any Person so appointed may at any time be removed from the office by the appointing authority who may from the time of such removal or in case of death or resignation of Person, appoint any other or others in his place. Any such appointment or removal shall be in writing, signed by the appointee and served on the Company. Such Director need not hold any qualification

Shares."

Article 158 provides that "The Company may, subject to the provisions of the Act and Law, take and maintain any insurance as the Board may think fit on behalf of its present and/or former Directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly or reasonably."

Article 159 provides that "For the purposes of these Articles, Mr. Anand S. Desai and Ms. Mona A. Desai along with the Rehash Industrial and Resins Chemicals Private Limited will be hereinafter referred to as "**Group 1**"; KPI LLC will be hereinafter referred to as "**Group 2**"; and Mr. Milan Thakkar will be hereinafter referred to "**Group 3**" (Group 1, Group 2 and Group 3 will be collectively referred to as "**Groups**"). Each of the Groups shall have the right to appoint one director on the Board of Directors of the Company, as long as each of them holds 15% of the issued and paid-up capital of the Company on a fully diluted basis. The Directors so appointed by these Groups may also be appointed on any committee constituted by the Board and on the board of directors of the subsidiaries of the Company. Subject to applicable laws, the Directors appointed by Group 2 and Group 3 shall be non-executive Directors."

Article 160 provides that "In the event that the shareholding of one of the above-mentioned Groups falls below 15%, then such Group shall immediately offer to the Board to withdraw the nomination of its Director, whose decision shall be binding on the concerned Director and such concerned Director should resign in the next Board meeting."

Article 161 provides that "Notwithstanding anything contained in the Article 159 and Article 160 above, post the date on which the equity Shares of the Company are listed on the stock exchanges, the right to appoint Directors pursuant to Article 159 above, shall be subject to the approval of the Shareholders of the Company by way of a Special Resolution at the first General Meeting of the Company post the date on which the Equity Shares of the Company are listed on the stock exchanges."

Article 162 provides that "Notwithstanding anything contained herein to the contrary, subject to the applicable laws, none of the Directors so appointed at any point would be required to hold any qualification shares in the Company so as to be eligible for appointment as a Director and so long as they hold office in accordance with the terms of these Articles."

Article 163 provides that "Subject to Article 159 above, the Groups shall have the right to require the removal of their respective nominee Director, as the case may be, at any time and shall be entitled to nominate another representative as a Director in place of the Director so removed. In the event of resignation, the concerned Group shall be entitled to nominate another representative in place of such Director."

Managing Director or Whole Time Director

Article 164 provides that "The Board may, from time to time, subject to Section 196 and other applicable provisions of the Act, appoint one or more of their body to the office of the managing director or whole time Director for such period and on such remuneration and other terms, as they think fit and subject to the terms of any agreement entered into in any particular case, may revoke such appointment."

Article 165 provides that "Subject to the provisions of any contract between him and the Company, the managing director/ whole-time director, shall be subject to the same provisions as to resignation and removal as the other Directors and his appointment shall automatically terminate if he ceases to be a Director."

Article 166 provides that "Subject to the provisions of the Act, a managing director or whole time director may be paid such remuneration (whether by way of salary, commission or participation in profits or partly in one way and party in other) as the Board may determine subject to the approval of the Shareholders at the next General Meeting."

Article 167 provides that "The Board, subject to Section 179 and any other applicable provisions of the Act, may entrust to and confer upon a managing director or whole time director any of the powers exercisable by them upon such terms and conditions and with such transfers, as they may think fit and either collaterally with or to the exclusion of their own powers and may, from time to time, revoke, withdraw or alter or vary all or any of such powers."

Meetings of the Board

Article 168 provides that "The Board may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit, subject to the provisions of the Act."

Article 169 provides that "A Director may, and the manager or the Secretary of the Company upon the requisition of a Director shall, at any time convene a meeting of the Board, subject to the provisions of the Act."

Article 170 provides that "Subject to the provisions the Act, the Board shall meet at least 4 (four) times in a year in such a manner that not more than 120 (one hundred and twenty) days shall intervene between 2 (two) consecutive meetings of the Board."

Article 171 provides that "The quorum for the meeting of the Board shall be one third of its total strength or 2 (two) Directors, whichever is higher, and the participation of the Directors by video conferencing or by other audio visual means shall also be counted for the purpose of quorum. *Provided that* where at any time the number of interested Directors is equal to or exceeds two-thirds of the total strength of the Board, the number of remaining Directors, that is to say the number of Directors who are not interested and present at the meeting being not less than 2 (two), shall be the quorum during such time."

Article 172 provides that "The continuing Directors may act notwithstanding any vacancy in the Board; but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a General Meeting of the Company, but for no other purpose."

Article 173 provides that "If quorum is found to be not present within 30 (thirty) minutes from the time when the meeting should have begun or if during the meeting, valid quorum no longer exists, the meeting shall be reconvened at the same time and at the same place 7 (seven) days later. At the reconvened meeting, the Directors present and not being less than 2 (two) Persons shall constitute the quorum and may transact the business for which the meeting was called and any resolution duly passed at such meeting shall be valid and binding on the Company."

Article 174 provides that "Subject to the provisions of the Act allowing for shorter notice periods, a meeting of the Board shall be convened by giving not less than 7 (seven) days' notice in writing to every Director at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means."

Article 175 provides that "Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes."

Article 176 provides that "The Board may elect a Chairperson for its meetings and determine the period for which he is to hold office. The Board may likewise appoint a vice-chairman of the Board of Directors to preside over the meeting at which the chairman shall not be present. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within 5 (five) minutes after the time appointed for holding the meeting, the Directors present may choose one of their member to be Chairperson of the meeting."

Article 177 provides that "In case of equality of votes, the Chairperson and the vice-Chairperson of the Board shall decide unanimously at Board meetings of the Company."

Article 178 provides that "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."

Article 179 provides that "Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board and applicable under Law."

Article 180 provides that "A committee may elect a Chairperson of its meetings and may also determine the period for which he is to hold office. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within 5 (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."

Article 181 provides that "A committee may meet and adjourn as it thinks fit."

Article 182 provides that "Questions arising at any meeting of a committee shall be determined by a majority of votes of the Directors present. The chairperson of the committee, if any, shall not have any second or casting vote."

Article 183 provides that "Subject to these Articles and Sections 175, 179 and other applicable provisions of the Act, a circular resolution in writing, executed by or on behalf of a majority of the Directors or members of the Committee, shall constitute a valid decision of the Board or committee thereof, as the case may be, *provided that* a draft of such resolution together with the information required to make a fully-informed good faith decision with respect to such resolution and appropriate documents required to evidence passage of such resolution, if any, was sent to all of the Directors or members of the committee (as the case may be) at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be prescribed under the Act, and has been approved by a majority of the Directors or members who are entitled to vote on the resolution."

Article 184 provides that "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 his appointment was invalid by reason of any defect for disqualification or had terminated by virtue of any provisions contained in the Act, or in these Articles, be as valid as if every such Director or such Person had been duly appointed and was qualified to be a Director."

Article 185 provides that "Subject to the provisions of the Act, no Director shall be disqualified by his office from contracting with the Company, nor shall any such contract entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director contracting or being so interested be liable to account to the Company for any profit realized by any such contract by reason only of such Director holding that office or of the fiduciary relations thereby established; *provided that* every Director who is in any way whether directly or indirectly concerned or interested in a contract or arrangement, entered into or to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board and shall not participate in such meeting as required under Section 184 and other applicable provisions of the Act, and his presence shall not count for the purposes of forming a quorum at the time of such discussion or vote."

Powers of the Director

Article 186 provides that "The Directors shall have powers for the engagement and dismissal of managers, engineers, clerks and assistants and shall have power of general directions, management and superintendence of the business of the Company with full power or do all such acts, matters and things deemed necessary, proper or expedient for carrying on the business of the Company and to make and sign all such contracts, and other government papers and instruments that shall be necessary, proper or expedient, for the authority and direction of the Company except only such of them as by the Act or by these Articles are expressly directed to be exercised by the Members in the General Meeting."

Article 187 provides that "Subject to Section 179 of the Act, the Directors shall have the right to delegate any of their powers covered under Section 179(3)(d) to Section 179(3)(f) to any committee of the Board, managers, or any other principal officer of the Company as they may deem fit and may at their own discretion revoke such powers."

Article 188 provides that "The Board of Directors shall, or shall authorize Persons in their behalf, to make necessary filings with governmental authorities in accordance with the Act and other applicable Law, as may be required from time to time."

Article 189 provides that "Subject to the provisions of the Act, these Articles and other applicable provisions of Law, the Board shall be entitled to exercise all such powers, and to do all such acts and things as the Company is authorized to exercise and do; *provided that* the Board shall not exercise any power or do any act or thing which is directed or required, whether by the Act, or any other statute or by the Memorandum of Association or by these Articles or otherwise, to be exercised or done by the Company in a General Meeting; provided further that in exercising any such power or doing any such act or thing, the Board shall be subject to the provisions in that behalf contained in the Act or any other statute or in the Memorandum of Association of the Company or in these Articles, or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the Company in General Meeting, but no regulation made by the Company in General meeting shall invalidate any

prior act of the Board which would have been valid if that regulation had not been made."

Article 190 provides that "Subject to the provisions of the Act and any other applicable Law for the time being in force, the Directors shall have the power, from time to time and at their discretion, to borrow, raise or secure the payment of any sum of money for and on behalf of the Company in such manner and upon such terms and conditions in all respects as they think fit and through the issue of Debentures or bonds of the Company or by mortgage or charge upon all or any of the properties of the Company both present and future including its uncalled capital then available."

Article 191 provides that "The Directors shall have the power to open bank accounts, to sign cheques on behalf of the Company and to operate all banking accounts of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, *hundies* and bills or may authorise any other Person or Persons to exercise such powers."

Borrowing Powers

Article 192 provides that "Subject to the provisions of the Act and these Articles the Board may from time to time, at their discretion raise or borrow or secure the payment of any sum or sums of money for and on behalf of the Company. Any such money may be raised or the payment or repayment thereof may be secured in such manner and upon such terms and conditions in all respect as the Board may think fit by promissory notes or by opening loan or current accounts or by receiving deposits and advances at interest with or without security or otherwise and in particular by the issue of bonds, perpetual or redeemable Debentures of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being or by mortgaging or charging or pledging any lands, buildings, machinery, plant, goods or other property and Securities of the Company or by other means as the Board deems expedient."

Article 193 provides that "The Board of Directors shall not except with the consent of the Company by way of a Special Resolution, borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of paid-up Share Capital, free reserves and securities premium of the Company.

Dividend and Reserves

Article 194 provides that "The Company in a General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board."

Article 195 provides that "Subject to the provisions of the Act, the Board may from time to time pay to the Members such interim dividends as appear to it to be justified by the profits of the Company."

Article 196 provides that "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 equalising 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, think fit. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve."

Article 197 provides that "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."

Article 198 provides that "No amount paid or credited as paid on a Share in advance of calls shall be treated for the purpose of these Articles as paid on the Share."

Article 199 provides that "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."

Article 200 provides that "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."
Article 201 provides that "Any dividend, interest or other monies payable in cash in respect of Shares may be paid by electronic mode or by cheque, demand draft 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 of the Company, or to such Person and to such address as the holder or joint holders may in writing direct."

Article 202 provides that "Every such cheque or warrant shall be made payable to the order of the Person to whom it is sent."

Article 203 provides that "Any one of two or more joint holders of a Share may give effectual receipts for any dividends, bonuses or other payments in respect of such Share."

Article 204 provides that "Notice of any dividend, whether interim or otherwise, that may have been declared shall be given to the Persons entitled to Share therein in the manner mentioned in the Act."

Article 205 provides that "No dividend shall bear interest against the Company."

Article 206 provides that "A Shareholder can waive/forgo the right to receive the dividend (either final and/or interim) to which he is entitled, on some or all the equity Shares held by him in the Company. However, the Shareholder cannot waive/forgo the right to receive the dividend (either final and/or interim) for a part of percentage of dividend on Share(s)."

Article 207 provides that "Where a dividend has been declared by the Company but has not been paid or claimed within thirty days from the date of the declaration to any Shareholder entitled to the payment of the dividend, the Company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the Company in that behalf in any scheduled bank to be called the 'Unpaid Dividend Account'."

Article 208 provides that "Any money transferred to the 'Unpaid Dividend Account' of a company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the fund known as Investor Education and Protection Fund established under section 125 of the Act. There shall be no forfeiture of unclaimed dividends before the claim becomes barred by law."

Article 209 provides that "All Shares in respect of which the Dividend has not been paid or claimed for 7 (seven) consecutive years or more shall be transferred by the Company in the name of Investor Education and Protection Fund along with a statement containing such details as may be prescribed. Provided that any claimant of Shares so transferred shall be entitled to claim the transfer of Shares from Investor Education and Protection Fund in accordance with such procedure and on submission of such documents as may be prescribed."

Article 210 provides that "The Company shall comply with the provisions of the Act in respect of any dividend remaining unpaid or unclaimed with the Company."

Winding up

Article 213 provides that "The Company may be wound up in accordance with the Act and the Insolvency and Bankruptcy Code, 2016, as amended. (to the extent applicable)."

Audit

Article 215 provides that "Subject to the provisions of the Act, the Company shall appoint an auditor at an Annual General Meeting to hold office from the conclusion of that Annual General Meeting until such time as permitted under the Act and Law, and every auditor so appointed shall be informed of his appointment."

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than two years before the date of this Red Herring Prospectus) which are, or may be deemed material, have been entered or to be entered into by our Company. These contracts, copies of which will be attached to the copy of this Red Herring Prospectus filed with the Registrar of Companies, and also the documents for inspection referred to hereunder may be inspected at our Registered and Corporate Office, from 10.00 a.m. to 4.00 p.m. on Working Days from the date of this Red Herring Prospectus until the Bid/Issue Closing Date (except for such documents and agreements executed after the Bid/Issue Closing Date).

Material Contracts to the Issue

1. Issue agreement dated December 22, 2020 entered into among our Company and the BRLMs;

2. Registrar agreement dated December 20, 2020 entered into among our Company and the Registrar to the Issue;

3. Monitoring Agency agreement dated March 5, 2021 entered into between our Company and the Monitoring Agency;

4. Escrow and Sponsor Bank agreement dated March 5, 2021 entered into among our Company, the BRLMs, the Banker(s) to the Issue and the Registrar to the Issue;

5. Syndicate agreement dated March 5, 2021 entered into among our Company, the BRLMs and Syndicate Members; and

6. Underwriting agreement dated [●], 2021 entered into among our Company, the BRLMs and Syndicate Members.

Material Documents

1. Certified copies of our Memorandum of Association and Articles of Association;

2. Certificate of incorporation dated September 30, 2003;

3. Resolution of the Board and Shareholders dated November 30, 2020 and December 4, 2020 respectively, in relation to the Issue and other related matters;

4. Resolution of our Board of Directors dated December 22, 2020 approving the Draft Red Herring Prospectus;

5. Resolution of our Board of Directors dated March 5, 2021 approving this Red Herring Prospectus;

6. Share purchase agreement dated September 5, 2017 entered into between Dineshbhai Thakurbhai Rathod, Truptiben Dineshbhai Rathod, Hardik Dineshbhai Rathod, Jainam Intermediates Private Limited and Radha Murari Petrofills Private Limited;

7. Share Subscription and Shareholders' Agreement dated January 7, 2017 entered into amongst the Company and Mr. Anand S Desai, Ms. Mona A Desai, RIRCPL, Mr. Milan Thakkar who had entered into a deed of accession dated August 20, 2018 with Mr. Mr. Akhil Thakkar and KPI LLC, read along with the subsequent addendum agreements and amendments to such agreements;

8. Memorandum of terms of re-appointment of our Managing Director, Mr. Anand S Desai, dated March 1, 2016;

9. Memorandum of terms of re-appointment of our Whole-time Director, Ms. Mona A Desai, dated March 1, 2016;

10. Copies of our annual reports for the preceding three Fiscals;

11. The ESOP Scheme adopted pursuant to a resolution passed by our shareholders on December 4, 2020;

12. The examination report dated February 27, 2021 of our Statutory Auditors, on our Restated Financial Statements;

13. Consent from the Statutory Auditors namely, to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations and as an "expert" as defined under Section 2(38) of the Companies Act to the extent and in their capacity as the Statutory Auditor and in respect of their examination report dated February 27, 2021 on our Restated Financial Statements and their report dated March 3, 2021 on the statement of special tax benefits included in this Red Herring Prospectus;

14. The statement of special tax benefits dated March 3, 2021 from the Statutory Auditors included in this Red Herring Prospectus;

15. Consent dated from February 25, 2021, Independent Chartered Engineer, to include his name in this Red Herring Prospectus as "expert", as defined under Section 2(38) of the Companies Act 2013, in respect of his certificate dated February 25, 2021;

16. Consents of bankers to our Company, the BRLMs, F&S, Registrar to the Issue, legal counsels, Directors of our Company, previous auditors, lenders to our Company (where such consent is required), Company Secretary and Compliance Officer and Chief Financial Officer, to act in their respective capacities;

17. In-principle listing approvals dated January 20, 2021 and January 29, 2021 from the BSE and NSE, respectively;

18. Tripartite Agreement dated June 21, 2016, among our Company, NSDL and Registrar to the Issue;

19. Tripartite Agreement dated November 23, 2020 among our Company, CDSL and the Registrar to the Issue;

20. Due diligence certificate to SEBI from the BRLMs dated December 22, 2020;

21. Industry report titled "*Independent Market Report on Crop Protection, Pharmaceuticals and Custom Synthesis*" dated December 14, 2020 by F&S;

22. Letter of agreement dated September 23, 2020 pursuant to which F&S was appointed to commission the F&S Report; and

23. Final observation letter dated February 26, 2021 issued by SEBI (Ref. No. SEBI/HO/CFD/DIL2/RD/AK/OW/P/2021/5154/1).

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 with the provisions contained in the Companies Act 2013 and other relevant statutes.

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, 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 Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the disclosures and statements made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Dr. Kiran C Patel
(Chairman and Non-Executive Director)

Ms. Mona A Desai
(Vice-Chairman and Whole-time Director)

Mr. Anand S Desai
(Managing Director)

Mr. Milan Thakkar
(Non-Executive Director)

Mr. Hetul Krishnakant Mehta
(Independent Director)

Dr. Namrata Dharmendra Jariwala
(Independent Director)

Mr. Vijay Kumar Batra
(Independent Director)

Mr. Vinesh Prabhakar Sadekar

(Independent Director)

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Mr. Afzal Malkani

Place: SURAT

Date: MARCH 5, 2021